

<b>Form 5500</b>  Department of the Treasury Internal Revenue Service  Department of Labor Employee Benefits Security Administration  Pension Benefit Guaranty Corporation	<b>Annual Return/Report of Employee Benefit Plan</b>  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;">▶ <b>Complete all entries in accordance with the instructions to the Form 5500.</b></p>	OMB Nos. 1210-0110 1210-0089  <b>2013</b>  <b>This Form is Open to Public Inspection</b>
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<b>Part I</b>	<b>Annual Report Identification Information</b>
For calendar plan year 2013 or fiscal plan year beginning <u>04/01/2013</u> and ending <u>03/31/2014</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)

<b>Part II</b>	<b>Basic Plan Information</b> —enter all requested information										
<b>1a</b> 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%;"><b>1b</b> Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2"><b>1c</b> Effective date of plan <u>09/09/1962</u></td> </tr> <tr> <td colspan="2"><b>2b</b> Employer Identification Number (EIN) <u>13-6043636</u></td> </tr> <tr> <td colspan="2"><b>2c</b> Sponsor's telephone number <u>410-685-5069</u></td> </tr> <tr> <td colspan="2"><b>2d</b> Business code (see instructions) <u>711210</u></td> </tr> </table>	<b>1b</b> Three-digit plan number (PN) ▶	<u>001</u>	<b>1c</b> Effective date of plan <u>09/09/1962</u>		<b>2b</b> Employer Identification Number (EIN) <u>13-6043636</u>		<b>2c</b> Sponsor's telephone number <u>410-685-5069</u>		<b>2d</b> Business code (see instructions) <u>711210</u>	
<b>1b</b> Three-digit plan number (PN) ▶	<u>001</u>										
<b>1c</b> Effective date of plan <u>09/09/1962</u>											
<b>2b</b> Employer Identification Number (EIN) <u>13-6043636</u>											
<b>2c</b> Sponsor's telephone number <u>410-685-5069</u>											
<b>2d</b> Business code (see instructions) <u>711210</u>											
<b>2a</b> 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>											

**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.

<b>SIGN HERE</b>	Filed with authorized/valid electronic signature.	01/12/2015	RICHARD CASS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
<b>SIGN HERE</b>	Filed with authorized/valid electronic signature.	01/12/2015	JEFFREY VAN NOTE
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
<b>SIGN HERE</b>			
	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)

<b>3a</b> Plan administrator's name and address <input checked="" type="checkbox"/> Same as Plan Sponsor Name <input type="checkbox"/> Same as Plan Sponsor Address		<b>3b</b> Administrator's EIN	
<b>4</b> 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: <b>a</b> Sponsor's name		<b>3c</b> Administrator's telephone number  <b>4b</b> EIN <b>4c</b> PN	
<b>5</b> Total number of participants at the beginning of the plan year		<b>5</b>	11748
<b>6</b> Number of participants as of the end of the plan year (welfare plans complete only lines <b>6a</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ).			
<b>a</b> Active participants .....		<b>6a</b>	2182
<b>b</b> Retired or separated participants receiving benefits .....		<b>6b</b>	3371
<b>c</b> Other retired or separated participants entitled to future benefits .....		<b>6c</b>	5917
<b>d</b> Subtotal. Add lines <b>6a</b> , <b>6b</b> , and <b>6c</b> .....		<b>6d</b>	11470
<b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits .....		<b>6e</b>	583
<b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> .....		<b>6f</b>	12053
<b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) .....		<b>6g</b>	
<b>h</b> Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested .....		<b>6h</b>	
<b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) .....		<b>7</b>	32
<b>8a</b> If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1B			
<b>b</b> If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions: 4F 4H 4L			
<b>9a</b> 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		<b>9b</b> 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	
<b>10</b> Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
<b>a Pension Schedules</b> (1) <input checked="" type="checkbox"/> <b>R</b> (Retirement Plan Information)  (2) <input checked="" type="checkbox"/> <b>MB</b> (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary  (3) <input type="checkbox"/> <b>SB</b> (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		<b>b General Schedules</b> (1) <input checked="" type="checkbox"/> <b>H</b> (Financial Information) (2) <input type="checkbox"/> <b>I</b> (Financial Information – Small Plan) (3) <input type="checkbox"/> <b>0</b> <b>A</b> (Insurance Information) (4) <input checked="" type="checkbox"/> <b>C</b> (Service Provider Information) (5) <input checked="" type="checkbox"/> <b>D</b> (DFE/Participating Plan Information) (6) <input type="checkbox"/> <b>G</b> (Financial Transaction Schedules)	

<b>SCHEDULE MB</b> <b>(Form 5500)</b>  Department of the Treasury Internal Revenue Service  Department of Labor Employee Benefits Security Administration  Pension Benefit Guaranty Corporation	<b>Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information</b>  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).  ▶ <b>File as an attachment to Form 5500 or 5500-SF.</b>	OMB No. 1210-0110  <b>2013</b>  <b>This Form is Open to Public Inspection</b>
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For calendar plan year 2013 or fiscal plan year beginning 04/01/2013 and ending 03/31/2014

▶ **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.

<b>A</b> Name of plan <u>BERT BELL / PETE ROZELLE NFL PLAYER RETIREMENT PLAN</u>	<b>B</b> Three-digit plan number (PN) ▶ <u>001</u>
<b>C</b> 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>	<b>D</b> Employer Identification Number (EIN) <u>13-6043636</u>

<b>E</b> Type of plan: (1) <input checked="" type="checkbox"/> Multiemployer Defined Benefit (2) <input type="checkbox"/> Money Purchase (see instructions)	
<b>1a</b> Enter the valuation date: Month <u>04</u> Day <u>01</u> Year <u>2013</u>	
<b>b</b> Assets	
(1) Current value of assets .....	<b>1b(1)</b> <u>1401307960</u>
(2) Actuarial value of assets for funding standard account.....	<b>1b(2)</b> <u>1370972863</u>
<b>c</b> (1) Accrued liability for plan using immediate gain methods .....	<b>1c(1)</b> <u>2835418564</u>
(2) Information for plans using spread gain methods:	
(a) Unfunded liability for methods with bases .....	<b>1c(2)(a)</b>
(b) Accrued liability under entry age normal method.....	<b>1c(2)(b)</b>
(c) Normal cost under entry age normal method .....	<b>1c(2)(c)</b>
(3) Accrued liability under unit credit cost method .....	<b>1c(3)</b> <u>2835418564</u>
<b>d</b> Information on current liabilities of the plan:	
(1) Amount excluded from current liability attributable to pre-participation service (see instructions) .....	<b>1d(1)</b>
(2) "RPA '94" information:	
(a) Current liability.....	<b>1d(2)(a)</b> <u>5278723889</u>
(b) Expected increase in current liability due to benefits accruing during the plan year .....	<b>1d(2)(b)</b> <u>76861205</u>
(c) Expected release from "RPA '94" current liability for the plan year .....	<b>1d(2)(c)</b>
(3) Expected plan disbursements for the plan year.....	<b>1d(3)</b> <u>178494956</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.

<b>SIGN HERE</b>	<u>12/22/2014</u>
Signature of actuary	Date
<u>CHRISTOPHER E. FLOHR</u>	<u>14-06359</u>
Type or print name of actuary	Most recent enrollment number
<u>AON HEWITT</u>	<u>410-547-2800</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 ☐

**2** Operational information as of beginning of this plan year:

<b>a</b> Current value of assets (see instructions) .....	<b>2a</b>	1401307960
<b>b</b> "RPA '94" current liability/participant count breakdown:	<b>(1) Number of participants</b>	<b>(2) Current liability</b>
<b>(1)</b> For retired participants and beneficiaries receiving payment .....	4060	1859046710
<b>(2)</b> For terminated vested participants .....	5782	2688042755
<b>(3)</b> For active participants:		
<b>(a)</b> Non-vested benefits .....		61140241
<b>(b)</b> Vested benefits .....		670494183
<b>(c)</b> Total active .....	2174	731634424
<b>(4)</b> Total .....	12016	5278723889
<b>c</b> If the percentage resulting from dividing line 2a by line 2b(4), column (2), is less than 70%, enter such percentage .....	<b>2c</b>	26.54 %

**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
03/28/2014	299724223	0			
<b>Totals ▶ 3(b)</b>				299724223	3(c) 0

**4** Information on plan status:

<b>a</b> 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. ....	<b>4a</b>	E
<b>b</b> Funded percentage for monitoring plan's status (line 1b(2) divided by line 1c(3)) .....	<b>4b</b>	48.4 %
<b>c</b> Is the plan making the scheduled progress under any applicable funding improvement or rehabilitation plan? .....	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
<b>d</b> If the plan is in critical status, were any adjustable benefits reduced? .....	<input type="checkbox"/> Yes <input type="checkbox"/> No	
<b>e</b> If line d is "Yes," enter the reduction in liability resulting from the reduction in adjustable benefits, measured as of the valuation date .....	<b>4e</b>	

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

- a** ☐ Attained age normal     
**b** ☐ Entry age normal     
**c** ☒ Accrued benefit (unit credit)     
**d** ☐ Aggregate  
**e** ☐ Frozen initial liability     
**f** ☐ Individual level premium     
**g** ☐ Individual aggregate     
**h** ☐ Shortfall  
**i** ☐ Reorganization     
**j** ☐ Other (specify):

<b>k</b> If box h is checked, enter period of use of shortfall method .....	<b>5k</b>	
<b>l</b> Has a change been made in funding method for this plan year? .....	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>m</b> 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	
<b>n</b> 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 .....	<b>5n</b>	

**6** Checklist of certain actuarial assumptions:

<b>a</b> Interest rate for "RPA '94" current liability .....	<b>6a</b>	3.69 %
<b>b</b> Rates specified in insurance or annuity contracts .....	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> N/A	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> N/A
<b>c</b> Mortality table code for valuation purposes:		
<b>(1)</b> Males .....	<b>6c(1)</b>	A
<b>(2)</b> Females .....	<b>6c(2)</b>	A
<b>d</b> Valuation liability interest rate .....	<b>6d</b>	7.25 %
<b>e</b> Expense loading .....	<b>6e</b>	47.6 % <input type="checkbox"/> N/A
<b>f</b> Salary scale .....	<b>6f</b>	% <input checked="" type="checkbox"/> N/A
<b>g</b> Estimated investment return on actuarial value of assets for year ending on the valuation date .....	<b>6g</b>	3.5 %
<b>h</b> Estimated investment return on current value of assets for year ending on the valuation date .....	<b>6h</b>	7.8 %



**7** New amortization bases established in the current plan year:

(1) Type of base	(2) Initial balance	(3) Amortization Charge/Credit
3	12023238	1250357
1	112644876	11714505

**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** 33473934

**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	2067723526	240448528
(2) Funding waivers		
(3) Certain bases for which the amortization period has been extended		

**d** Interest as applicable on lines 9a, 9b, and 9c: **9d** 19859378

**e** Total charges. Add lines 9a through 9d: **9e** 293781840

**Credits to funding standard account:**

**f** Prior year credit balance, if any: **9f** 351051681

**g** Employer contributions. Total from column (b) of line 3: **9g** 299724223

**h** Amortization credits as of valuation date: **9h** 252226144

**i** Interest as applicable to end of plan year on lines 9f, 9g, and 9h: **9i** 29058302

**j** Full funding limitation (FFL) and credits:

	Outstanding balance	
(1) ERISA FFL (accrued liability FFL)	1983021736	
(2) "RPA '94" override (90% current liability FFL)	3548873199	
(3) FFL credit		<b>9j(3)</b>

**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** 727207722

**m** Credit balance: If line 9l is greater than line 9e, enter the difference: **9m** 433425882

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

**9 o** Current year's accumulated reconciliation account:

<b>(1)</b> Due to waived funding deficiency accumulated prior to the 2013 plan year .....	<b>9o(1)</b>	<b>0</b>
<b>(2)</b> Due to amortization bases extended and amortized using the interest rate under section 6621(b) of the Code:		
<b>(a)</b> Reconciliation outstanding balance as of valuation date.....	<b>9o(2)(a)</b>	<b>0</b>
<b>(b)</b> Reconciliation amount (line 9c(3) balance minus line 9o(2)(a)) .....	<b>9o(2)(b)</b>	<b>0</b>
<b>(3)</b> Total as of valuation date .....	<b>9o(3)</b>	<b>0</b>

**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

<b>SCHEDULE C</b> <b>(Form 5500)</b>  Department of the Treasury Internal Revenue Service  Department of Labor Employee Benefits Security Administration  Pension Benefit Guaranty Corporation	<b>Service Provider Information</b>  This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).  <b>► File as an attachment to Form 5500.</b>	OMB No. 1210-0110
		<b>2013</b>
		<b>This Form is Open to Public Inspection.</b>

For calendar plan year 2013 or fiscal plan year beginning **04/01/2013** and ending **03/31/2014**

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

**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  
**LANDMARK EQUITY PARTNERS**  
  
**06-1519082**

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation  
**BLACKSTONE REAL ESTATE DEBT STRAT**  
  
**90-0928477**

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation  
**GROSVENOR CAPITAL MANAGEMENT**  
  
**36-4339676**

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

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PRIVATE ADVISORS

54-1886751

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

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SIGULAR GUFF

13-3855629

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

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ENTRUST

90-0644478

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

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EIG ENERGY FUND XVI, LP

46-2825629

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

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PICTET

98-0396762

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

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PANTHEON FUND

600 MONTGOMERY STREET  
23RD FLOOR  
SAN FRANCISCO, CA 94111

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

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PAYDEN & RYGEL

95-3921788

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

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PIMCO

33-0629048

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

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ARTISAN

PO BOX 8412  
BOSTON, MA 02266-8412

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

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

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

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

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

GROOM LAW GROUP

52-1219029

<b>(b)</b> Service Code(s)	<b>(c)</b> Relationship to employer, employee organization, or person known to be a party-in-interest	<b>(d)</b> Enter direct compensation paid by the plan. If none, enter -0-.	<b>(e)</b> Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	<b>(f)</b> Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	<b>(g)</b> Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	<b>(h)</b> Did the service provider give you a formula instead of an amount or estimated amount?
29 50	NONE	5086529	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>(b)</b> Service Code(s)	<b>(c)</b> Relationship to employer, employee organization, or person known to be a party-in-interest	<b>(d)</b> Enter direct compensation paid by the plan. If none, enter -0-.	<b>(e)</b> Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	<b>(f)</b> Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	<b>(g)</b> Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	<b>(h)</b> Did the service provider give you a formula instead of an amount or estimated amount?
11 16 50	NONE	1371739	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>(b)</b> Service Code(s)	<b>(c)</b> Relationship to employer, employee organization, or person known to be a party-in-interest	<b>(d)</b> Enter direct compensation paid by the plan. If none, enter -0-.	<b>(e)</b> Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	<b>(f)</b> Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	<b>(g)</b> Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	<b>(h)</b> Did the service provider give you a formula instead of an amount or estimated amount?
49 50	NONE	729470	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)

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?
28 51	NONE	583118	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)

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	571895	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)

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?
28 51	NONE	571130	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"/>

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**(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	550674	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)

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	475463	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?
27 51	NONE	434914	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"/>



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**(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	420257	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)

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	416440	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	406912	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"/>

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(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	317240	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)

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	296986	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)

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	293429	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"/>

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(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	280915	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	271247	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)

PERRY ORTHOPEDIC & SPORTS MEDICINE

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	267744	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"/>

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

COMPULINK MANAGEMENT CENTER, INC.

95-3010597

(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	229581	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)

KANSAS CITY SPINE SPORTS MEDICINE

5701 W 119 STREET  
OVERLAND PARK, KS 66209

(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	224356	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)

ASIA ALTERNATIVES MANAGEMENT LLC

ONE MARITIME PLAZA, SUITE 1000  
SAN FRANCISCO, CA 94111

(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 50	NONE	215221	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"/>

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(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	209362	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?
16 35	EMPLOYEE/CONTRACTOR	204944	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	199485	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"/>

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

GIANNA, JAMIE

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	177777	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)

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	176114	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	850	Yes <input type="checkbox"/> No <input checked="" 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?
28 51	NONE	163278	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"/>

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

BERNSTEIN & MCCASLAND, MC, PC

58-1318583

(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	152500	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

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	150500	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)

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	148396	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)

ORRIN SHERMAN, MD

145 E. 32ND STREET  
4TH FLOOR  
NEW YORK, NY 10016

(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	137525	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)

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	125933	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 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	122125	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)

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	118845	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	116000	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	112600	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"/>

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

MILLER, MICHAEL

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	111368	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	111000	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	107890	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)

SUTAPA FORD, PHD

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	106000	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)

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	105000	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	104667	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)

CAROLINA HEADACHE INSTITUTE

27-0823332

(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	101000	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	100112	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	99000	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"/>

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(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	97500	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	97500	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)

FONDREN ORTHOPEDIC GROUP

76-0363583

(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	96330	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"/>

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(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	94500	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)

ORTHOPEDIC CARE SPECIALISTS

65-0882367

(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	93424	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	93030	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"/>

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

MARC F. SCHLOSBERG

106 IRVING STREET, NW  
WASHINGTON, DC 20010

(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	92000	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	89923	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	89609	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"/>

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(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	86754	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)

STEVEN W MEIER, MD

26-2053717

(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	78000	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	73615	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"/>



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(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	72765	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	71554	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)

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	69317	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)

MARILYN KRIEBEL

33-0098491

(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	63837	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)

ATLANTA NUEROPSYCHOLOGY

PO BOX 550045  
ATLANTA, GA 30355

(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	63000	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	62500	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"/>

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**(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	62310	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)

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	61517	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)

EDWARD RANKIN, MD

7731 ROCTON COURT  
CHEVY CHASE, MD 20815

(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	60000	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)

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	59269	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)

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	58861	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)

GONZALEZ, JANETTE

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	53722	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"/>

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(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	50491	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)

MARK RUBINO, MD

201 8TH STREET SOUTH  
NAPLES, FL 34102

(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	49000	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)

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	48905	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"/>

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

THE CORE INSTITUTE

3010 W AGUA FRIA FREEWAY  
SUITE 100  
PHOENIX, AZ 85027

(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	48307	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)

ORTHOPEDIC SPECIALTY CARE

733 US HIGHWAY 1  
NORTH PALM BEACH, FL 33408

(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	48000	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	47768	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"/>

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

ANDERSON, MEGAN

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	47398	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)

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	46586	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	45940	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"/>

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

BANKS, ELTON

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	45595	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	45511	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	42000	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"/>



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

NAGENGAST, 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	41192	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)

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	38777	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)

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	38462	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"/>

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(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	38428	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)

ASSURANT HEALTH

PO BOX 967  
MILWAUKEE, WI 53201

(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	37034	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)

UNITED STATES POSTAL SERVICE

PO BOX 2453  
BALTIMORE, ME 21203

(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	36150	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"/>

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(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	36000	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	35818	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)

JOHNY HUNG-CHI WEN, PHD

3838 CARSON STREET  
SUITE 334  
TORRANCE, CA 90503

(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	35000	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)

RICHARD, ELISE

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	30452	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	29995	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)

FLORIDA MUSCULOSKELETAL SURG

46-1074291

(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	29455	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)

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	27729	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)

SINGLETON, SHEREECE

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	27692	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)

SHANNON, RONALD

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	27528	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"/>

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(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	23734	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)

HOWARD UNIVERSITY HOSPITAL

53-0196961

(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	23453	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	23249	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"/>

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

VERIZON WIRELESS

PO BOX 25505  
LEHIGH VALLEY, PA 18002

(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	23200	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)

TIMOTHY TAFT

115 MORGAN BEND CT  
CHAPEL HILL, NC 27517

(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	22500	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)

TRIBULSKI PMR CONSULTING LLC

17 MARKHAM DRIVE  
LONG VALLEY, NJ 07853

(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	21500	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"/>

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(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	21295	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)

METLIFE

P.O. BOX 804466  
KANSAS CITY, MO 64180

(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	20608	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)

FRANSISCO PEREZ

6560 FANNIN  
SUITE 1810  
HOUSTON, TX 77030

(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	18500	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)

MICHAEL C HILTON

3975 ROSWELL ROAD  
ATLANTA, GA 30342

(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	17523	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	16898	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)

ROBERT P FUCETOLA, PHD

45-4275937

(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	16000	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)

BARRY JORDAN, MD

785 MAMARONECK AVE  
WHITE PLAINS, NY 10605

(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	15000	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)

EDWARD J O'CONNER

20-5079634

(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	14000	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)

M SYSTEMS INTERNATIONAL

56-1974062

(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	13363	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)

ADVANCED RADIOLOGY OF BEVERLY HILLS

P.O. BOX 17038  
BEVERLY HILLS, CA 90209

(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	13094	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)

OFFICE TEAM

500 EAST PRATT STREET #1150  
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	12562	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)

BRAD THOMAS, MD

20-0635701

(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)

SILVANA RIGGIO

170 EAST 87TH STREET  
WEST 20C  
NEW YORK, NY 10128

(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"/>

(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	10059	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)

MAURY DONNELLY & PARR

24 COMMERCE STREET  
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	8081	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	8043	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)

PROVIDENT LIFE & ACCIDENT INS CO

1 MERCANTILE STREET  
WORCHESTER, MA 01608

(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	7428	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	7306	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)

LOREN SPANN

31 JOHN DRIVE  
ANNADALE, NJ 08801

(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	7250	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	6845	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)

GENWORTH LIFE INSURANCE CO

PO BOX 79744  
BALTIMORE, MD 21279

(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	6516	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)

ADP, LLC

ONE ADP DRIVE  
AUGUSTA, GA 30909

(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	6211	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 &amp; 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	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)

JOSEPH B BAIRD, MD

58-1453366

(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"/>

**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)

WILLIAM GARMOE, PHD

14300 GALLANT FOX LANE  
SUITE 107  
BOWIE, MD 20715

(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)

CARRIE NEWSOME

231 AZALEA CT  
TOMS RIVER, NJ 08753

(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	5700	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)

MICHAEL BRUNET, MD

238 BEVERLY DRIVE  
METAIRIE, LA 70001

(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	5560	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"/>



**Part I Service Provider Information (continued)**

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

**Part II Service Providers Who Fail or Refuse to Provide Information**

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

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

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

<b>a</b> Name: ALVIN WINTERS	<b>b</b> EIN: 22-2232264
<b>c</b> Position: ENROLLED ACTUARY	
<b>d</b> Address: AON HEWITT 500 E. PRATT STREET BALTIMORE, MD 21202	<b>e</b> Telephone: 410-547-2916

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

<b>a</b> Name:	<b>b</b> EIN:
<b>c</b> Position:	
<b>d</b> Address:	<b>e</b> Telephone:

Explanation:

<b>a</b> Name:	<b>b</b> EIN:
<b>c</b> Position:	
<b>d</b> Address:	<b>e</b> Telephone:

Explanation:

<b>a</b> Name:	<b>b</b> EIN:
<b>c</b> Position:	
<b>d</b> Address:	<b>e</b> Telephone:

Explanation:

<b>a</b> Name:	<b>b</b> EIN:
<b>c</b> Position:	
<b>d</b> Address:	<b>e</b> Telephone:

Explanation:

<b>SCHEDULE D</b> <b>(Form 5500)</b>  <small>Department of the Treasury Internal Revenue Service</small>  <small>Department of Labor Employee Benefits Security Administration</small>	<b>DFE/Participating Plan Information</b>  This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).  <b>► File as an attachment to Form 5500.</b>	OMB No. 1210-0110  <b>2013</b>  <b>This Form is Open to Public Inspection.</b>
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For calendar plan year 2013 or fiscal plan year beginning 04/01/2013 and ending 03/31/2014

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

<b>Part I</b>	<b>Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)</b> (Complete as many entries as needed to report all interests in DFEs)
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<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>EB DV GLOBAL ALPHA I FUND</u>		
<b>b</b> Name of sponsor of entity listed in (a): <u>THE BANK OF NEW YORK MELLON</u>		
<b>c</b> EIN-PN <u>13-5160382-001</u>	<b>d</b> Entity code <u>C</u>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>82037242</u>
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>EB TEMPORARY INVESTMENT FUND</u>		
<b>b</b> Name of sponsor of entity listed in (a): <u>THE BANK OF NEW YORK MELLON</u>		
<b>c</b> EIN-PN <u>13-5160382-001</u>	<b>d</b> Entity code <u>C</u>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>182600453</u>
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>JP MORGAN STRATEGIC PROPERTY FUND</u>		
<b>b</b> Name of sponsor of entity listed in (a): <u>THE BANK OF NEW YORK MELLON</u>		
<b>c</b> EIN-PN <u>13-5160382-001</u>	<b>d</b> Entity code <u>C</u>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>59760520</u>
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>EB DV NSL INTL SIF</u>		
<b>b</b> Name of sponsor of entity listed in (a): <u>THE BANK OF NEW YORK MELLON</u>		
<b>c</b> EIN-PN <u>13-5160382-001</u>	<b>d</b> Entity code <u>C</u>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>58010394</u>
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>EB DV NSL AGG BIF</u>		
<b>b</b> Name of sponsor of entity listed in (a): <u>THE BANK OF NEW YORK MELLON</u>		
<b>c</b> EIN-PN <u>13-5160382-001</u>	<b>d</b> Entity code <u>C</u>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>56748717</u>
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>ENTRUST CAPITAL DIVERSIFIED FUND</u>		
<b>b</b> Name of sponsor of entity listed in (a): <u>THE BANK OF NEW YORK MELLON</u>		
<b>c</b> EIN-PN <u>13-5160382-001</u>	<b>d</b> Entity code <u>C</u>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>23627535</u>
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>EB DV NSL LCG SIF</u>		
<b>b</b> Name of sponsor of entity listed in (a): <u>THE BANK OF NEW YORK MELLON</u>		
<b>c</b> EIN-PN <u>13-5160382-001</u>	<b>d</b> Entity code <u>C</u>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>21481243</u>

<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <a href="#">EB DV NSL LCV SIF</a>		
<b>b</b> Name of sponsor of entity listed in (a): <a href="#">THE BANK OF NEW YORK MELLON</a>		
<b>c</b> EIN-PN <a href="#">13-5160382-001</a>	<b>d</b> Entity code <a href="#">C</a>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <a href="#">22146753</a>
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <a href="#">LOOMIS SAYLES CREDIT ASSET TR CL B</a>		
<b>b</b> Name of sponsor of entity listed in (a): <a href="#">THE BANK OF NEW YORK MELLON</a>		
<b>c</b> EIN-PN <a href="#">13-5160382-001</a>	<b>d</b> Entity code <a href="#">C</a>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <a href="#">59463809</a>
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <a href="#">PICTET EMERGING LOCAL CURR GLOBAL</a>		
<b>b</b> Name of sponsor of entity listed in (a): <a href="#">THE BANK OF NEW YORK MELLON</a>		
<b>c</b> EIN-PN <a href="#">13-5160382-001</a>	<b>d</b> Entity code <a href="#">C</a>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <a href="#">37489061</a>
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <a href="#">EB DV NSL SIF</a>		
<b>b</b> Name of sponsor of entity listed in (a): <a href="#">THE BANK OF NEW YORK MELLON</a>		
<b>c</b> EIN-PN <a href="#">13-5160382-001</a>	<b>d</b> Entity code <a href="#">C</a>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <a href="#">1290657</a>
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <a href="#">TBC EMERGING MARKETS EQUITY</a>		
<b>b</b> Name of sponsor of entity listed in (a): <a href="#">THE BANK OF NEW YORK MELLON</a>		
<b>c</b> EIN-PN <a href="#">13-5160382-001</a>	<b>d</b> Entity code <a href="#">C</a>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <a href="#">75965761</a>
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <a href="#">EB DV NSL LGE CAP SIF</a>		
<b>b</b> Name of sponsor of entity listed in (a): <a href="#">THE BANK OF NEW YORK MELLON</a>		
<b>c</b> EIN-PN <a href="#">13-5160382-001</a>	<b>d</b> Entity code <a href="#">C</a>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <a href="#">28911044</a>
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <a href="#">WA FLTG RATE HI INCOME FUND</a>		
<b>b</b> Name of sponsor of entity listed in (a): <a href="#">THE BANK OF NEW YORK MELLON</a>		
<b>c</b> EIN-PN <a href="#">13-5160382-001</a>	<b>d</b> Entity code <a href="#">E</a>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <a href="#">1945263</a>
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <a href="#">WAMCO OPPORTUNISTIC US HI YIELD SEC</a>		
<b>b</b> Name of sponsor of entity listed in (a): <a href="#">THE BANK OF NEW YORK MELLON</a>		
<b>c</b> EIN-PN <a href="#">13-5160382-001</a>	<b>d</b> Entity code <a href="#">E</a>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <a href="#">2881350</a>
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <a href="#">WAMCO OPPORTUNISTIC INTL INVESTMENT</a>		
<b>b</b> Name of sponsor of entity listed in (a): <a href="#">THE BANK OF NEW YORK MELLON</a>		
<b>c</b> EIN-PN <a href="#">13-5160382-001</a>	<b>d</b> Entity code <a href="#">E</a>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <a href="#">1141218</a>
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:		
<b>b</b> Name of sponsor of entity listed in (a):		
<b>c</b> EIN-PN	<b>d</b> Entity code	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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

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

**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN

<b>SCHEDULE H</b> <b>(Form 5500)</b>  <small>Department of the Treasury Internal Revenue Service</small>  <small>Department of Labor Employee Benefits Security Administration</small>  <small>Pension Benefit Guaranty Corporation</small>	<b>Financial Information</b>  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).  <b>▶ File as an attachment to Form 5500.</b>	<small>OMB No. 1210-0110</small>  <b>2013</b>  <b>This Form is Open to Public Inspection</b>
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For calendar plan year 2013 or fiscal plan year beginning <u>04/01/2013</u> and ending <u>03/31/2014</u>		
<b>A</b> Name of plan <u>BERT BELL / PETE ROZELLE NFL PLAYER RETIREMENT PLAN</u>	<b>B</b> Three-digit plan number (PN) ▶	<u>001</u>
<b>C</b> 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>	<b>D</b> Employer Identification Number (EIN)  <u>13-6043636</u>	

<b>Part I</b>	<b>Asset and Liability Statement</b>		(a) Beginning of Year	(b) End of Year
<b>1</b>	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. <b>Round off amounts to the nearest dollar.</b> 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.			
	<b>Assets</b>			
<b>a</b>	Total noninterest-bearing cash .....	<b>1a</b>		
<b>b</b>	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions.....	<b>1b(1)</b>		
	(2) Participant contributions.....	<b>1b(2)</b>		
	(3) Other.....	<b>1b(3)</b>	41349457	127604619
<b>c</b>	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	<b>1c(1)</b>	4892057	2375772
	(2) U.S. Government securities .....	<b>1c(2)</b>	25116324	26300355
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred .....	<b>1c(3)(A)</b>	8730441	10942701
	(B) All other.....	<b>1c(3)(B)</b>	9923268	8969086
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred .....	<b>1c(4)(A)</b>	0	426988
	(B) Common.....	<b>1c(4)(B)</b>	107591195	71137744
	(5) Partnership/joint venture interests .....	<b>1c(5)</b>	185061706	258614610
	(6) Real estate (other than employer real property).....	<b>1c(6)</b>	66454112	66051960
	(7) Loans (other than to participants) .....	<b>1c(7)</b>		
	(8) Participant loans.....	<b>1c(8)</b>		
	(9) Value of interest in common/collective trusts .....	<b>1c(9)</b>	714438012	709533188
	(10) Value of interest in pooled separate accounts .....	<b>1c(10)</b>		
	(11) Value of interest in master trust investment accounts .....	<b>1c(11)</b>		
	(12) Value of interest in 103-12 investment entities.....	<b>1c(12)</b>	4585039	5967831
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	<b>1c(13)</b>	319878239	391086845
	(14) Value of funds held in insurance company general account (unallocated contracts).....	<b>1c(14)</b>		
	(15) Other.....	<b>1c(15)</b>	1811284	2107590

**1d** Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities .....	<b>1d(1)</b>		
(2) Employer real property .....	<b>1d(2)</b>		
<b>e</b> Buildings and other property used in plan operation .....	<b>1e</b>		
<b>f</b> Total assets (add all amounts in lines 1a through 1e) .....	<b>1f</b>	1489831134	1681119289

**Liabilities**

<b>g</b> Benefit claims payable .....	<b>1g</b>		
<b>h</b> Operating payables .....	<b>1h</b>	3393676	3651672
<b>i</b> Acquisition indebtedness .....	<b>1i</b>		
<b>j</b> Other liabilities .....	<b>1j</b>	85129500	60297961
<b>k</b> Total liabilities (add all amounts in lines 1g through 1j) .....	<b>1k</b>	88523176	63949633

**Net Assets**

<b>l</b> Net assets (subtract line 1k from line 1f) .....	<b>1l</b>	1401307958	1617169656
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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
<b>a Contributions:</b>			
(1) Received or receivable in cash from: <b>(A)</b> Employers .....	<b>2a(1)(A)</b>	299724223	
<b>(B)</b> Participants .....	<b>2a(1)(B)</b>		
<b>(C)</b> Others (including rollovers) .....	<b>2a(1)(C)</b>		
(2) Noncash contributions .....	<b>2a(2)</b>		
(3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> .....	<b>2a(3)</b>		299724223
<b>b Earnings on investments:</b>			
(1) Interest:			
<b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit) .....	<b>2b(1)(A)</b>	163	
<b>(B)</b> U.S. Government securities .....	<b>2b(1)(B)</b>	911966	
<b>(C)</b> Corporate debt instruments .....	<b>2b(1)(C)</b>	792784	
<b>(D)</b> Loans (other than to participants) .....	<b>2b(1)(D)</b>		
<b>(E)</b> Participant loans .....	<b>2b(1)(E)</b>		
<b>(F)</b> Other .....	<b>2b(1)(F)</b>	1178800	
<b>(G)</b> Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....	<b>2b(1)(G)</b>		2883713
(2) Dividends: <b>(A)</b> Preferred stock .....	<b>2b(2)(A)</b>	869	
<b>(B)</b> Common stock .....	<b>2b(2)(B)</b>	1268046	
<b>(C)</b> Registered investment company shares (e.g. mutual funds) .....	<b>2b(2)(C)</b>	10673775	
<b>(D)</b> Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> .....	<b>2b(2)(D)</b>		11942690
(3) Rents .....	<b>2b(3)</b>		
(4) Net gain (loss) on sale of assets: <b>(A)</b> Aggregate proceeds .....	<b>2b(4)(A)</b>	271532868	
<b>(B)</b> Aggregate carrying amount (see instructions) .....	<b>2b(4)(B)</b>	261753983	
<b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result .....	<b>2b(4)(C)</b>		9778885
(5) Unrealized appreciation (depreciation) of assets: <b>(A)</b> Real estate .....	<b>2b(5)(A)</b>		
<b>(B)</b> Other .....	<b>2b(5)(B)</b>	26887121	
<b>(C)</b> Total unrealized appreciation of assets. Add lines <b>2b(5)(A)</b> and <b>(B)</b> .....	<b>2b(5)(C)</b>		26887121



		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		52349060
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		302793
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		14893192
c Other income.....	2c		2845753
d Total income. Add all <b>income</b> amounts in column (b) and enter total.....	2d		421607430

**Expenses**

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	183087624	
(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)		183087624
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)	6559110	
(2) Contract administrator fees.....	2i(2)	0	
(3) Investment advisory and management fees.....	2i(3)	7124978	
(4) Other.....	2i(4)	8974020	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		22658108
j Total expenses. Add all <b>expense</b> amounts in column (b) and enter total.....	2j		205745732

**Net Income and Reconciliation**

k Net income (loss). Subtract line 2j from line 2d.....	2k		215861698
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
<b>c</b> 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	
<b>d</b> 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	
<b>e</b> Was this plan covered by a fidelity bond? .....	X		2000000
<b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? .....		X	
<b>g</b> 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	
<b>h</b> 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	
<b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) .....	X		
<b>j</b> 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		
<b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? .....		X	
<b>l</b> Has the plan failed to provide any benefit when due under the plan? .....		X	
<b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) .....			
<b>n</b> If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. ....			

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

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

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

**5c** If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? .... ☒ Yes ☐ No ☐ Not determined

## Part V Trust Information (optional)

<b>6a</b> Name of trust	<b>6b</b> Trust's EIN

<b>SCHEDULE R</b> <b>(Form 5500)</b>  Department of the Treasury Internal Revenue Service  Department of Labor Employee Benefits Security Administration  Pension Benefit Guaranty Corporation	<b>Retirement Plan Information</b>  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).  ▶ <b>File as an attachment to Form 5500.</b>	OMB No. 1210-0110  <b>2013</b>  <b>This Form is Open to Public Inspection.</b>
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For calendar plan year 2013 or fiscal plan year beginning 04/01/2013 and ending 03/31/2014

<b>A</b> Name of plan <u>BERT BELL / PETE ROZELLE NFL PLAYER RETIREMENT PLAN</u>	<b>B</b> Three-digit plan number (PN) ▶ <u>001</u>
<b>C</b> 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>	<b>D</b> Employer Identification Number (EIN) <u>13-6043636</u>

<b>Part I</b>	<b>Distributions</b>
---------------	----------------------

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

<b>1</b> Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	<u>1</u>	<u>0</u>
<b>2</b> 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>13-5160382</u>		
<b>Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.</b>		
<b>3</b> Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	<u>3</u>	<u>0</u>

<b>Part II</b>	<b>Funding Information</b> (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)
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<b>4</b> Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? .....	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	<input type="checkbox"/> N/A
<b>If the plan is a defined benefit plan, go to line 8.</b>			
<b>5</b> 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. <b>Date:</b> Month _____ Day _____ Year _____ <b>If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.</b>			
<b>6 a</b> Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) .....	<u>6a</u>		
<b>b</b> Enter the amount contributed by the employer to the plan for this plan year .....	<u>6b</u>		
<b>c</b> 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) .....	<u>6c</u>		
<b>If you completed line 6c, skip lines 8 and 9.</b>			
<b>7</b> 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
<b>8</b> 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 checked="" type="checkbox"/> N/A

<b>Part III</b>	<b>Amendments</b>
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<b>9</b> 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 checked="" type="checkbox"/> Increase	<input type="checkbox"/> Decrease	<input type="checkbox"/> Both	<input type="checkbox"/> No
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<b>Part IV</b>	<b>ESOPs</b> (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.
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<b>10</b> 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
<b>11 a</b> Does the ESOP hold any preferred stock? .....	<input type="checkbox"/> Yes	<input type="checkbox"/> No
<b>b</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
<b>12</b> 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:

<b>a</b> The current year .....	<b>14a</b>	
<b>b</b> The plan year immediately preceding the current plan year .....	<b>14b</b>	
<b>c</b> The second preceding plan year .....	<b>14c</b>	

- 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:

<b>a</b> The corresponding number for the plan year immediately preceding the current plan year .....	<b>15a</b>	
<b>b</b> The corresponding number for the second preceding plan year .....	<b>15b</b>	

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

<b>a</b> Enter the number of employers who withdrew during the preceding plan year .....	<b>16a</b>	
<b>b</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 .....	<b>16b</b>	

- 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: 40.9% Investment-Grade Debt: 26.2% High-Yield Debt: 5.2% Real Estate: 7.4% Other: 20.3%

**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 Auditor's Report**

**Years Ended March 31, 2014 and 2013**

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Member: American Institute of Certified Public Accountants  
and Maryland Association of Certified Public Accountants

## **INDEPENDENT AUDITOR'S 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, 2014 and 2013, 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.

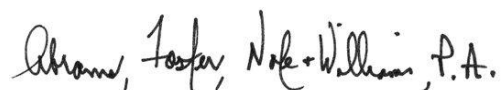


## Opinion

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, 2014 and 2013, and changes therein for the years then ended and its financial status as of March 31, 2014 and 2013, and changes therein for the years then ended in accordance with accounting principles generally accepted in the United States of America.

## Report on Supplementary Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplementary 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 "supplementary information," are presented for the purpose of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. 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

November 21, 2014

**BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN**  
**Statements of Net Assets Available for Benefits**  
**March 31, 2014 and 2013**

	2014	2013
<b>ASSETS</b>		
Investments, at Fair Value		
Interest bearing cash	\$ 2,375,772	\$ 4,892,057
Common stock	71,137,744	107,591,195
Preferred stock	426,988	-
Corporate debt	19,911,787	18,653,709
U. S. government securities	26,300,355	25,116,324
Common/collective trusts	709,533,188	714,438,012
Registered investment companies	391,086,845	319,878,239
Real estate	66,051,960	57,588,466
Other investments	266,690,031	200,323,675
Total investments	<u>1,553,514,670</u>	<u>1,448,481,677</u>
Receivable for securities sold	54,919,256	39,824,442
Interest and dividends receivable	418,903	453,476
Receivable for units issued	70,000,000	-
Other plan receivables	2,186,226	956,877
Total receivables	<u>127,524,385</u>	<u>41,234,795</u>
Cash	<u>80,234</u>	<u>114,662</u>
Total assets	<u>1,681,119,289</u>	<u>1,489,831,134</u>
<b>LIABILITIES</b>		
Payable for securities purchased	60,297,961	85,129,501
Accrued expenses	3,651,672	3,393,673
Total liabilities	<u>63,949,633</u>	<u>88,523,174</u>
Net Assets Available for Benefits	<u>\$ 1,617,169,656</u>	<u>\$ 1,401,307,960</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, 2014 and 2013**

	<b>2014</b>	<b>2013</b>
<b>ADDITIONS</b>		
Net Investment Income		
Dividend and interest income	\$ 17,678,525	\$ 19,740,759
Net realized and unrealized appreciation (depreciation) in fair value of investments	104,204,682	89,890,836
Total investment income	<u>121,883,207</u>	<u>109,631,595</u>
Less investment expenses	<u>(7,124,978)</u>	<u>(6,033,759)</u>
Net investment income	114,758,229	103,597,836
Contributions	<u>299,724,223</u>	<u>105,026,052</u>
Total additions	414,482,452	208,623,888
<b>DEDUCTIONS</b>		
Administrative expenses	15,533,132	15,177,158
Benefit payments	<u>183,087,624</u>	<u>173,437,967</u>
Total deductions	<u>198,620,756</u>	<u>188,615,125</u>
Net increase	215,861,696	20,008,763
Net assets available for benefits:		
Beginning of year	1,401,307,960	1,381,299,197
End of Year	<u><u>\$ 1,617,169,656</u></u>	<u><u>\$ 1,401,307,960</u></u>

“See Accompanying Notes”

**BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN**  
**Notes to Financial Statements**  
**March 31, 2014 and 2013**

**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 2014 and 2013, the clubs made contributions of \$299,724,223 and \$105,026,052, respectively. The contributions meet the minimum funding requirements under Employee Retirement Income Security Act of 1974 (ERISA).

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.

**BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN**  
**Notes to Financial Statements**  
**March 31, 2014 and 2013**

**1. DESCRIPTION OF THE PLAN (Continued)**

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 or Deferred Retirement. In some cases, a Player may also be eligible to receive an Early Payment Benefit and/or a benefit at Early Retirement.

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.

**BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN**  
**Notes to Financial Statements**  
**March 31, 2014 and 2013**

**1. DESCRIPTION OF THE PLAN (Continued)**

H. Plan Amendment or Termination

The NFLPA and the NFL Management Council, when acting jointly, may amend the Plan in any respect and may terminate the Plan. The Retirement Board may amend the Plan subject to limitations set forth in the Plan document, and may terminate the Plan if no collective bargaining agreement has been in effect for more than one year.

**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.

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.

**BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN**  
**Notes to Financial Statements**  
**March 31, 2014 and 2013**

**2. SIGNIFICANT ACCOUNTING POLICIES (Continued)**

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 (PBGC) 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.

Although the Plan has been amended since receiving the determination letter, the Plan administrator and the Plan's tax counsel believe that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the IRC and, therefore, believe that the Plan is qualified, and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service or Department of Labor. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of March 31, 2014, 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

**BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN**  
**Notes to Financial Statements**  
**March 31, 2014 and 2013**

**3. INCOME TAX STATUS (Continued)**

that have occurred that will adversely affect the Plan's qualified status at March 31, 2014.

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, 2011.

**4. PLAN AMENDMENTS**

During the years ended March 31, 2014 and March 31, 2013, many plan amendments were adopted. These amendments addressed, among other subjects: (1) technical matters required for compliance with IRS rules; (2) procedures for processing disability benefit claims; (3) effective dates for certain disability benefit claims; (4) the calculation of contributions for Plan Years 2011 through 2020; (5) governance and structure of the Retirement Board; and (5) the calculation of death benefit payments in certain cases. Because the amendments are lengthy, they are not reproduced here.

**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.



**BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN**  
**Notes to Financial Statements**  
**March 31, 2014 and 2013**

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

The accumulated plan benefit information as of April 1, 2013 and 2012 is as follows:

	<u><b>2013</b></u>	<u><b>2012</b></u>
Actuarial present value of accumulated plan benefits		
Vested benefits		
Participants currently receiving payments	\$ 1,309,442,851	\$ 1,162,344,039
Other Participants	1,414,363,511	1,451,527,186
	<u>2,723,806,362</u>	<u>2,613,871,225</u>
Nonvested benefits	111,612,202	111,049,974
Total	<u><u>\$ 2,835,418,564</u></u>	<u><u>\$ 2,724,921,199</u></u>

The changes in accumulated plan benefit information for the years ended March 31, 2013 and 2012 are as follows:

	<u><b>2013</b></u>	<u><b>2012</b></u>
Value of benefits accumulated and changes in data	\$ 77,441,180	\$ 6,134,045
Increase due to passage of time	191,269,661	147,337,531
Less benefits paid	(173,437,967)	(134,023,771)
Plan amendments	15,224,491	606,219,701
Total	<u><u>\$ 110,497,365</u></u>	<u><u>\$ 625,667,506</u></u>

**BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN**  
**Notes to Financial Statements**  
**March 31, 2014 and 2013**

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

Significant assumptions underlying the actuarial computations as of April 1, 2013 and 2012 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	

**BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN**  
**Notes to Financial Statements**  
**March 31, 2014 and 2013**

**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, 2013 and 2012. Had the valuations been performed as of March 31, 2014 and 2013, 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).

**BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN**  
**Notes to Financial Statements**  
**March 31, 2014 and 2013**

**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, 2014 and 2013 were \$293,429 and \$260,682, 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.

**BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN**  
**Notes to Financial Statements**  
**March 31, 2014 and 2013**

**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, 2014 and 2013, as follows:

	<b>2014</b>	<b>2013</b>
Interest bearing cash	\$ 1,025,690	\$ 135,732
Common stocks	17,722,591	9,184,893
Preferred stocks	966	(1,809)
Corporate debt	(1,115,642)	932,040
U.S. government securities	(1,417,217)	53,581
Common/collective trusts	52,344,253	45,110,743
Registered investment companies	18,030,648	19,376,006
Real estate	6,186,330	2,859,566
Other investments	11,427,063	12,240,084
Total	<u>\$ 104,204,682</u>	<u>\$ 89,890,836</u>

The investments that represent more than 5% of the plan's net assets as of March 31, 2014 and 2013, respectively are as follows:

	<b><u>2014</u></b>	<b><u>2013</u></b>
PIMCO Diversified Income Fund	\$ 99,447,825	\$100,861,008
EB Temp Inv Fund	170,852,942	81,449,801
EB DV Global Alpha I Fund	-	75,861,066

**10. FAIR VALUE MEASUREMENTS**

Financial Accounting Standards Board ASC 820-10-50-2, *Fair Value Measurements* (formerly 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.

**BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN**  
**Notes to Financial Statements**  
**March 31, 2014 and 2013**

**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, 2014.

*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.

**BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN**  
**Notes to Financial Statements**  
**March 31, 2014 and 2013**

**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 mortgages directly; however, the Plan may have exposure to mortgages via collateralized mortgage obligations 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, 2014 and 2013.

**Assets at Fair Value as of March 31, 2014:**

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total Fair Value</u>
Interest bearing cash	\$ -	\$ 2,375,772	\$ -	\$ 2,375,772
Common stock	61,576,927	-	9,560,817	71,137,744
Preferred common stock	-	426,988	-	426,988
Corporate debt	-	19,911,787	-	19,911,787
U.S. government securities	8,925,553	17,374,802	-	26,300,355
Common/collective trust	-	-	709,533,188	709,533,188
Registered investment companies	391,086,845	-	-	391,086,845
Real estate	-	-	66,051,960	66,051,960
Other investments	(23,770)	2,131,360	264,582,441	266,690,031
Total Assets	<u>\$ 461,565,555</u>	<u>\$ 42,220,709</u>	<u>\$ 1,049,728,406</u>	<u>\$ 1,553,514,670</u>

**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	-	-	714,438,012	714,438,012
Registered investment companies	319,878,239	-	-	319,878,239
Real estate	-	-	57,588,466	57,588,466
Other investments	(22,590)	1,833,873	198,512,392	200,323,675
Total Assets	<u>\$ 427,103,057</u>	<u>\$ 43,848,995</u>	<u>\$ 977,529,625</u>	<u>\$ 1,448,481,677</u>

**BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN**  
**Notes to Financial Statements**  
**March 31, 2014 and 2013**

**10. FAIR VALUE MEASUREMENTS (Continued)**

**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, 2014 and March 31, 2013.

**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, 2014 and 2013:

	<b>2014 Level 3 Investments</b>					<b>Total</b>
	<b>Common Stock</b>	<b>Common/ Collective Trust</b>	<b>Investment Entities</b>	<b>Partnership/ Joint Venture Interest</b>	<b>Real Estate</b>	
<b>Fair Value at March 31, 2013</b>	\$ 6,990,755	\$ 714,438,013	\$ 4,585,039	\$ 193,927,352	\$ 57,588,466	\$ 977,529,625
Transfer in	-	-	-	-	-	-
Net realized gains	93,200	37,188,791	-	2,809,744	-	40,091,735
Net change in unrealized gains/(losses)	657,626	15,155,462	302,793	10,277,134	6,186,330	32,579,345
Purchases	2,864,762	539,235,169	1,080,000	64,125,111	7,150,572	614,455,614
Sales	(1,045,528)	(596,484,245)	-	(12,524,732)	(4,873,408)	(614,927,913)
<b>Fair Value at March 31, 2014</b>	<u>\$ 9,560,815</u>	<u>\$ 709,533,190</u>	<u>\$ 5,967,832</u>	<u>\$ 258,614,609</u>	<u>\$ 66,051,960</u>	<u>\$1,049,728,406</u>

	<b>2013 Level 3 Investments</b>					<b>Total</b>
	<b>Common Stock</b>	<b>Common/ Collective Trust</b>	<b>Investment Entities</b>	<b>Partnership/ Joint Venture Interest</b>	<b>Real Estate</b>	
<b>Fair Value at March 31, 2012</b>	\$ 1,816,608	\$ 551,409,235	\$ 4,855,661	\$ 151,775,010	\$ 57,480,543	\$ 767,337,057
Net realized gains	80,495	22,680,599	290,633	1,783,194	-	24,834,921
Net change in unrealized gains/(losses)	(53,633)	22,430,144	239,375	10,012,830	2,859,566	35,488,282
Purchases	6,245,672	861,603,235	-	37,365,116	-	905,214,023
Sales	(1,098,387)	(743,685,200)	(800,630)	(7,008,798)	(2,751,643)	(755,344,658)
<b>Fair Value at March 31, 2013</b>	<u>\$ 6,990,755</u>	<u>\$ 714,438,013</u>	<u>\$ 4,585,039</u>	<u>\$ 193,927,352</u>	<u>\$ 57,588,466</u>	<u>\$ 977,529,625</u>



**BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN**  
**Notes to Financial Statements**  
**March 31, 2014 and 2013**

**10. FAIR VALUE MEASUREMENTS (Continued)**

The amount of total gains or losses for the years ended March 31, 2014 and 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:

<u>March 31, 2014</u>					
<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>\$ 686,277</u>	<u>\$ 35,515,703</u>	<u>\$ 302,793</u>	<u>\$ 12,605,726</u>	<u>\$8,161,299</u>	<u>\$57,271,798</u>

<u>March 31, 2013</u>					
<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>\$ (20,732)</u>	<u>\$ 42,565,953</u>	<u>\$ 477,225</u>	<u>\$ 10,330,141</u>	<u>\$3,662,877</u>	<u>\$57,015,464</u>

Total gains and losses (realized and unrealized) for the years ended March 31, 2014 and 2013 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, 2014 and 2013, respectively.

<u>March 31, 2014</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)	\$ 467,172,215	-	Varies	Varies between one and ninety days
Other Investments (See (b) below)	\$ 69,489,236	-	Varies	Varies between three and ten days

**BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN**  
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**10. FAIR VALUE MEASUREMENTS (Continued)**

- (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.

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.

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

**BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN**  
**Notes to Financial Statements**  
**March 31, 2014 and 2013**

**10. FAIR VALUE MEASUREMENTS (Continued)**

- (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.

**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, 2014 the portfolio's derivative exposure consisted of six futures positions and two options positions.

The Plan has one separate account manager which holds 3.5 percent 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>2014</u>	<u>2013</u>
NFL Player Tax Qualified Annuity Plan	\$ 286,944	\$ 124,115
NFL Player Annuity Program	544,008	225,050
NFL Player Annuity & Insurance Company	8,116	273
NFL Player Second Career Savings Plan	870,684	390,737
NFL Player Supplemental Disability Plan	145,986	66,846
88 Plan	189,861	86,940
Gene Upshaw NFL Player Health Reimbursement Account Plan	140,627	62,916
Total	<u>\$ 2,186,226</u>	<u>\$ 956,877</u>

These amounts are reflected as receivables on the Statements of Net Assets Available for Benefits as of March 31, 2014 and 2013 because the amounts had not yet been reimbursed

**BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN**  
**Notes to Financial Statements**  
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from the respective benefit plans as of those dates.

**13. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500**

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.

**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 increase in net assets available for benefits.

**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 November 21, 2014 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, 2014 and 2013**

	<b>2014</b>	<b>2013</b>
<b>INVESTMENT EXPENSES</b>		
Trustee Fees - Bank of New York Mellon	\$ 293,429	\$ 260,682
Investment management fees*	6,396,635	5,367,454
Investment advisory fees	434,914	405,623
Total Investment Expenses	<u>\$ 7,124,978</u>	<u>\$ 6,033,759</u>
<b>ADMINISTRATIVE EXPENSES</b>		
Actuarial, Auditing and Benefit Statement Preparation		
Aon Consulting, Inc.	\$ 1,371,739	\$ 2,367,856
Abrams, Foster, Nole & Williams, P.A.	36,000	47,276
Attorney Fees		
Groom Law Group	5,086,529	5,011,532
Other legal expenses	64,842	-
Insurance Expense		
Pension Benefit Guaranty Corporation	145,579	111,654
Fiduciary Liability Insurance	317,240	199,181
Plan Office Expenses		
Salaries and and related expenses	1,550,048	1,393,620
Rent	299,426	223,974
Insurance	353,747	301,147
Retirement Board costs	155,674	159,587
Plan Office Pension Contributions	95,786	290,550
Other Plan Office expenses	408,016	495,295
Other		
Sibson Consulting	-	5,000
Korn Ferry	4,145	33,264
Advanced Computer Solutions	-	367,507
Player medical and travel expenses	4,790,661	3,335,478
Printing expenses	103,558	90,296
PointClick Tech	46,586	48,809
R2Integrated, LLC	69,317	166,242
Laserfische	229,581	-
Mercer	199,485	221,834

**BERT BELL/PETE ROZELLE NFL PLAYER RETIREMENT PLAN**  
**Schedules of Investment and Administrative Expenses**  
**Years Ended March 31, 2014 and 2013**

**ADMINISTRATIVE EXPENSES (Continued)**

Other (continued)		
Tribulski PMR Consulting, LLC	21,500	16,095
Remote IT Solutions	125,933	78,094
Quick Connect Communications	25,982	-
M Systems International	13,363	470
All Covered	-	16,044
Other technology expenses	7,140	540
Miscellaneous expenses	11,255	195,813
Total Administrative Expenses	<u>\$ 15,533,132</u>	<u>\$ 15,177,158</u>

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

**SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES,  
SCHEDULE H, line 4i**





# BNY MELLON

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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>INTEREST-BEARING CASH</u>					
0.1300	AUD (AUSTRALIAN DOLLARS)	0.14	0.0000	0.12	0.02-
0.2300	NZD (NEW ZEALAND DOLLAR)	0.19	0.0000	0.20	0.01
31,311.2800	EUR CURRENCY AT BROKER	40,368.90	0.0000	43,154.77	2,785.87
7,468.9300	BNY MELLON CASH RESERVE 0.010% 12/31/2049 DD 06/26/97	7,468.93	100.0000	7,468.93	0.00
51,335.9300	LEHMAN PROXY WAMCO - REC	256.68	0.2599	13,347.29	13,090.61
2,311,800.3200	CASH ON DEPOSIT-CUSTODIAN	2,311,800.32	1.0000	2,311,800.32	0.00
TOTAL INTEREST-BEARING CASH		2,359,895.16		2,375,771.63	15,876.47
<u>U. S. GOVERNMENT SECURITIES</u>					
110,000.0000	FEDERAL HOME LN MTG CORP 5.625% 11/23/2035 DD 11/22/05	123,659.80	106.6970	117,366.70	6,293.10-
120,000.0000	FEDERAL HOME LN MTG CORP 6.750% 03/15/2031 DD 10/25/00	180,367.20	139.2190	167,062.80	13,304.40-
40,000.0000	FEDERAL HOME LN MTG CORP 1.350% 04/29/2014 DD 04/01/11	40,497.20	100.0980	40,039.20	458.00-
110,000.0000	FEDERAL NATL MTG ASSN 0.000% 10/09/2019 DD 10/09/84	97,483.10	86.0870	94,695.70	2,787.40-
130,000.0000	FEDERAL NATL MTG ASSN 6.250% 05/15/2029 DD 05/15/99	184,618.20	131.4950	170,943.50	13,674.70-



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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>
99,320.5000	FHLMC MULTICLASS MTG K024 X1 VAR RT 09/25/2022 DD 01/01/13	6,702.08	5.8630	5,823.16	878.92-
20,000.0000	FEDERAL HOME LN MTG CORP 1.250% 10/02/2019 DD 10/02/12	19,058.50	95.7810	19,156.20	97.70
300,000.0000	TENNESSEE VALLEY AUTH BD 5.980% 04/01/2036 DD 04/18/96	413,919.00	123.5520	370,656.00	43,263.00-
50,000.0000	TENNESSEE VALLEY AUTH BD 5.250% 09/15/2039 DD 09/15/09	63,796.50	113.2390	56,619.50	7,177.00-
90,000.0000	TENNESSEE VALLEY AUTH BD 4.625% 09/15/2060 DD 09/15/10	102,335.40	97.8160	88,034.40	14,301.00-
110,000.0000	TENNESSEE VALLEY AUTH BD 3.875% 02/15/2021 DD 02/08/11	127,580.20	107.7830	118,561.30	9,018.90-
97,390.8000	US TREAS-CPI INFLAT 2.125% 02/15/2040 DD 02/15/10	136,543.83	119.7340	116,609.90	19,933.93-
103,508.0000	US TREAS-CPI INFLAT 0.750% 02/15/2042 DD 02/15/12	107,968.07	87.1410	90,197.91	17,770.16-
1,113,000.0000	U S TREASURY BOND 2.750% 08/15/2042 DD 08/15/12	1,032,652.53	85.3750	950,223.75	82,428.78-
670,000.0000	U S TREASURY BONDS 3.625% 02/15/2044 DD 02/15/14	665,166.56	101.1560	677,745.20	12,578.64
10,035.6000	US TREAS-CPI 1.375% 02/15/2044 DD 02/15/14	9,755.76	102.0470	10,241.03	485.27
1,340,000.0000	U S TREASURY NOTE 2.000% 11/30/2020 DD 11/30/13	1,325,517.77	98.5000	1,319,900.00	5,617.77-



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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>
320,000.0000	U S TREASURY NOTE 2.125% 01/31/2021 DD 01/31/14	319,612.50	99.0230	316,873.60	2,738.90-
190,000.0000	U S TREASURY NOTE 2.750% 02/15/2024 DD 02/15/14	190,337.99	100.2190	190,416.10	78.11
30,000.0000	U S TREASURY NOTE 2.000% 02/28/2021 DD 02/28/14	29,423.44	98.1020	29,430.60	7.16
421,875.4000	US TREAS-CPI INFLAT 2.000% 07/15/2014 DD 07/15/04	434,673.41	101.6330	428,764.63	5,908.78-
50,000.0000	U S TREASURY NOTE 1.500% 02/28/2019 DD 02/28/14	49,855.85	99.0000	49,500.00	355.85-
1,390,000.0000	U S TREASURY NTS 1.625% 03/31/2019 DD 03/31/14	1,384,030.16	99.4920	1,382,938.80	1,091.36-
150,000.0000	U S TREASURY NOTE 3.625% 08/15/2019 DD 08/15/09	166,781.25	109.1800	163,770.00	3,011.25-
420,000.0000	U S TREASURY NOTE 1.500% 08/31/2018 DD 08/31/11	417,292.97	99.8130	419,214.60	1,921.63
40,000.0000	U S TREASURY NOTE 0.750% 10/31/2017 DD 10/31/12	40,115.60	98.3830	39,353.20	762.40-
1,250,000.0000	U S TREASURY NOTES 2.000% 09/30/2020 DD 09/30/13	1,247,687.50	98.8130	1,235,162.50	12,525.00-
300,000.0000	COMMIT TO PUR FNMA SF MTG 3.000% 04/01/2029 DD 04/01/14	308,578.13	102.7190	308,157.00	421.13-
400,000.0000	COMMIT TO PUR FNMA SF MTG 3.500% 04/01/2029 DD 04/01/14	420,531.25	104.8440	419,376.00	1,155.25-



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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>
300,000.0000	COMMIT TO PUR FNMA SF MTG 4.000% 05/01/2044 DD 05/01/14	310,437.50	103.5780	310,734.00	296.50
1,500,000.0000	COMMIT TO PUR FNMA SF MTG 4.500% 05/01/2044 DD 05/01/14	1,594,164.06	106.3130	1,594,695.00	530.94
400,000.0000	COMMIT TO PUR FNMA SF MTG 5.000% 05/01/2044 DD 05/01/14	434,937.50	108.7580	435,032.00	94.50
100,000.0000	COMMIT TO PUR GNMA SF MTG 3.500% 04/15/2044 DD 04/01/14	101,890.63	102.0160	102,016.00	125.37
700,000.0000	COMMIT TO PUR FHLMC GOLD SFM 3.000% 05/01/2044 DD 05/01/14	672,000.00	96.0980	672,686.00	686.00
300,000.0000	COMMIT TO PUR GNMA II JUMBOS 3.500% 04/20/2044 DD 04/01/14	306,437.50	102.0470	306,141.00	296.50-
600,000.0000	COMMIT TO PUR GNMA II JUMBOS 4.000% 04/20/2044 DD 04/01/14	631,218.75	105.0780	630,468.00	750.75-
400,000.0000	COMMIT TO PUR GNMA II JUMBOS 4.500% 04/20/2044 DD 04/01/14	431,906.25	107.7970	431,188.00	718.25-
110,769.3100	FHLMC POOL #A7-4793 5.000% 03/01/2038 DD 03/01/08	119,141.23	108.4890	120,172.52	1,031.29
267,573.3620	FHLMC POOL #G0-2427 5.500% 12/01/2036 DD 11/01/06	289,332.99	109.7799	293,741.97	4,408.98
9,550.1950	FHLMC POOL #G0-4222 5.500% 04/01/2038 DD 04/01/08	10,326.16	109.7918	10,485.34	159.18
63,239.7270	FHLMC POOL #G0-6172 5.500% 12/01/2038 DD 11/01/10	68,491.20	109.7710	69,418.88	927.68



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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>
135,858.0660	FHLMC POOL #G0-6409 6.000% 11/01/2039 DD 04/01/11	148,961.52	110.9960	150,797.02	1,835.50
35,748.3170	FHLMC POOL #G0-6669 6.500% 09/01/2039 DD 08/01/11	40,620.49	112.0160	40,043.83	576.66-
56,140.0600	FHLMC POOL #G0-7117 6.000% 10/01/2036 DD 09/01/12	62,696.59	112.5160	63,166.55	469.96
61,754.2800	FHLMC POOL #G0-7335 7.000% 03/01/2039 DD 04/01/13	72,908.65	109.4050	67,562.27	5,346.38-
18,828.2000	FHLMC POOL #1N-1447 VAR RT 02/01/2037 DD 04/01/07	19,878.87	105.4740	19,858.86	20.01-
45,903.2200	FHLMC POOL #1N-1463 VAR RT 05/01/2037 DD 05/01/07	48,508.28	105.2090	48,294.32	213.96-
43,825.0700	FHLMC POOL #1N-1582 VAR RT 05/01/2037 DD 06/01/07	46,119.81	105.8120	46,372.18	252.37
14,790.4090	FHLMC POOL #A3-9304 5.500% 11/01/2035 DD 11/01/05	16,111.12	109.8240	16,243.42	132.30
97,420.2700	FHLMC POOL #U6-2476 3.500% 04/01/2043 DD 04/01/13	102,747.93	99.8440	97,268.29	5,479.64-
96,173.1600	FHLMC POOL #U9-0155 4.000% 09/01/2042 DD 09/01/12	105,485.70	103.1710	99,222.81	6,262.89-
93,463.5300	FHLMC POOL #U9-0316 4.000% 10/01/2042 DD 10/01/12	102,513.54	103.1740	96,430.06	6,083.48-
95,019.2580	FHLMC POOL #U9-0503 3.500% 11/01/2042 DD 11/01/12	100,696.61	99.7360	94,768.41	5,928.20-





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97,014.4940	FHLMC POOL #U9-0772 3.500% 01/01/2043 DD 01/01/13	102,811.09	99.7370	96,759.35	6,051.74-
95,856.3930	FHLMC POOL #Q1-7792 3.500% 05/01/2043 DD 04/01/13	102,656.22	100.6200	96,450.70	6,205.52-
90,754.3300	FNMA GTD REMIC P/T 12-133 IO VAR RT 12/25/2042 DD 11/25/12	24,548.18	21.2290	19,266.24	5,281.94-
232,874.7000	FNMA GTD REMIC P/T 13-9 BC 6.500% 07/25/2042 DD 01/01/13	278,371.41	111.5050	259,666.93	18,704.48-
184,673.1100	FNMA GTD REMIC P/T 13-9 CB 5.500% 04/25/2042 DD 01/01/13	213,336.23	110.8240	204,662.13	8,674.10-
102,272.6250	FNMA GTD REMIC P/T 13-70 JZ 3.000% 07/25/2043 DD 06/01/13	72,624.94	77.6280	79,392.19	6,767.25
95,355.5110	FNMA GTD REMIC P/T 13-67 KS IO VAR RT 07/25/2043 DD 06/25/13	22,110.56	22.1010	21,074.52	1,036.04-
230,967.7680	FNMA GTD REMIC P/T 11-87 SG VAR RT 04/25/2040 DD 08/25/11	51,823.40	18.1420	41,902.17	9,921.23-
124,570.1400	FNMA GTD REMIC P/T 11-90 QI 5.000% 05/25/2034 DD 08/01/11	17,241.70	13.4510	16,755.93	485.77-
215,763.0600	FNMA GTD REMIC P/T 11-96 IO VAR RT 10/25/2041 DD 09/25/11	40,147.07	15.8860	34,276.12	5,870.95-
63,929.6200	FNMA GTD REMIC P/T 12-28 B 6.500% 06/25/2039 DD 02/01/12	71,608.16	111.1150	71,035.40	572.76-
116,054.0700	FNMA GTD REMIC P/T 12-46 BA 6.000% 05/25/2042 DD 04/01/12	127,653.62	110.1290	127,809.19	155.57



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109,327.3800	FNMA GTD REMIC P/T 12-51 B 7.000% 05/25/2042 DD 04/01/12	124,366.40	110.9500	121,298.73	3,067.67-
76,089.4500	FNMA GTD REMIC P/T 12-74 IO VAR RT 03/25/2042 DD 06/25/12	14,467.59	15.3660	11,691.90	2,775.69-
83,385.4300	FNMA GTD REMIC P/T 12-70 IO VAR RT 02/25/2041 DD 06/25/12	19,802.43	18.4530	15,387.11	4,415.32-
406,162.4800	FNMA GTD REMIC P/T 12-101 AI 3.000% 06/25/2027 DD 08/01/12	50,648.39	11.8850	48,272.41	2,375.98-
139,134.9500	FNMA GTD REMIC P/T 409 C2 IO 3.000% 04/25/2027 DD 06/01/12	13,675.52	12.3870	17,234.65	3,559.13
125,973.0380	FNMA POOL # 3.500% 11/25/2041 DD 06/01/12	20,151.41	21.9500	27,651.08	7,499.67
128,541.0100	FNMA GTD REMIC P/T 409 C1 IO 4.000% 04/25/2042 DD 06/01/12	16,656.28	24.7960	31,873.03	15,216.75
49,912.6200	FNMA GTD REMIC P/T 409 C2 IO 4.500% 11/25/2039 DD 06/01/12	5,629.59	21.2580	10,610.42	4,980.83
332,693.3120	FHLMC MULTICLASS MTG 3947 SG VAR RT 10/15/2041 DD 10/15/11	80,365.35	19.8540	66,052.93	14,312.42-
153,038.9000	FHLMC MULTICLASS MTG K016 X1 VAR RT 10/25/2021 DD 12/01/11	16,543.54	9.4160	14,410.14	2,133.40-
241,331.2710	FHLMC MULTICLASS MTG 3997 SK VAR RT 11/15/2041 DD 02/15/12	56,331.62	17.8020	42,961.79	13,369.83-
117,399.8800	FHLMC MULTICLASS MTG K017 X1 VAR RT 12/25/2021 DD 03/01/12	11,582.63	8.5420	10,028.30	1,554.33-



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821,145.4300	FHLMC MULTICLASS MTG 4092 AIIO 3.000% 09/15/2031 DD 08/01/12	90,588.69	14.2240	116,799.73	26,211.04
129,094.1200	FHLMC MULTICLASS MTG K021 X1 VAR RT 06/25/2022 DD 11/01/12	14,263.54	9.6030	12,396.91	1,866.63-
172,529.3620	FHLMC MULTICLASS MTG K008 X1 VAR RT 06/25/2020 DD 09/01/10	15,929.59	7.7580	13,384.83	2,544.76-
100,402.6130	FHLMC MULTICLASS MTG 4210 Z 3.000% 05/15/2043 DD 05/01/13	81,656.64	81.6730	82,001.83	345.19
102,017.5900	FHLMC MULTICLASS MTG 4226 GZ 3.000% 07/15/2043 DD 07/01/13	77,268.37	79.4570	81,060.12	3,791.75
363,168.9160	FHLMC MULTICLASS MTG 4239 IO 3.500% 06/15/2027 DD 08/01/13	52,092.05	13.9590	50,694.75	1,397.30-
338,430.2880	FNMA POOL #0AL0215 4.500% 04/01/2041 DD 04/01/11	370,604.90	106.7970	361,433.39	9,171.51-
79,754.5900	FNMA POOL #0AL3414 4.500% 09/01/2041 DD 03/01/13	86,041.05	106.7550	85,142.01	899.04-
152,854.6000	FNMA POOL #0AL3429 4.500% 06/01/2041 DD 03/01/13	164,903.00	106.7300	163,141.71	1,761.29-
96,700.4600	FNMA POOL #0AL3572 5.000% 07/01/2041 DD 04/01/13	105,252.64	108.8310	105,240.08	12.56-
172,170.2500	FNMA POOL #0AL4324 6.500% 05/01/2040 DD 11/01/13	190,651.65	112.1950	193,166.41	2,514.76
93,154.0900	FNMA POOL #0AP9633 2.500% 10/01/2042 DD 10/01/12	92,195.50	92.5410	86,205.73	5,989.77-





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90,268.8660	FNMA POOL #0AQ4555 4.000% 12/01/2042 DD 11/01/12	98,393.06	105.8280	95,529.74	2,863.32-
92,865.9280	FNMA POOL #0AQ5369 3.500% 12/01/2042 DD 11/01/12	98,646.75	100.0460	92,908.65	5,738.10-
95,176.2700	FNMA POOL #0AQ7083 3.500% 12/01/2042 DD 12/01/12	101,100.93	100.0460	95,220.05	5,880.88-
88,918.5240	FNMA POOL #0AP0549 4.000% 07/01/2042 DD 07/01/12	97,437.74	103.9620	92,441.48	4,996.26-
94,687.2700	FNMA POOL #0AP4710 3.500% 08/01/2042 DD 08/01/12	100,226.43	99.6730	94,377.64	5,848.79-
180,180.2720	FNMA POOL #0AP4781 3.000% 09/01/2042 DD 09/01/12	186,236.08	96.6980	174,230.72	12,005.36-
95,878.8180	FNMA POOL #0AT6549 4.000% 06/01/2043 DD 06/01/13	99,384.38	104.3570	100,056.26	671.88
95,835.4800	FNMA POOL #0AT9627 4.000% 07/01/2043 DD 06/01/13	99,459.24	104.1460	99,808.82	349.58
96,239.3300	FNMA POOL #0AT9637 4.000% 07/01/2043 DD 06/01/13	99,878.37	104.1410	100,224.60	346.23
97,953.3300	FNMA POOL #0AT9653 4.000% 07/01/2043 DD 06/01/13	101,825.55	104.3210	102,185.89	360.34
98,861.0210	FNMA POOL #0AS0070 4.000% 08/01/2043 DD 07/01/13	102,135.79	103.2150	102,039.40	96.39-
112,227.9020	FHLMC MULTICLASS MTG R007 ZA 6.000% 05/15/2036 DD 05/01/06	125,615.70	111.5590	125,200.33	415.37-



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58,140.3800	FHLMC MULTICLASS MTG 3451 SB VAR RT 05/15/2038 DD 05/15/08	6,020.96	11.2840	6,560.56	539.60
116,288.5500	FNMA GTD REMIC P/T 11-59 NZ 5.500% 07/25/2041 DD 06/01/11	138,575.19	113.6780	132,194.50	6,380.69-
436,760.1860	FHLMC MULTICLASS MTG K007 X1 VAR RT 04/25/2020 DD 06/01/10	28,721.28	5.3340	23,296.79	5,424.49-
52,309.9850	FNMA GTD REMIC P/T 10-142 IO VAR RT 12/25/2040 DD 11/25/10	7,622.13	12.3840	6,478.07	1,144.06-
609,840.6800	FHLMC MULTICLASS MTG K006 AX1 VAR RT 01/25/2020 DD 04/01/10	35,504.85	4.8600	29,638.26	5,866.59-
57,956.5000	FHLMC MULTICLASS MTG 3621 SB VAR RT 01/15/2040 DD 01/15/10	8,510.30	15.1750	8,794.90	284.60
28,851.6490	FNMA POOL #0745959 5.500% 11/01/2036 DD 10/01/06	31,505.76	110.6090	31,912.52	406.76
87,998.7600	FNMA POOL #0836464 VAR RT 10/01/2035 DD 09/01/05	92,677.74	105.7360	93,046.37	368.63
87,939.9900	FNMA POOL #0836641 VAR RT 10/01/2035 DD 09/01/05	92,475.10	105.4560	92,738.00	262.90
18,159.2710	FNMA POOL #0888560 6.000% 11/01/2035 DD 07/01/07	20,436.95	112.4540	20,420.83	16.12-
41,999.4110	FNMA POOL #0888832 6.500% 11/01/2037 DD 10/01/07	47,444.26	113.0160	47,466.05	21.79
33,711.6580	FNMA POOL #0889117 5.000% 10/01/2035 DD 01/01/08	36,733.96	109.5890	36,944.27	210.31



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30,442.2690	FNMA POOL #0890248 6.000% 08/01/2037 DD 09/01/10	34,256.33	112.4530	34,233.24	23.09-
97,099.4600	FNMA POOL #0915154 5.000% 04/01/2037 DD 04/01/07	105,701.50	108.8310	105,674.31	27.19-
13,433.4880	FNMA POOL #0934648 7.000% 11/01/2038 DD 11/01/08	15,978.24	110.4950	14,843.33	1,134.91-
6,163.0230	FNMA POOL #0985867 7.000% 08/01/2038 DD 08/01/08	7,330.54	112.6570	6,943.08	387.46-
36,350.5000	FNMA POOL #0995072 5.500% 08/01/2038 DD 11/01/08	40,364.73	110.6220	40,211.65	153.08-
50,931.2180	FNMA POOL #0AB3517 4.500% 09/01/2041 DD 08/01/11	55,773.32	106.7860	54,387.41	1,385.91-
457,966.5900	FNMA POOL #0AB6201 3.000% 09/01/2042 DD 08/01/12	473,358.78	96.6910	442,812.48	30,546.30-
94,012.1980	FNMA POOL #0AB7130 3.500% 12/01/2042 DD 11/01/12	99,864.41	100.0460	94,055.44	5,808.97-
95,529.7170	FNMA POOL #0AB9383 4.000% 05/01/2043 DD 04/01/13	99,141.94	104.1340	99,478.92	336.98
93,440.9310	FNMA POOL #0AB9683 4.000% 06/01/2043 DD 05/01/13	96,740.57	104.0420	97,217.81	477.24
206,389.0200	FNMA POOL #0MA0776 4.500% 06/01/2031 DD 05/01/11	222,900.14	108.1340	223,176.70	276.56
278,591.3700	FNMA POOL #0MA1146 4.000% 08/01/2042 DD 07/01/12	303,979.45	103.2120	287,539.72	16,439.73-



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192,127.6400	FNMA POOL #0MA1372 3.500% 03/01/2043 DD 02/01/13	205,426.47	100.0460	192,216.02	13,210.45-
192,978.7300	FNMA POOL #0MA1403 3.500% 04/01/2043 DD 03/01/13	206,381.73	100.0460	193,067.50	13,314.23-
193,452.6920	FNMA POOL #0MA1436 3.500% 05/01/2043 DD 04/01/13	207,961.65	100.0460	193,541.68	14,419.97-
85,772.2650	FNMA POOL #0AE0758 7.000% 02/01/2039 DD 12/01/10	101,919.81	110.6480	94,905.30	7,014.51-
36,990.4180	GNMA II POOL #0004040 6.500% 10/20/2037 DD 10/01/07	42,600.06	112.2890	41,536.17	1,063.89-
44,772.3800	GNMA II POOL #0004195 6.000% 07/20/2038 DD 07/01/08	50,409.73	113.2510	50,705.17	295.44
287,610.8300	GNMA II POOL #0004245 6.000% 09/20/2038 DD 09/01/08	329,196.54	113.2820	325,811.30	3,385.24-
50,101.3480	GNMA II POOL #0004617 4.500% 01/20/2040 DD 01/01/10	55,490.80	107.9640	54,091.42	1,399.38-
51,872.2910	GNMA II POOL #0004696 4.500% 05/20/2040 DD 05/01/10	57,379.63	107.9500	55,996.14	1,383.49-
110,896.9100	GNMA II POOL #0004837 6.000% 10/20/2040 DD 10/01/10	125,483.23	112.1620	124,384.19	1,099.04-
56,012.6340	GNMA II POOL #0004923 4.500% 01/20/2041 DD 01/01/11	61,959.56	108.0970	60,547.98	1,411.58-
356,528.5990	GNMA II POOL #0004978 4.500% 03/20/2041 DD 03/01/11	394,381.29	108.1040	385,421.68	8,959.61-



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53,544.7740	GNMA I I POOL #0783368 4.500% 07/20/2041 DD 08/01/11	58,995.17	107.7950	57,718.59	1,276.58-
49,156.7900	GNMA GTD REMIC P/T 10-85 IO VAR RT 01/20/2040 DD 07/20/10	7,791.30	16.4120	8,067.61	276.31
155,282.0500	GNMA GTD REMIC P/T 10-H10 FC VAR RT 05/20/2060 DD 06/20/10	159,135.42	101.3390	157,361.28	1,774.14-
250,020.6100	GNMA GTD REMIC P/T 10-H20 AF VAR RT 10/20/2060 DD 10/20/10	249,105.76	98.8300	247,095.37	2,010.39-
222,226.8200	GNMA GTD REMIC P/T 10-H24 FA VAR RT 10/20/2060 DD 11/20/10	221,739.38	98.8780	219,733.44	2,005.94-
118,810.2500	GNMA GTD REMIC P/T 10-H22 FE VAR RT 05/20/2059 DD 11/20/10	118,631.13	99.3890	118,084.32	546.81-
210,155.9400	GNMA GTD REMIC P/T 11-H06 FA VAR RT 02/20/2061 DD 02/20/11	210,675.00	99.3490	208,787.82	1,887.18-
86,063.2800	GNMA GTD REMIC P/T 11-H09 AF VAR RT 03/20/2061 DD 03/20/11	86,515.86	99.5690	85,692.35	823.51-
169,203.8590	GNMA GTD REMIC P/T 12-100 IO VAR RT 08/16/2052 DD 08/01/12	12,055.79	6.5320	11,052.40	1,003.39-
509,878.7920	GNMA GTD REMIC P/T 12-66 CIIO 3.500% 02/20/2038 DD 05/01/12	77,149.70	14.4270	73,560.21	3,589.49-
207,926.7210	GNMA GTD REMIC P/T 13-154 AB VAR RT 02/16/2044 DD 10/01/13	214,294.47	101.4540	210,949.98	3,344.49-
69,307.7970	GNMA GTD REMIC P/T 13-153 AB VAR RT 06/16/2044 DD 10/01/13	71,430.36	101.4570	70,317.61	1,112.75-





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69,257.3400	GNMA GTD REMIC P/T 13-178 A 2.250% 03/16/2035 DD 11/01/13	70,279.97	100.0580	69,297.51	982.46-
169,286.2600	GNMA GTD REMIC P/T 13-178 IO VAR RT 06/16/2055 DD 11/01/13	11,367.29	6.5290	11,052.70	314.59-
99,605.8700	GNMA GTD REMIC P/T 13-193 AB 2.000% 12/16/2049 DD 12/01/13	99,372.42	99.4400	99,048.08	324.34-
94,839.5350	GNMA GTD REMIC P/T 13-152 HSIO VAR RT 06/20/2043 DD 10/20/13	19,990.40	21.0680	19,980.79	9.61-
970,000.0000	U S TREASURY BONDS 3.750% 11/15/2043 DD 11/15/13	985,761.83	103.5310	1,004,250.70	18,488.87
120,000.0000	U S TREASURY NOTE 0.250% 12/31/2015 DD 12/31/13	119,625.60	99.8670	119,840.40	214.80
50,000.0000	U S TREASURY NOTE 1.500% 12/31/2018 DD 12/31/13	49,386.72	99.2500	49,625.00	238.28
330,000.0000	U S TREASURY NOTE 2.750% 11/15/2023 DD 11/15/13	324,989.98	100.4530	331,494.90	6,504.92
TOTAL U. S. GOVERNMENT SECURITIES		26,799,518.08		26,300,355.27	499,162.81-
<u>CORPORATE DEBT INSTRUMENTS - PREFERRED</u>					
40,000.0000	AT&T INC 5.500% 02/01/2018 DD 02/01/08	47,025.61	112.8270	45,130.80	1,894.81-
100,000.0000	AT&T INC 2.500% 08/15/2015 DD 07/30/10	103,867.00	102.4850	102,485.00	1,382.00-
171,432.2270	AIRSPEED LTD/CAYMAN 1A G1 144A VAR RT 06/15/2032 DD 06/27/07	143,145.91	84.0000	144,003.07	857.16



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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	AMERICA MOVIL SAB DE CV 5.625% 11/15/2017 DD 10/30/07	46,487.60	113.3750	45,350.00	1,137.60-
40,000.0000	AMERICAN EXPRESS CREDIT CORP 5.125% 08/25/2014 DD 08/25/09	42,494.40	101.8660	40,746.40	1,748.00-
130,000.0000	ANHEUSER-BUSCH INBEV WORLDWIDE 5.000% 04/15/2020 DD 03/29/10	154,165.70	112.9540	146,840.20	7,325.50-
40,000.0000	ANHEUSER-BUSCH INBEV WORLDWIDE 2.500% 07/15/2022 DD 07/16/12	39,317.20	94.4190	37,767.60	1,549.60-
50,000.0000	AVIS BUDGET RENTAL C 2A A 144A 2.802% 05/20/2018 DD 03/22/12	52,553.00	103.4180	51,709.00	844.00-
100,000.0000	AVIS BUDGET RENTAL C 3A A 144A 2.100% 03/20/2019 DD 07/31/12	102,043.00	100.5220	100,522.00	1,521.00-
120,000.0000	AVIS BUDGET RENTAL C 2A A 144A 2.970% 02/20/2020 DD 09/18/13	119,979.60	102.7460	123,295.20	3,315.60
160,000.0000	BHP BILLITON FINANCE USA LTD 3.250% 11/21/2021 DD 11/21/11	169,020.80	101.1160	161,785.60	7,235.20-
40,000.0000	BHP BILLITON FINANCE USA LTD 5.000% 09/30/2043 DD 09/30/13	39,994.00	105.8180	42,327.20	2,333.20
60,000.0000	BP CAPITAL MARKETS PLC 3.875% 03/10/2015 DD 03/10/09	63,613.80	103.2940	61,976.40	1,637.40-
10,000.0000	BP CAPITAL MARKETS PLC 3.561% 11/01/2021 DD 11/01/11	10,616.60	102.7880	10,278.80	337.80-
40,000.0000	BNP PARIBAS SA 2.375% 09/14/2017 DD 09/14/12	40,592.40	102.4230	40,969.20	376.80



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140,000.0000	BAKER HUGHES INC 7.500% 11/15/2018 DD 10/28/08	183,713.60	122.8880	172,043.20	11,670.40-
70,000.0000	BANK OF AMERICA CORP 5.420% 03/15/2017 DD 03/15/07	77,571.90	110.1760	77,123.20	448.70-
10,000.0000	BANK OF AMERICA CORP 4.125% 01/22/2024 DD 01/21/14	10,131.30	101.1270	10,112.70	18.60-
130,000.0000	BANK OF AMERICA CORP 5.000% 01/21/2044 DD 01/21/14	129,733.10	102.0890	132,715.70	2,982.60
80,000.0000	BANK OF AMERICA CORP 4.000% 04/01/2024 DD 04/01/14	79,751.40	99.8820	79,905.60	154.20
60,000.0000	BANK OF AMERICA CORP 4.875% 04/01/2044 DD 04/01/14	59,943.60	100.4550	60,273.00	329.40
30,000.0000	BOEING CAPITAL CORP 4.700% 10/27/2019 DD 10/27/09	35,152.20	111.5770	33,473.10	1,679.10-
70,000.0000	BOEING CO/THE 4.875% 02/15/2020 DD 07/28/09	83,052.90	112.0040	78,402.80	4,650.10-
20,000.0000	COMMERCIAL MORTGAGE PA CR12 A4 4.046% 10/10/2046 DD 11/01/13	20,599.89	103.2950	20,659.00	59.11
20,000.0000	COMMERCIAL MORTGAGE PA CR12 AM 4.300% 10/10/2046 DD 11/01/13	20,598.62	102.8940	20,578.80	19.82-
10,000.0000	COMMERCIAL MORTGAGE PAS CR12 B VAR RT 10/10/2046 DD 11/01/13	10,299.56	103.4660	10,346.60	47.04
10,000.0000	COMMERCIAL MORTGAGE PAS CR3 A3 2.822% 10/15/2045 DD 10/01/12	10,219.14	95.6910	9,569.10	650.04-





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452,483.1980	COUNTRYWIDE ASSET-BACKED 5 1A VAR RT 10/25/2034 DD 05/27/04	407,234.88	90.2830	408,515.41	1,280.53
10,000.0000	CATHOLIC HEALTH INITIATIVES 4.350% 11/01/2042 DD 10/31/12	8,901.80	91.4990	9,149.90	248.10
80,000.0000	CITIGROUP INC 5.000% 09/15/2014 DD 09/16/04	84,002.41	101.9360	81,548.80	2,453.61-
116,359.1100	CITIGROUP COMMERCIAL SMP A 144A 2.110% 01/12/2030 DD 03/01/13	119,116.76	100.7360	117,215.51	1,901.25-
100,000.0000	COMCAST CORP 6.500% 01/15/2015 DD 01/10/03	110,305.00	104.5870	104,587.00	5,718.00-
50,000.0000	COMCAST CORP 6.950% 08/15/2037 DD 08/23/07	62,062.40	129.8960	64,948.00	2,885.60
10,000.0000	COMCAST CORP 6.550% 07/01/2039 DD 06/18/09	12,045.20	124.8240	12,482.40	437.20
91,000.0000	COMM 2007-C9 MORTGAGE TR C9 A4 VAR RT 12/10/2049 DD 08/01/07	106,633.80	112.3220	102,213.02	4,420.78-
40,000.0000	CONOCOPHILLIPS HOLDING CO 6.950% 04/15/2029 DD 04/20/99	54,037.60	133.2970	53,318.80	718.80-
10,000.0000	COOPERATIEVE CENTRALE RAIFFEIS 3.875% 02/08/2022 DD 02/08/12	10,548.60	103.5620	10,356.20	192.40-
40,000.0000	COOPERATIEVE CENTRALE RAIFFEIS 3.375% 01/19/2017 DD 01/19/12	42,824.40	106.0180	42,407.20	417.20-
279,999.9970	CREIDT SUISSE 09-2R 1A16 144A VAR RT 09/26/2034 DD 04/01/09	281,400.00	98.6900	276,332.11	5,067.89-



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199,073.3700	DBUBS 2011-LC3 MO LC3A XA 144A VAR RT 08/10/2044 DD 08/01/11	8,747.22	3.0850	6,141.41	2,605.81-
150,000.0000	DAIMLER FINANCE NORTH AME 144A 1.300% 07/31/2015 DD 08/01/12	151,011.00	100.6970	151,045.50	34.50
30,000.0000	JOHN DEERE CAPITAL CORP 2.250% 04/17/2019 DD 04/17/12	31,021.80	100.0870	30,026.10	995.70-
10,000.0000	JOHN DEERE CAPITAL CORP 1.700% 01/15/2020 DD 10/12/12	9,463.20	95.7600	9,576.00	112.80
160,000.0000	DIAGEO CAPITAL PLC 4.828% 07/15/2020 DD 05/14/10	187,105.60	111.1710	177,873.60	9,232.00-
100,000.0000	EFS VOLUNTEER NO 2 L 1 A2 144A VAR RT 03/25/2036 DD 05/22/12	103,988.00	102.6830	102,683.00	1,305.00-
30,000.0000	EATON CORP 1.500% 11/02/2017 DD 11/02/13	30,086.10	99.5190	29,855.70	230.40-
110,000.0000	EATON CORP 2.750% 11/02/2022 DD 11/02/13	109,893.50	94.6630	104,129.30	5,764.20-
40,000.0000	EATON CORP 4.150% 11/02/2042 DD 11/02/13	40,324.90	93.3920	37,356.80	2,968.10-
160,000.0000	EDUCATIONAL FUNDING OF TH 1 A2 VAR RT 04/25/2035 DD 05/09/11	159,100.00	100.0580	160,092.80	992.80
96,623.0200	GS MORTGAGE SECURI GC5 XA 144A VAR RT 08/10/2044 DD 10/01/11	8,139.47	6.8080	6,578.10	1,561.37-
150,000.0000	GS MORTGAGE SECURI ALOH A 144A 3.551% 04/10/2034 DD 05/01/12	157,728.00	100.7200	151,080.00	6,648.00-



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60,000.0000	GS MORTGAGE SECURITIES GC16 A4 4.271% 11/10/2046 DD 11/01/13	61,797.66	105.5110	63,306.60	1,508.94
40,000.0000	GS MORTGAGE SECURITIES GC16 AS 4.649% 11/10/2046 DD 11/01/13	41,199.52	106.3820	42,552.80	1,353.28
30,000.0000	GS MORTGAGE SECURITIES GC16 B VAR RT 11/10/2046 DD 11/01/13	30,898.00	106.5830	31,974.90	1,076.90
40,000.0000	GENERAL ELECTRIC CO 0.850% 10/09/2015 DD 10/09/12	40,133.60	100.4520	40,180.80	47.20
30,000.0000	GENERAL ELECTRIC CO 4.500% 03/11/2044 DD 03/11/14	29,726.70	101.5510	30,465.30	738.60
130,000.0000	GENERAL ELECTRIC CAPITAL CORP VAR RT 11/15/2067 DD 11/15/07	137,800.03	110.0000	143,000.00	5,199.97
320,000.0000	GENERAL ELECTRIC CAPITAL CORP 6.875% 01/10/2039 DD 01/09/09	419,273.60	131.6940	421,420.80	2,147.20
30,000.0000	GENERAL ELECTRIC CAPITAL CORP 1.625% 07/02/2015 DD 07/02/12	30,512.40	101.3590	30,407.70	104.70-
50,000.0000	GLAXOSMITHKLINE CAPITAL PLC 2.850% 05/08/2022 DD 05/09/12	51,010.00	97.6280	48,814.00	2,196.00-
20,000.0000	GOLDMAN SACHS GROUP INC/THE 6.000% 05/01/2014 DD 05/06/09	21,081.20	100.4400	20,088.00	993.20-
70,000.0000	GOLDMAN SACHS GROUP INC/THE 5.375% 03/15/2020 DD 03/08/10	79,751.00	111.5740	78,101.80	1,649.20-
60,000.0000	GOLDMAN SACHS GROUP INC/THE 6.000% 06/15/2020 DD 06/03/10	70,812.60	114.8310	68,898.60	1,914.00-



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20,000.0000	GOLDMAN SACHS GROUP INC/THE 6.750% 10/01/2037 DD 10/03/07	20,350.80	114.5520	22,910.40	2,559.60
140,000.0000	GOLDMAN SACHS GROUP INC/THE 6.250% 02/01/2041 DD 01/28/11	166,369.00	118.7450	166,243.00	126.00-
20,000.0000	GOLDMAN SACHS GROUP INC/THE 5.250% 07/27/2021 DD 07/27/11	22,661.40	110.6990	22,139.80	521.60-
90,000.0000	GOLDMAN SACHS GROUP INC/THE 2.375% 01/22/2018 DD 01/22/13	91,226.70	100.6640	90,597.60	629.10-
10,000.0000	GOLDMAN SACHS GROUP INC/THE 2.900% 07/19/2018 DD 07/19/13	10,056.00	101.9790	10,197.90	141.90
50,000.0000	HSBC FINANCE CORP 6.676% 01/15/2021 DD 07/15/11	59,167.00	116.6940	58,347.00	820.00-
130,000.0000	JPMORGAN CHASE & CO 1.100% 10/15/2015 DD 10/18/12	130,184.60	100.4100	130,533.00	348.40
10,000.0000	JPMORGAN CHASE & CO 4.350% 08/15/2021 DD 08/10/11	11,031.80	107.1900	10,719.00	312.80-
40,000.0000	JPMBB COMMERCIAL MORTGA C15 AS 4.420% 11/15/2045 DD 10/01/13	41,199.88	104.7560	41,902.40	702.52
10,000.0000	JPMBB COMMERCIAL MORTGAG C17 B VAR RT 01/15/2047 DD 12/01/13	10,181.98	105.7840	10,578.40	396.42
100,000.0000	JP MORGAN 13-INN A 144A VAR RT 10/15/2030 DD 10/22/13	100,000.00	100.0640	100,064.00	64.00
40,000.0000	LANDWIRTSCHAFTLICHE RENTENBANK 1.375% 10/23/2019 DD 10/23/12	39,840.00	96.2030	38,481.20	1,358.80-



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116,286.1770	LONG BEACH MORTGAGE LOAN 4 AV1 VAR RT 08/25/2033 DD 07/10/03	102,622.55	92.1530	107,161.20	4,538.65
40,000.0000	MEDTRONIC INC 4.450% 03/15/2020 DD 03/16/10	45,968.00	109.7800	43,912.00	2,056.00-
60,000.0000	METLIFE INC 6.750% 06/01/2016 DD 05/29/09	70,535.40	112.1460	67,287.60	3,247.80-
10,000.0000	MORGAN STANLEY BANK OF A C7 A4 2.918% 02/15/2046 DD 01/01/13	10,102.70	95.7670	9,576.70	526.00-
20,000.0000	MORGAN STANLEY BANK C7 AS 3.214% 02/15/2046 DD 01/01/13	20,222.40	95.5070	19,101.40	1,121.00-
80,000.0000	MORGAN STANLEY CAPITAL HQ9 AM VAR RT 07/12/2044 DD 08/01/06	87,771.88	109.3040	87,443.20	328.68-
160,000.0000	MORGAN STANLEY BANK OF A C6 AS 3.476% 11/15/2045 DD 10/01/12	166,567.96	98.3900	157,424.00	9,143.96-
48,069.2430	NATIONAL COLLEGIATE STUDE 2 A4 VAR RT 11/27/2028 DD 10/28/04	46,356.78	94.3420	45,349.49	1,007.29-
270,000.0000	NATIONAL COLLEGIATE STUDE 3 A4 VAR RT 04/25/2029 DD 10/12/05	245,025.00	95.2310	257,123.70	12,098.70
50,000.0000	OCCIDENTAL PETROLEUM CORP 3.125% 02/15/2022 DD 08/18/11	52,571.51	99.3120	49,656.00	2,915.51-
40,000.0000	OCCIDENTAL PETROLEUM CORP 2.700% 02/15/2023 DD 06/22/12	40,037.20	94.4990	37,799.60	2,237.60-
80,000.0000	ORACLE CORP 1.200% 10/15/2017 DD 10/25/12	80,088.00	99.2140	79,371.20	716.80-





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20,000.0000	PACIFIC GAS & ELECTRIC CO 8.250% 10/15/2018 DD 10/21/08	26,821.20	124.4910	24,898.20	1,923.00-
28,000.0000	PEPSICO INC 7.900% 11/01/2018 DD 10/24/08	37,279.48	125.5270	35,147.56	2,131.92-
80,000.0000	PEPSICO INC 0.700% 08/13/2015 DD 08/13/12	80,120.00	100.2300	80,184.00	64.00
32,000.0000	PETROBRAS INTERNATIONAL FINANC 5.750% 01/20/2020 DD 10/30/09	35,243.84	104.3820	33,402.24	1,841.60-
220,000.0000	PETROBRAS INTERNATIONAL FINANC 5.375% 01/27/2021 DD 01/27/11	237,377.80	101.1320	222,490.40	14,887.40-
30,000.0000	PETROBRAS GLOBAL FINANCE BV 4.375% 05/20/2023 DD 05/20/13	29,648.40	91.5020	27,450.60	2,197.80-
80,000.0000	PHILIP MORRIS INTERNATIONAL IN 2.900% 11/15/2021 DD 11/15/11	82,534.40	98.6880	78,950.40	3,584.00-
40,000.0000	PHILIP MORRIS INTERNATIONAL IN 4.500% 03/20/2042 DD 03/20/12	41,115.60	97.8780	39,151.20	1,964.40-
40,000.0000	PHILIP MORRIS INTERNATIONAL IN 2.500% 08/22/2022 DD 08/21/12	39,474.40	94.0080	37,603.20	1,871.20-
150,000.0000	RBS COML FDG INC 13-GSP A 144A VAR RT 01/13/2032 DD 12/01/13	149,496.09	101.6720	152,508.00	3,011.91
30,000.0000	RAYTHEON CO 3.125% 10/15/2020 DD 10/20/10	31,683.60	101.0230	30,306.90	1,376.70-
20,000.0000	RIO TINTO FINANCE USA PLC 2.250% 12/14/2018 DD 06/19/13	20,021.00	99.9920	19,998.40	22.60-



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20,000.0000	RIO TINTO FINANCE USA LTD 2.500% 05/20/2016 DD 05/20/11	20,880.00	103.2390	20,647.80	232.20-
20,000.0000	RIO TINTO FINANCE USA LTD 4.125% 05/20/2021 DD 05/20/11	21,598.60	105.3670	21,073.40	525.20-
40,000.0000	RIO TINTO FINANCE USA LTD 3.750% 09/20/2021 DD 09/19/11	42,138.80	102.9920	41,196.80	942.00-
100,000.0000	SLM STUDENT LOAN TRUST 200 5 B VAR RT 09/16/2024 DD 08/29/02	91,968.00	96.1540	96,154.00	4,186.00
30,000.0000	SHELL INTERNATIONAL FINANCE BV 6.375% 12/15/2038 DD 12/11/08	41,433.60	128.9120	38,673.60	2,760.00-
20,000.0000	SHELL INTERNATIONAL FINANCE BV 4.375% 03/25/2020 DD 03/25/10	23,179.40	109.7590	21,951.80	1,227.60-
100,000.0000	SUMITOMO MITSUI BANKING C 144A 3.150% 07/22/2015 DD 07/22/10	104,797.00	103.0390	103,039.00	1,758.00-
90,000.0000	TOYOTA MOTOR CREDIT CORP 1.250% 10/05/2017 DD 10/05/12	89,901.90	99.0850	89,176.50	725.40-
25,000.0000	UBS-BARCLAYS COMMER C4 AS 144A 3.317% 12/10/2045 DD 12/01/12	25,037.74	96.4560	24,114.00	923.74-
42,000.0000	UNION PACIFIC CORP 4.163% 07/15/2022 DD 06/23/11	47,294.10	105.7240	44,404.08	2,890.02-
40,000.0000	UNITED TECHNOLOGIES CORP 4.500% 06/01/2042 DD 06/01/12	42,634.80	101.8270	40,730.80	1,904.00-
20,000.0000	UNITEDHEALTH GROUP INC 5.800% 03/15/2036 DD 03/02/06	23,760.60	116.3780	23,275.60	485.00-



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30,000.0000	UNITEDHEALTH GROUP INC 3.875% 10/15/2020 DD 10/25/10	32,904.90	105.7550	31,726.50	1,178.40-
40,000.0000	UNITEDHEALTH GROUP INC 5.700% 10/15/2040 DD 10/25/10	47,320.80	116.8240	46,729.60	591.20-
100,000.0000	VERIZON COMMUNICATIONS INC 6.350% 04/01/2019 DD 03/27/09	122,382.80	117.9630	117,963.00	4,419.80-
248,098.6220	WFRBS COMMERCIAL MO C2 XA 144A VAR RT 02/15/2044 DD 03/01/11	11,685.41	3.6770	9,122.59	2,562.82-
126,708.4990	WFRBS COMMERCIAL C7 XA 144A VAR RT 06/15/2045 DD 06/01/12	13,763.02	9.2430	11,711.67	2,051.35-
60,000.0000	WFRBS COMMERCIAL MORTGA C11 AS 3.311% 03/15/2045 DD 02/01/13	61,156.80	97.0950	58,257.00	2,899.80-
10,000.0000	WELLS FARGO & CO 4.600% 04/01/2021 DD 03/29/11	11,420.50	110.0640	11,006.40	414.10-
20,000.0000	WELLS FARGO & CO 2.100% 05/08/2017 DD 05/07/12	20,624.20	102.3930	20,478.60	145.60-
30,000.0000	WELLS FARGO & CO 1.500% 01/16/2018 DD 12/26/12	29,937.60	99.0450	29,713.50	224.10-
30,000.0000	WELLS FARGO & CO 3.450% 02/13/2023 DD 02/13/13	30,201.60	97.0590	29,117.70	1,083.90-
40,000.0000	WELLS FARGO & CO 5.375% 11/02/2043 DD 10/28/13	39,881.60	105.3390	42,135.60	2,254.00
50,000.0000	WELLS FARGO & CO STEP 06/15/2016 DD 09/15/2010	54,065.50	106.0340	53,017.00	1,048.50-





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263,000.0000	WELLS FARGO & CO 4.480% 01/16/2024 DD 11/26/13	268,997.73	103.3160	271,721.08	2,723.35
80,000.0000	WYETH LLC 5.950% 04/01/2037 DD 03/27/07	102,177.60	121.0300	96,824.00	5,353.60-
TOTAL CORPORATE DEBT INSTRUMENTS - PREFERRED		9,107,500.73		8,969,085.74	138,414.99-
<u>CORPORATE DEBT INSTRUMENTS</u>					
110,000.0000	TIME WARNER INC 7.700% 05/01/2032 DD 04/08/02	146,652.30	134.1050	147,515.50	863.20
90,000.0000	ABBVIE INC 1.750% 11/06/2017 DD 05/06/13	91,094.40	100.3160	90,284.40	810.00-
60,000.0000	ABBVIE INC 2.900% 11/06/2022 DD 05/06/13	60,054.00	96.2680	57,760.80	2,293.20-
129,492.1050	ACE SECURITIES CORP HOM FM1 M1 VAR RT 09/25/2033 DD 01/29/04	117,833.99	93.0960	120,551.97	2,717.98
20,000.0000	ALTRIA GROUP INC 9.950% 11/10/2038 DD 11/10/08	30,504.60	160.4480	32,089.60	1,585.00
110,000.0000	ALTRIA GROUP INC 4.750% 05/05/2021 DD 05/05/11	124,500.20	109.1330	120,046.30	4,453.90-
60,000.0000	ALTRIA GROUP INC 2.850% 08/09/2022 DD 08/09/12	58,985.40	93.8400	56,304.00	2,681.40-
40,000.0000	ALTRIA GROUP INC 5.375% 01/31/2044 DD 10/31/13	40,138.30	104.5390	41,815.60	1,677.30
10,000.0000	ALTRIA GROUP INC 4.000% 01/31/2024 DD 10/31/13	9,937.80	100.1890	10,018.90	81.10



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50,000.0000	HESS CORP 7.875% 10/01/2029 DD 10/01/99	64,495.50	131.3340	65,667.00	1,171.50
20,000.0000	HESS CORP 7.300% 08/15/2031 DD 08/15/01	24,847.20	126.3980	25,279.60	432.40
130,000.0000	AMERICAN EXPRESS CO VAR RT 09/01/2066 DD 08/01/06	140,075.00	109.5700	142,441.00	2,366.00
130,000.0000	AMERICAN INTERNATIONAL GROUP I 6.250% 03/15/2087 DD 03/13/07	143,988.00	105.0000	136,500.00	7,488.00-
20,000.0000	ANADARKO PETROLEUM CORP 6.375% 09/15/2017 DD 08/12/10	23,418.20	114.4820	22,896.40	521.80-
20,000.0000	ARCELORMITTAL VAR RT 02/25/2017 DD 02/28/12	20,930.00	106.1250	21,225.00	295.00
10,000.0000	BANK OF AMERICA CORP 5.750% 12/01/2017 DD 12/04/07	11,566.60	113.2140	11,321.40	245.20-
320,000.0000	BANK OF AMERICA CORP 4.500% 04/01/2015 DD 03/11/10	339,078.40	103.7480	331,993.60	7,084.80-
20,000.0000	BANK OF AMERICA CORP 5.625% 07/01/2020 DD 06/22/10	23,339.40	113.7950	22,759.00	580.40-
40,000.0000	BANK OF AMERICA CORP 5.000% 05/13/2021 DD 05/13/11	44,836.40	110.2640	44,105.60	730.80-
20,000.0000	BANK OF AMERICA CORP 3.875% 03/22/2017 DD 03/22/12	21,515.20	106.6650	21,333.00	182.20-
90,000.0000	BANK OF AMERICA CORP 2.600% 01/15/2019 DD 10/22/13	89,984.70	100.3950	90,355.50	370.80



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20,000.0000	BARRICK GOLD CORP 3.850% 04/01/2022 DD 04/03/12	20,444.60	95.5180	19,103.60	1,341.00-
80,000.0000	BARRICK GOLD CORP 4.100% 05/01/2023 DD 05/02/13	79,837.60	94.8630	75,890.40	3,947.20-
100,000.0000	BARRICK NORTH AMERICA FINANCE 4.400% 05/30/2021 DD 06/01/11	106,782.00	100.7630	100,763.00	6,019.00-
90,000.0000	CVS CAREMARK CORP 5.750% 05/15/2041 DD 05/12/11	98,999.10	115.8930	104,303.70	5,304.60
109,240.8700	ALTERNATIVE LOAN TRUST 36 3A1 VAR RT 08/25/2035 DD 06/01/05	83,743.94	86.8470	94,872.42	11,128.48
190,386.6900	ALTERNATIVE LOAN TRUST 44 1A1 VAR RT 10/25/2035 DD 08/30/05	125,190.41	81.1170	154,435.97	29,245.56
14,544.2500	COUNTRYWIDE ASSET-BACKED 4 AF3 VAR RT 10/25/2035 DD 06/01/05	14,607.28	100.2200	14,576.25	31.03-
147,290.2900	CHL MORTGAGE PASS-THR HYB1 1A1 VAR RT 03/25/2035 DD 01/28/05	116,249.48	86.7940	127,839.13	11,589.65
17,085.4600	CHL MORTGAGE PASS-THROUG 4 4A1 VAR RT 02/25/2035 DD 01/28/05	9,899.67	76.4270	13,057.90	3,158.23
44,981.4100	CHL MORTGAGE PASS-THROUG 7 2A1 VAR RT 03/25/2035 DD 01/27/05	36,515.71	88.5530	39,832.39	3,316.68
50,336.7300	CHL MORTGAGE PASS-THROU 11 6A1 VAR RT 03/25/2035 DD 02/28/05	34,400.61	88.1710	44,382.40	9,981.79
40,000.0000	CELULOSA ARAUCO Y CONSTITUCION 4.750% 01/11/2022 DD 07/11/12	41,600.80	100.4810	40,192.40	1,408.40-



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38,000.0000	CITIGROUP INC 5.125% 05/05/2014 DD 05/05/04	39,737.36	100.4150	38,157.70	1,579.66-
10,000.0000	CITIGROUP INC 4.050% 07/30/2022 DD 02/08/13	10,384.40	100.3860	10,038.60	345.80-
40,000.0000	CITIGROUP INC 3.500% 05/15/2023 DD 05/14/13	38,559.83	94.3450	37,738.00	821.83-
80,000.0000	CITIGROUP INC 6.675% 09/13/2043 DD 09/13/13	90,754.40	117.1000	93,680.00	2,925.60
60,000.0000	CITIGROUP INC 5.500% 09/13/2025 DD 09/13/13	60,054.10	106.5200	63,912.00	3,857.90
30,000.0000	CLIFFS NATURAL RESOURCES INC 4.800% 10/01/2020 DD 09/20/10	29,889.90	98.1880	29,456.40	433.50-
10,000.0000	CLIFFS NATURAL RESOURCES INC 4.875% 04/01/2021 DD 03/23/11	9,854.40	97.4040	9,740.40	114.00-
70,000.0000	CLIFFS NATURAL RESOURCES INC 3.950% 01/15/2018 DD 12/13/12	70,282.10	100.5140	70,359.80	77.70
80,000.0000	COMCAST CABLE COMMUNICATIONS L 8.875% 05/01/2017 DD 05/01/97	103,196.80	122.0020	97,601.60	5,595.20-
20,000.0000	COMCAST CORP 5.875% 02/15/2018 DD 11/17/06	24,128.00	114.5010	22,900.20	1,227.80-
22,098.2840	CONTINENTAL AIRLINES 1998-1 CL 6.648% 03/15/2019 DD 02/20/98	23,589.92	106.0000	23,424.18	165.74-
90,546.8600	CWHEQ REVOLVING HOME EQUI E 2A VAR RT 07/15/2036 DD 06/29/06	55,349.98	78.4180	71,005.04	15,655.06



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106,114.8000	DSLA MORTGAGE LOAN TR AR1 2A1A VAR RT 03/19/2045 DD 02/28/05	87,816.80	89.5680	95,044.90	7,228.10
195,181.2590	DELTA AIR LINES 2007-1 CLASS A 6.821% 02/10/2024 DD 02/10/08	221,042.79	117.5000	229,337.98	8,295.19
75,000.0000	DEUTSCHE TELEKOM INTERNATIONAL 5.750% 03/23/2016 DD 03/23/06	84,690.00	109.2530	81,939.75	2,750.25-
80,000.0000	DEVON ENERGY CORP 5.600% 07/15/2041 DD 07/12/11	87,413.60	110.7530	88,602.40	1,188.80
10,000.0000	DEVON ENERGY CORP 3.250% 05/15/2022 DD 05/14/12	10,016.10	98.4920	9,849.20	166.90-
10,000.0000	DEVON FINANCING CORP LLC 7.875% 09/30/2031 DD 10/03/01	13,561.10	136.0310	13,603.10	42.00
10,000.0000	ECOLAB INC 4.350% 12/08/2021 DD 12/08/11	11,033.50	107.6000	10,760.00	273.50-
170,000.0000	EXPRESS SCRIPTS HOLDING CO 3.500% 11/15/2016 DD 11/15/12	183,144.40	105.8800	179,996.00	3,148.40-
210,000.0000	FIRSTENERGY CORP 7.375% 11/15/2031 DD 11/15/01	236,301.70	114.8660	241,218.60	4,916.90
20,000.0000	FIRSTENERGY CORP 2.750% 03/15/2018 DD 03/05/13	20,226.40	99.6970	19,939.40	287.00-
100,000.0000	FIRSTENERGY CORP 4.250% 03/15/2023 DD 03/05/13	98,941.71	96.9940	96,994.00	1,947.71-
70,000.0000	FORD MOTOR CO 4.750% 01/15/2043 DD 01/08/13	65,149.00	96.7020	67,691.40	2,542.40





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120,000.0000	FORD MOTOR CREDIT CO LLC 8.125% 01/15/2020 DD 12/14/09	151,513.20	126.1000	151,320.00	193.20-
75,000.0000	FREEPORT-MCMORAN COPPER & GOLD 3.550% 03/01/2022 DD 02/13/12	74,550.76	95.5020	71,626.50	2,924.26-
20,000.0000	FREEPORT-MCMORAN COPPER & GOLD 2.375% 03/15/2018 DD 09/15/13	20,083.60	99.7130	19,942.60	141.00-
40,000.0000	FREEPORT-MCMORAN COPPER & GOLD 3.100% 03/15/2020 DD 09/15/13	39,801.00	97.2820	38,912.80	888.20-
60,000.0000	GOLDMAN SACHS GROUP INC 4.000% 03/03/2024 DD 03/03/14	59,821.80	99.5570	59,734.20	87.60-
46,512.6100	GREENPOINT MORTGAGE FU AR4 1A1 VAR RT 10/25/2045 DD 07/29/05	38,035.49	90.0050	41,863.67	3,828.18
20,000.0000	HEINEKEN NV 144A 1.400% 10/01/2017 DD 10/10/12	19,909.00	99.5630	19,912.60	3.60
70,000.0000	HUMANA INC 7.200% 06/15/2018 DD 06/05/08	85,696.80	118.8810	83,216.70	2,480.10-
10,000.0000	HUMANA INC 3.150% 12/01/2022 DD 12/10/12	9,877.30	95.1350	9,513.50	363.80-
20,000.0000	HYUNDAI CAPITAL AMERICA 144A 2.125% 10/02/2017 DD 10/01/12	20,163.00	100.7280	20,145.60	17.40-
10,000.0000	ING US INC STEP 02/15/2018 DD 02/11/2013	10,143.00	102.4620	10,246.20	103.20
30,000.0000	INTERNATIONAL LEASE FINAN 144A 6.500% 09/01/2014 DD 08/20/10	31,950.00	102.1250	30,637.50	1,312.50-



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160,000.0000	INTERNATIONAL LEASE FINAN 144A 6.750% 09/01/2016 DD 08/20/10	180,800.00	111.2500	178,000.00	2,800.00-
150,000.0000	JPMORGAN CHASE & CO 5.125% 09/15/2014 DD 09/15/04	159,117.00	102.1020	153,153.00	5,964.00-
230,000.0000	JPMORGAN CHASE & CO 5.150% 10/01/2015 DD 10/04/05	251,808.60	106.1250	244,087.50	7,721.10-
120,000.0000	JPMORGAN CHASE & CO 6.125% 06/27/2017 DD 06/27/07	140,818.80	113.3580	136,029.60	4,789.20-
60,000.0000	JPMORGAN CHASE & CO 3.375% 05/01/2023 DD 05/01/13	59,624.26	94.6620	56,797.20	2,827.06-
120,000.0000	KERR-MCGEE CORP 6.950% 07/01/2024 DD 07/01/04	150,319.20	121.2590	145,510.80	4,808.40-
72,000.0000	MONDELEZ INTERNATIONAL INC 5.375% 02/10/2020 DD 02/08/10	85,664.16	113.0500	81,396.00	4,268.16-
48,000.0000	KRAFT FOODS GROUP INC 5.375% 02/10/2020 DD 08/10/12	57,276.96	114.0310	54,734.88	2,542.08-
50,000.0000	KRAFT FOODS GROUP INC 3.500% 06/06/2022 DD 12/06/12	52,281.00	100.6030	50,301.50	1,979.50-
20,000.0000	KROGER CO/THE 6.900% 04/15/2038 DD 03/27/08	24,435.60	123.8700	24,774.00	338.40
60,000.0000	LORILLARD TOBACCO CO 3.750% 05/20/2023 DD 05/20/13	56,656.00	94.2560	56,553.60	102.40-
10,000.0000	MERRILL LYNCH & CO INC 6.875% 04/25/2018 DD 04/25/08	12,070.20	117.9310	11,793.10	277.10-



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25,923.0000	MERRILL LYNCH MORTGAGE I 1 2A1 VAR RT 04/25/2035 DD 04/01/05	24,948.01	94.2710	24,437.87	510.14-
180,000.0000	METLIFE INC 6.400% 12/15/2066 DD 12/21/06	196,875.00	105.5000	189,900.00	6,975.00-
10,000.0000	MIDAMERICAN ENERGY HOLDINGS CO 6.500% 09/15/2037 DD 08/28/07	12,982.40	123.6700	12,367.00	615.40-
10,000.0000	MOLSON COORS BREWING CO 3.500% 05/01/2022 DD 05/03/12	10,403.50	99.7580	9,975.80	427.70-
90,000.0000	MONDELEZ INTERNATIONAL INC 4.000% 02/01/2024 DD 01/16/14	90,378.90	101.4750	91,327.50	948.60
50,000.0000	MORGAN STANLEY VAR RT 10/18/2016 DD 10/18/06	48,711.50	99.7510	49,875.50	1,164.00
10,000.0000	MORGAN STANLEY 4.750% 03/22/2017 DD 03/22/12	11,030.20	109.1330	10,913.30	116.90-
143,642.5360	MORGAN STANLEY MORTGA 11AR 1A1 VAR RT 01/25/2035 DD 12/29/04	135,492.33	91.7850	131,842.30	3,650.03-
100,000.0000	NOBLE ENERGY INC 4.150% 12/15/2021 DD 12/08/11	109,945.00	105.3550	105,355.00	4,590.00-
40,000.0000	PACIFIC GAS & ELECTRIC CO 6.050% 03/01/2034 DD 03/23/04	50,036.40	118.1040	47,241.60	2,794.80-
161,000.0000	PEMEX PROJECT FUNDING MASTER T 6.625% 06/15/2035 DD 12/15/05	192,797.50	111.0000	178,710.00	14,087.50-
40,000.0000	PETROBRAS INTERNATIONAL FINANC 6.125% 10/06/2016 DD 10/06/06	44,720.00	107.6220	43,048.80	1,671.20-





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80,000.0000	PETROBRAS GLOBAL FINANCE 6.250% 03/17/2024 DD 03/17/14	79,817.60	103.0260	82,420.80	2,603.20
121,000.0000	PETROLEOS MEXICANOS 3.500% 01/30/2023 DD 07/30/13	120,697.50	94.1000	113,861.00	6,836.50-
70,000.0000	PETROLEOS MEXICANOS 144A 6.375% 01/23/2045 DD 01/23/14	69,476.40	107.8750	75,512.50	6,036.10
10,000.0000	PLAINS EXPLORATION & PRODUCTIO 6.500% 11/15/2020 DD 10/26/12	10,700.00	110.1250	11,012.50	312.50
30,000.0000	REYNOLDS AMERICAN INC 3.250% 11/01/2022 DD 10/31/12	29,660.70	94.0800	28,224.00	1,436.70-
30,000.0000	REYNOLDS AMERICAN INC 6.150% 09/15/2043 DD 09/17/13	33,029.80	112.8240	33,847.20	817.40
70,000.0000	RIO TINTO FINANCE USA LTD 6.500% 07/15/2018 DD 06/27/08	85,925.00	117.5190	82,263.30	3,661.70-
10,000.0000	RIO TINTO FINANCE USA LTD 9.000% 05/01/2019 DD 04/17/09	13,361.30	130.0820	13,008.20	353.10-
40,000.0000	ROCK TENN CO 3.500% 03/01/2020 DD 03/01/13	40,890.00	101.4320	40,572.80	317.20-
10,000.0000	ROCK TENN CO 4.000% 03/01/2023 DD 03/01/13	10,112.90	100.5510	10,055.10	57.80-
20,000.0000	ROGERS COMMUNICATIONS INC 6.800% 08/15/2018 DD 08/06/08	25,157.40	118.7660	23,753.20	1,404.20-
10,000.0000	ROYAL BANK OF SCOTLAND GROUP P VAR RT 08/29/2049 DD 08/20/01	10,400.00	107.5000	10,750.00	350.00



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10,000.0000	ROYAL BANK OF SCOTLAND GROUP P 4.700% 07/03/2018 DD 07/03/03	10,031.00	102.7780	10,277.80	246.80
80,000.0000	ROYAL BANK OF SCOTLAND GROUP P 6.100% 06/10/2023 DD 06/10/13	79,071.40	103.8020	83,041.60	3,970.20
60,000.0000	ROYAL BANK OF SCOTLAND GROUP P 6.000% 12/19/2023 DD 12/19/13	59,781.00	102.3950	61,437.00	1,656.00
10,000.0000	ROYAL BANK OF SCOTLAND GROUP P 2.550% 09/18/2015 DD 09/18/12	10,277.90	102.1210	10,212.10	65.80-
35,000.0000	KONINKLIJKE KPN NV 8.375% 10/01/2030 DD 10/04/00	45,837.40	134.7940	47,177.90	1,340.50
10,000.0000	SESI LLC 7.125% 12/15/2021 DD 06/15/12	11,187.50	111.5000	11,150.00	37.50-
80,000.0000	SLM CORP 3.875% 09/10/2015 DD 09/12/12	83,303.20	103.0000	82,400.00	903.20-
57,901.9800	SACO I TRUST 2006-7 7 A1 VAR RT 07/25/2036 DD 06/30/06	39,396.93	146.1050	84,597.69	45,200.76
100,000.0000	SANTANDER US DEBT SAU 144A 3.781% 10/07/2015 DD 10/07/10	102,003.00	103.4260	103,426.00	1,423.00
120,000.0000	SOUTHERN COPPER CORP 5.250% 11/08/2042 DD 11/08/12	113,624.40	85.6160	102,739.20	10,885.20-
110,000.0000	STATE STREET CORP VAR RT 03/15/2018 DD 09/15/10	124,962.20	108.9400	119,834.00	5,128.20-
214,816.9900	STRUCTURED ADJUSTABLE R 15 1A1 VAR RT 07/25/2035 DD 06/01/05	183,601.89	79.5970	170,987.88	12,614.01-



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48,126.4800	STRUCTURED ADJUSTABLE 16XS A1 VAR RT 08/25/2035 DD 07/25/05	44,962.42	94.1330	45,302.90	340.48
20,000.0000	TELEFONICA EMISIONES SAU 6.221% 07/03/2017 DD 07/02/07	22,377.60	113.1170	22,623.40	245.80
30,000.0000	TELEFONICA EMISIONES SAU 5.877% 07/15/2019 DD 07/06/09	33,003.00	112.4900	33,747.00	744.00
20,000.0000	THERMO FISHER SCIENTIFIC INC 3.600% 08/15/2021 DD 08/16/11	20,688.20	101.8500	20,370.00	318.20-
10,000.0000	THERMO FISHER SCIENTIFIC INC 5.300% 02/01/2044 DD 12/11/13	10,214.50	107.7660	10,776.60	562.10
15,000.0000	TIME WARNER ENTERTAINMENT CO L 8.375% 07/15/2033 DD 01/15/94	20,735.40	137.8090	20,671.35	64.05-
10,000.0000	TIME WARNER INC 6.250% 03/29/2041 DD 04/01/11	11,821.50	117.1480	11,714.80	106.70-
50,000.0000	TIME WARNER CABLE INC 8.750% 02/14/2019 DD 11/18/08	66,125.50	126.5020	63,251.00	2,874.50-
10,000.0000	TIME WARNER CABLE INC 6.750% 06/15/2039 DD 06/29/09	11,801.20	118.5220	11,852.20	51.00
50,000.0000	TIME WARNER CABLE INC 4.125% 02/15/2021 DD 11/15/10	52,095.00	104.6880	52,344.00	249.00
30,000.0000	TIME WARNER CABLE INC 5.875% 11/15/2040 DD 11/15/10	31,986.00	108.3560	32,506.80	520.80
40,000.0000	TRANSOCEAN INC 5.050% 12/15/2016 DD 12/05/11	44,444.00	108.7680	43,507.20	936.80-



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10,000.0000	TRANSOCEAN INC 6.375% 12/15/2021 DD 12/05/11	11,642.80	112.3950	11,239.50	403.30-
21,000.0000	UNION PACIFIC CORP 5.375% 05/01/2014 DD 05/04/04	22,064.70	100.3800	21,079.80	984.90-
18,029.2460	UAL 2009-2A PASS THROUGH TRUST 9.750% 07/15/2018 DD 11/24/09	20,913.94	115.0000	20,733.63	180.31-
30,000.0000	UBM PLC 144A 5.750% 11/03/2020 DD 11/03/10	31,774.80	107.1580	32,147.40	372.60
86,000.0000	VALE OVERSEAS LTD 6.875% 11/21/2036 DD 11/21/06	97,683.96	106.5480	91,631.28	6,052.68-
172,000.0000	VALE OVERSEAS LTD 4.375% 01/11/2022 DD 01/11/12	176,480.60	99.2830	170,766.76	5,713.84-
30,000.0000	VERIZON COMMUNICATIONS INC 2.450% 11/01/2022 DD 11/07/12	28,372.80	91.1290	27,338.70	1,034.10-
20,000.0000	VERIZON COMMUNICATIONS INC 4.500% 09/15/2020 DD 09/18/13	20,082.63	108.6040	21,720.80	1,638.17
270,000.0000	VERIZON COMMUNICATIONS INC 5.150% 09/15/2023 DD 09/18/13	277,513.43	109.4320	295,466.40	17,952.97
160,000.0000	VERIZON COMMUNICATIONS INC 6.400% 09/15/2033 DD 09/18/13	164,812.29	118.7250	189,960.00	25,147.71
130,000.0000	VERIZON COMMUNICATIONS INC 6.550% 09/15/2043 DD 09/18/13	151,835.48	121.6930	158,200.90	6,365.42
40,000.0000	VERIZON COMMUNICATIONS 4.150% 03/15/2024 DD 03/17/14	39,935.20	101.5950	40,638.00	702.80



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20,000.0000	VERIZON COMMUNICATIONS 5.050% 03/15/2034 DD 03/17/14	20,344.00	102.5870	20,517.40	173.40
60,000.0000	VERIZON COMMUNICATIONS 3.450% 03/15/2021 DD 03/17/14	60,230.10	101.3690	60,821.40	591.30
40,000.0000	VIACOM INC 4.250% 09/01/2023 DD 08/19/13	39,390.09	102.8740	41,149.60	1,759.51
80,105.5500	WAMU MORTGAGE PASS TH AR6 2A1A VAR RT 04/25/2045 DD 04/26/05	72,820.34	93.1600	74,626.33	1,805.99
146,386.8900	WAMU MORTGAGE PASS TH AR10 1A4 VAR RT 09/25/2035 DD 07/01/05	144,084.16	94.1180	137,776.41	6,307.75-
123,972.1700	WAMU MORTGAGE PASS T AR13 A1A1 VAR RT 10/25/2045 DD 10/25/05	113,703.13	91.9200	113,955.22	252.09
478,840.5700	WAMU MORTGAGE PASS TH OA6 1A1B VAR RT 07/25/2047 DD 06/01/07	143,623.36	40.7860	195,299.91	51,676.55
20,000.0000	WPP FINANCE 2010 5.125% 09/07/2042 DD 09/07/12	18,867.80	98.3630	19,672.60	804.80
10,000.0000	WPP FINANCE 2010 5.625% 11/15/2043 DD 11/12/13	9,996.40	105.3470	10,534.70	538.30
178,226.0300	WAMU MORTGAGE PASS TH AR1 A2A3 VAR RT 01/25/2045 DD 01/18/05	168,298.76	93.2080	166,120.92	2,177.84-
10,000.0000	WASTE MANAGEMENT INC 7.375% 05/15/2029 DD 11/15/99	12,958.80	127.1430	12,714.30	244.50-
20,000.0000	WASTE MANAGEMENT INC 4.600% 03/01/2021 DD 02/28/11	22,600.40	108.4590	21,691.80	908.60-





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10,000.0000	WELLPOINT INC 5.875% 06/15/2017 DD 06/08/07	11,771.90	112.7500	11,275.00	496.90-
10,000.0000	WELLPOINT INC 7.000% 02/15/2019 DD 02/05/09	12,506.00	118.9220	11,892.20	613.80-
10,000.0000	WELLPOINT INC 3.700% 08/15/2021 DD 08/15/11	10,560.80	102.1080	10,210.80	350.00-
30,000.0000	WELLPOINT INC 3.125% 05/15/2022 DD 05/07/12	30,203.40	95.6970	28,709.10	1,494.30-
20,000.0000	WELLPOINT INC 1.250% 09/10/2015 DD 09/10/12	20,165.40	100.6700	20,134.00	31.40-
24,000.0000	WILLIAMS COS INC/THE 7.500% 01/15/2031 DD 01/17/01	29,461.20	110.0460	26,411.04	3,050.16-
26,000.0000	WILLIAMS COS INC/THE 7.750% 06/15/2031 DD 06/13/01	32,394.18	112.1920	29,169.92	3,224.26-
33,000.0000	WILLIAMS COS INC/THE 7.875% 09/01/2021 DD 08/21/01	42,166.74	118.8130	39,208.29	2,958.45-
5,000.0000	WILLIAMS COS INC/THE VAR RT 03/15/2032 DD 03/15/03	6,731.60	120.5520	6,027.60	704.00-
10,000.0000	WM WRIGLEY JR CO 144A 3.375% 10/21/2020 DD 10/21/13	9,990.10	100.9580	10,095.80	105.70
10,000.0000	WM WRIGLEY JR CO 144A 2.400% 10/21/2018 DD 10/21/13	9,981.30	100.2890	10,028.90	47.60
50,000.0000	WM WRIGLEY JR CO 144A 2.900% 10/21/2019 DD 10/21/13	50,189.10	100.9010	50,450.50	261.40



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10,000.0000	XSTRATA FINANCE CANADA LT 144A 5.800% 11/15/2016 DD 11/15/06	11,385.20	110.0960	11,009.60	375.60-
70,000.0000	XSTRATA FINANCE CANADA LT 144A VAR RT 10/23/2015 DD 10/25/12	70,795.20	101.1490	70,804.30	9.10
70,000.0000	XSTRATA FINANCE CANADA LT 144A VAR RT 10/25/2017 DD 10/25/12	70,952.70	101.2100	70,847.00	105.70-
10,000.0000	ZOETIS INC 3.250% 02/01/2023 DD 08/01/13	10,140.80	96.4550	9,645.50	495.30-
130,000.0000	* LEHMAN BRTH HLD (RICI) ESCROW 5.857% 11/30/2056 DD 05/17/07	13.00	0.0100	13.00	0.00
270,000.0000	* LEHMAN BRTH HLD (RICI) ESCROW 0.000% 12/28/2017 DD 12/21/07	27.00	0.0100	27.00	0.00
70,000.0000	* LEHMAN BRTH HLD (RICI) ESCROW 0.000% 08/19/2065 DD 06/14/06	7.00	0.0100	7.00	0.00
TOTAL CORPORATE DEBT INSTRUMENTS		10,853,935.88		10,942,701.43	88,765.55
<u>CORPORATE STOCK - PREFERRED</u>					
10,000.0000	BAC CAPITAL TRUST XIV VAR RT 09/29/2049 DD 02/16/07	8,750.00	78.0000	7,800.00	950.00-
100,000.0000	CREDIT AGRICOLE SA 144A VAR RT 10/29/2049 DD 10/13/09	109,375.00	113.5000	113,500.00	4,125.00
10,000.0000	GOLDMAN SACHS CAPITAL II VAR RT 12/29/2049 DD 05/15/07	8,412.50	77.0000	7,700.00	712.50-
310,000.0000	WACHOVIA CAPITAL TRUST III VAR RT 03/29/2049 DD 02/01/06	311,085.00	96.1250	297,987.50	13,097.50-



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TOTAL CORPORATE STOCK - PREFERRED		437,622.50		426,987.50	10,635.00-
<u>CORPORATE STOCK - COMMON</u>					
21,085.0000	NABORS INDUSTRIES LTD SHS	343,618.52	24.6500	519,745.25	176,126.73
3,241.0000	RENAISSANCE RE HOLDINGS LTD	299,710.83	97.6000	316,321.60	16,610.77
50,250.0000	ORBOTECH LTD ISRAEL COM	696,228.09	15.3900	773,347.50	77,119.41
57,800.0000	ACACIA RESEARCH - ACACIA TECHN	1,130,060.00	15.2800	883,184.00	246,876.00-
5,400.0000	AGILENT TECHNOLOGIES INC	226,638.00	55.9200	301,968.00	75,330.00
8,600.0000	AKAMAI TECHNOLOGIES INC	303,752.00	58.2100	500,606.00	196,854.00
9,000.0000	ALLEGHENY TECHNOLOGIES INC	285,390.00	37.6800	339,120.00	53,730.00
5,470.0000	AMERISOURCEBERGEN CORP	281,431.50	65.5900	358,777.30	77,345.80
4,200.0000	ANSYS INC	341,964.00	77.0200	323,484.00	18,480.00-
7,500.0000	AUTODESK INC	309,375.00	49.1800	368,850.00	59,475.00
27,725.0000	BANK OF THE OZARKS INC	1,248,875.89	68.0600	1,886,963.50	638,087.61
2,100.0000	CR BARD INC	211,638.00	147.9800	310,758.00	99,120.00
2,000.0000	BIO-RAD LABORATORIES INC	252,000.00	128.1200	256,240.00	4,240.00
9,000.0000	BORGWARNER INC	348,030.00	61.4700	553,230.00	205,200.00
2,600.0000	BOSTON PROPERTIES INC	262,756.00	114.5300	297,778.00	35,022.00
16,100.0000	CSX CORP	396,543.00	28.9700	466,417.00	69,874.00





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4,680.0000	CABOT CORP	197,625.14	59.0600	276,400.80	78,775.66
19,500.0000	CALAMP CORP	227,571.40	27.8700	543,465.00	315,893.60
22,000.0000	COHERENT INC	1,246,629.87	65.3500	1,437,700.00	191,070.13
4,300.0000	COVANCE INC	319,576.00	103.9000	446,770.00	127,194.00
25,700.0000	DR HORTON INC	624,510.00	21.6500	556,405.00	68,105.00-
6,000.0000	DARDEN RESTAURANTS INC	310,080.00	50.7600	304,560.00	5,520.00-
6,600.0000	EASTMAN CHEMICAL CO	461,142.00	86.2100	568,986.00	107,844.00
10,100.0000	EATON VANCE CORP	422,483.00	38.1600	385,416.00	37,067.00-
38,550.0000	ELECTRONICS FOR IMAGING INC	1,170,683.23	43.3100	1,669,600.50	498,917.27
19,600.0000	ENERSYS	978,685.30	69.2900	1,358,084.00	379,398.70
7,200.0000	FEI CO	464,760.02	103.0200	741,744.00	276,983.98
40,250.0000	FIRST FINANCIAL BANCORP	644,803.90	17.9800	723,695.00	78,891.10
7,306.0000	GATX CORP	370,385.35	67.8800	495,931.28	125,545.93
3,200.0000	GENERAL DYNAMICS CORP	225,632.00	108.9200	348,544.00	122,912.00
34,300.0000	JACK HENRY & ASSOCIATES INC	1,585,003.00	55.7600	1,912,568.00	327,565.00
5,700.0000	INTEGRYS ENERGY GROUP INC	331,512.00	59.6500	340,005.00	8,493.00
8,100.0000	INTUIT INC	531,846.00	77.7300	629,613.00	97,767.00
6,400.0000	JOY GLOBAL INC	380,928.00	58.0000	371,200.00	9,728.00-



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27,300.0000	KEYCORP	271,908.00	14.2400	388,752.00	116,844.00
100,650.0000	LIONBRIDGE TECHNOLOGIES INC	705,386.36	6.7100	675,361.50	30,024.86-
49,800.0000	MKS INSTRUMENTS INC	1,467,270.91	29.8900	1,488,522.00	21,251.09
40,162.0000	STEVEN MADDEN LTD	1,243,304.69	35.9800	1,445,028.76	201,724.07
17,568.0000	MASCO CORP	358,587.25	22.2100	390,185.28	31,598.03
15,800.0000	MAXIMUS INC	631,763.00	44.8600	708,788.00	77,025.00
463.0000	MEDICAL RES INC COM	0.00	0.0000	0.00	0.00
3,700.0000	MURPHY OIL CORP	204,135.05	62.8600	232,582.00	28,446.95
10,082.0000	NEWFIELD EXPLORATION CO	230,145.91	31.3600	316,171.52	86,025.61
22,900.0000	OSI SYSTEMS INC	1,324,250.53	59.8600	1,370,794.00	46,543.47
36,475.0000	PATRICK INDUSTRIES INC	1,012,490.16	44.3300	1,616,936.75	604,446.59
37,650.0000	PIER 1 IMPORTS INC	820,528.72	18.8800	710,832.00	109,696.72-
11,800.0000	PROGRESSIVE CORP/THE	298,186.00	24.2200	285,796.00	12,390.00-
8,200.0000	PROTECTIVE LIFE CORP	293,560.00	52.5900	431,238.00	137,678.00
6,550.0000	QUESTCOR PHARMACEUTICALS INC	298,520.77	64.9300	425,291.50	126,770.73
8,800.0000	RAYMOND JAMES FINANCIAL INC	405,680.00	55.9300	492,184.00	86,504.00
13,000.0000	REPUBLIC SERVICES INC	429,000.00	34.1600	444,080.00	15,080.00
2,900.0000	SBA COMMUNICATIONS CORP	208,800.00	90.9600	263,784.00	54,984.00



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4,700.0000	SCOTTS MIRACLE-GRO CO/THE	203,228.00	61.2800	288,016.00	84,788.00
15,500.0000	SEALED AIR CORP	373,705.00	32.8700	509,485.00	135,780.00
18,500.0000	SNAP-ON INC	1,558,997.09	113.4800	2,099,380.00	540,382.91
52,475.0000	STEELCASE INC	764,350.15	16.6100	871,609.75	107,259.60
8,262.0000	STIFEL FINANCIAL CORP	346,364.24	49.7600	411,117.12	64,752.88
7,600.0000	SYNOPSYS INC	272,688.00	38.4100	291,916.00	19,228.00
12,100.0000	TJX COS INC	565,675.00	60.6500	733,865.00	168,190.00
26,050.0000	THOR INDUSTRIES INC	1,065,585.96	61.0600	1,590,613.00	525,027.04
10,600.0000	TUPPERWARE BRANDS CORP	860,530.49	83.7600	887,856.00	27,325.51
10,250.0000	UMB FINANCIAL CORP	502,967.52	64.7000	663,175.00	160,207.48
5,000.0000	URS CORP	237,050.00	47.0600	235,300.00	1,750.00-
16,225.0000	ULTRATECH INC	638,035.90	29.1900	473,607.75	164,428.15-
28,200.0000	UNITED STATIONERS INC	1,247,495.06	41.0700	1,158,174.00	89,321.06-
7,600.0000	VALSPAR CORP/THE	473,100.00	72.1200	548,112.00	75,012.00
17,200.0000	WABTEC CORP/DE	878,146.02	77.5000	1,333,000.00	454,853.98
4,900.0000	WHITING PETROLEUM CORP	249,116.00	69.3900	340,011.00	90,895.00
9,300.0000	XILINX INC	354,981.00	54.2700	504,711.00	149,730.00
18,500.0000	ACTIVISION BLIZZARD INC	269,545.00	20.4400	378,140.00	108,595.00



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7,900.0000	AMERICAN TOWER CORP	607,668.00	81.8700	646,773.00	39,105.00
37,932.0000	AMTRUST FINANCIAL SERVICES INC	1,219,701.68	37.6100	1,426,622.52	206,920.84
17,906.0000	CBRE GROUP INC	446,644.37	27.4300	491,161.58	44,517.21
4,450.0000	CHART INDUSTRIES INC	356,044.51	79.4500	353,552.50	2,492.01-
17,525.0000	CORE-MARK HOLDING CO INC	1,289,485.88	72.6000	1,272,315.00	17,170.88-
3,800.0000	CUMMINS INC	440,078.00	148.9900	566,162.00	126,084.00
20,875.0000	DRESSER-RAND GROUP INC	1,284,838.08	58.4100	1,219,308.75	65,529.33-
6,800.0000	ECHOSTAR CORP	264,996.00	47.5600	323,408.00	58,412.00
5,900.0000	EXPRESS SCRIPTS HOLDING CO	339,958.00	75.0900	443,031.00	103,073.00
6,300.0000	IPG PHOTONICS CORP	408,375.06	71.0800	447,804.00	39,428.94
2,600.0000	INTERCONTINENTAL EXCHANGE INC	423,982.00	197.8300	514,358.00	90,376.00
49,600.0000	INTERFACE INC	864,691.09	20.5500	1,019,280.00	154,588.91
5,200.0000	MEDNAX INC	233,038.00	61.9800	322,296.00	89,258.00
640.0000	MICRO STRATEGY INC WTS TO PUR COM 06/24/2007	6.40	0.0100	6.40	0.00
39,250.0000	OFG BANCORP	608,767.53	17.1900	674,707.50	65,939.97
41,675.0000	PACWEST BANCORP	1,279,931.72	43.0100	1,792,441.75	512,510.03
4,400.0000	REINSURANCE GROUP OF AMERICA I	262,548.00	79.6300	350,372.00	87,824.00
8,600.0000	SIRONA DENTAL SYSTEMS INC	634,078.00	74.6700	642,162.00	8,084.00



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22,200.0000	STANTEC INC	976,134.01	61.0800	1,355,976.00	379,841.99
30,800.0000	US ECOLOGY INC	814,681.36	37.1200	1,143,296.00	328,614.64
4,068,971.8200	AUDAX MEZZANINE FUND III LP	4,035,942.78	1.0000	4,068,971.82	33,029.04
5,491,845.0000	ASIA ALTERNATIVES TAX EXEMPT	4,871,873.21	1.0000	5,491,845.00	619,971.79
TOTAL CORPORATE STOCK - COMMON		60,160,408.50		71,137,744.48	10,977,335.98
<u>PARTNERSHIP/JOINT VENTURE INTEREST</u>					
872,074.0000	ADAMS STREET DIRECT FUND LP	500,572.46	1.0000	872,074.00	371,501.54
1,159,749.0000	ADAMS STREET NON US DEV MKT FUND	1,043,809.00	1.0000	1,159,749.00	115,940.00
2,354,006.0000	ADAMS SREET US FUND LP	2,241,463.00	1.0000	2,354,006.00	112,543.00
4,750.0000	WESTERN TECH VENTURE LENDING & LEASING VI	4,764,490.00	1,063.5300	5,051,767.50	287,277.50
4,359,079.6600	ENERGY SPECTRUM PARTNERS VI	3,926,820.76	1.0000	4,359,079.66	432,258.90
7,747,184.7900	ENERGY FUND XV-A LP	7,890,859.74	1.0000	7,747,184.79	143,674.95-
388,503.0000	ADAMS STREET NON US EMERGING MARKETS FUND	309,446.56	1.0000	388,503.00	79,056.44
19,620,252.0000	SIGULER GUFF DIST OPP FD IV	17,454,853.73	1.0000	19,620,252.00	2,165,398.27
10,255,868.3300	INDUSTRY VENTURES VI	9,958,246.56	1.0000	10,255,868.33	297,621.77
17,482,849.0000	VISTA EQUITY PARTNERS FUND IV LP	16,624,930.00	1.0000	17,482,849.00	857,919.00





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1,710,930.0000	PRIVATE ADVISORS SMALL COMPANY BUYOUT FUND V L P	1,671,060.55	1.0000	1,710,930.00	39,869.45
1,746,924.0000	ASIA ALTERNATIVE DELAWARE III LP	1,789,737.46	1.0000	1,746,924.00	42,813.46-
2,062.5000	VENTURE LENDING & LEASING VII LLC	2,025,367.50	1,032.7100	2,129,964.38	104,596.88
10,196,428.0000	THE REALTY ASSOCIATES FUND X UTP LP	9,642,733.00	1.0000	10,196,428.00	553,695.00
1,382,122.0000	LANDMARK EQUITY PARTNERS XV LP	1,117,775.00	1.0000	1,382,122.00	264,347.00
638,567.0000	VISTA FOUNDATION FUND II LP	638,567.00	1.0000	638,567.00	0.00
5,083,898.9200	BLACKSTONE RE DEBT STRATEGIES II LP	4,913,085.35	1.0000	5,083,898.92	170,813.57
850,746.8900	EIG ENERGY FUND XVI LP	966,862.79	1.0000	850,746.89	116,115.90-
1,319,087.0000	INDUSTRY VENTURES VII	1,350,000.00	1.0000	1,319,087.00	30,913.00-
26,371,831.0000	GMO MULTI STRATEGY FD OFFSHORE CLASS E	25,946,311.34	1.0000	26,371,831.00	425,519.66
533,441.0900	RREEF AMERICA II	45,587,153.81	93.6376	49,950,147.14	4,362,993.33
4,260,322.2200	WELLINGTON CIF DIVERSIFIED INFLATION HEDGE FUND	65,250,579.15	14.9100	63,521,404.30	1,729,174.85-
63,017,199.0000	GROSVENOR INSTL PARTNERS LP	58,446,522.00	1.0000	63,017,199.00	4,570,677.00
11,017,914.0000	SIGULER GJFF LP	9,365,390.75	1.0000	11,017,914.00	1,652,523.25
6,402,994.0000	LANDMARK EQUITY PARTNERS XIV LP	6,284,580.72	1.0000	6,402,994.00	118,413.28



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10,035,079.0000	PANTHEON GLOBAL SECONDARY FD IV LP	8,482,667.00	1.0000	10,035,079.00	1,552,412.00
TOTAL PARTNERSHIP/JOINT VENTURE INTEREST		308,193,885.23		324,666,569.91	16,472,684.68
<u>OTHER INVESTMENTS</u>					
9,636,000.0000	MEXICAN BONOS 6.500% 06/09/2022	784,745.21	7.8976	761,014.89	23,730.32-
106,175.0000	RUSSIAN FOREIGN BOND - EUROBON VAR RT /31/2030	124,837.41	113.7500	120,774.06	4,063.35-
200,000.0000	REPUBLIC OF COLOMBIA 5.625% 02/26/2044 DD 01/28/14	199,354.00	104.4000	208,800.00	9,446.00
134,000.0000	HUNGARY 5.750% 11/22/2023 DD 11/22/13	133,302.56	103.2500	138,355.00	5,052.44
150,000.0000	JAPAN BANK FOR INTERNATIONAL C 2.875% 02/02/2015 DD 02/02/10	156,493.50	102.0720	153,108.00	3,385.50-
100,000.0000	JAPAN FINANCE ORGANIZATION FOR 4.000% 01/13/2021 DD 01/13/11	115,086.00	107.9730	107,973.00	7,113.00-
160,000.0000	REPUBLIC OF POLAND 4.000% 01/22/2024 DD 01/22/14	158,710.40	100.5250	160,840.00	2,129.60
200,000.0000	REPUBLIC OF TURKEY 5.750% 03/22/2024 DD 01/29/14	198,502.00	103.4500	206,900.00	8,398.00
18,000.0000	MEXICO GOVERNMENT INTERNATIONAL 4.750% 03/08/2044 DD 03/08/12	18,675.00	95.0000	17,100.00	1,575.00-
12,000.0000	UNITED MEXICAN STATES 4.000% 10/02/2023 DD 10/02/13	11,945.16	101.0000	12,120.00	174.84



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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>
230,000.0000	UNITED MEXICAN STATES 5.550% 01/21/2045 DD 01/21/14	228,785.60	106.2500	244,375.00	15,589.40
9.0000-	US TREAS BD FUTURE (CBT) EXP JUN 14	0.00	133.2187	9,664.05-	9,664.05-
17.0000	US 10YR TREAS NTS FUTURE (CBT) EXP JUN 14	0.00	123.5000	12,718.77-	12,718.77-
45.0000-	90DAY EURODOLLAR FUTURE (CME) EXP JUN 18	0.00	96.5500	10,737.50	10,737.50
68.0000	90DAY EURODOLLAR FUTURE (CME) EXP DEC 16	0.00	97.6750	14,812.50-	14,812.50-
9.0000-	US 5YR TREAS NTS FUTURE (CBT) EXP JUN 14	0.00	118.9531	1,242.18-	1,242.18-
2.0000	US ULTRA BOND FUT (CBT) EXP JUN 14	0.00	144.4687	5,882.81	5,882.81
TOTAL OTHER INVESTMENTS		2,130,436.84		2,109,542.76	20,894.08-
<u>WRITTEN OPTIONS</u>					
5.0000-	US 10YR TREAS NTS FUT JUN 14 PUT JUN 14 121.500 ED 05/23/14	1,305.37-	28.1250	1,406.25-	100.88-
5.0000-	US 10YR TREAS NTS FUTURE JUN14 CALL JUN 14 126.500 ED 052314	2,008.49-	10.9375	546.88-	1,461.61
TOTAL WRITTEN OPTIONS		3,313.86-		1,953.13-	1,360.73





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<u>COMMON/COLLECTIVE TRUST</u>					
401,152.3870	EB DV GLOBAL ALPHA I FUND	64,134,562.66	204.5039	82,037,242.08	17,902,679.42
308,348.0570	EB DV NSL INTL SIF	47,869,091.19	188.1328	58,010,393.51	10,141,302.32
4,813.2570	EB DV NSL SIF	1,069,276.50	268.1463	1,290,657.28	221,380.78
441,465.2690	EB DV NSL AGG BIF	56,786,109.74	128.5462	56,748,717.20	37,392.54-
102,481.5950	EB DV NSL LGE CAP SIF	22,216,637.44	282.1096	28,911,044.44	6,694,407.00
182,600,453.0000	EB TEMP INV FD VAR RT 12/31/49 FEE CL 15	182,600,453.00	1.0000	182,600,453.00	0.00
26,833.4130	JP MORGAN STRATEGIC PROPERTY FUND	31,747,120.40	2,227.0935	59,760,519.68	28,013,399.28
18,548.5430	ENTRUST CAPITAL DIVERSIFIED FUND LTD	18,359,249.51	1,273.8216	23,627,535.00	5,268,285.49
109,380.4940	EB DV NSL LCG SIF	13,487,322.97	196.3900	21,481,242.55	7,993,919.58
116,623.7660	EB DV NSL LCV SIF	16,143,550.39	189.8991	22,146,752.52	6,003,202.13
3,181,584.2140	LOOMIS SAYLES CREDIT ASSET TRUST - CLASS B	40,581,974.35	18.6900	59,463,808.96	18,881,834.61
2,513,359.2700	PICTET EMERGING LOCAL CURRENCY DEBT FUND LLC	38,756,000.00	14.9159	37,489,060.78	1,266,939.22-
1,310,884.5730	TBC EMERGING MARKETS EQUITY	84,859,050.00	57.9500	75,965,761.01	8,893,288.99-
TOTAL COMMON/COLLECTIVE TRUST		618,610,398.15		709,533,188.01	90,922,789.86



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<u>103-12 INVESTMENT ENTITIES</u>					
102,934.8380	WA FLTG RATE HI INCOME FD	1,298,189.52	18.8980	1,945,262.57	647,073.05
97,901.8840	WAMCO OPPORTUNISTIC US\$ HIGH YIELD SEC PORT LLC	1,866,380.44	29.4310	2,881,350.35	1,014,969.91
41,467.1830	WAMCO OPPORTUNISTIC INTL INVESTMENT GRADE SEC LLC	1,057,856.42	27.5210	1,141,218.34	83,361.92
TOTAL 103-12 INVESTMENT ENTITIES		4,222,426.38		5,967,831.26	1,745,404.88
<u>REGISTERED INVESTMENT COMPANIES</u>					
2,598,440.7700	ARTISAN INTERNATIONAL FUND	56,600,339.72	30.1200	78,265,035.99	21,664,696.27
1,422,068.1730	ARTISAN SMALL CAP FUND	36,602,869.62	29.6600	42,178,542.01	5,575,672.39
2,727,921.6970	GMO STRATEGIC OPPORTUNITIES AL	58,844,408.31	23.6100	64,406,231.27	5,561,822.96
8,550,973.7720	PIMCO DIVERSIFIED INCOME FUND INSTITUTIO	99,541,371.49	11.6300	99,447,824.97	93,546.52-
203,237.0910	PAYDEN EMERGING MARKET CORPORA	2,032,674.41	10.1900	2,070,985.96	38,311.55
291,851.7200	PAYDEN CORPORATE BOND FUND	3,006,207.74	11.1100	3,242,472.61	236,264.87
3,011,455.5840	PAYDEN CORE BOND FUND	31,329,924.41	10.6600	32,102,116.53	772,192.12
150,969.1250	PAYDEN EMERGING MARKETS BOND F	2,041,459.20	13.7500	2,075,825.47	34,366.27
818,164.8560	PAYDEN HIGH INCOME FUND	6,362,934.27	7.1500	5,849,878.72	513,055.55-
4,978,503.4560	PIMCO ALL ASSET FUND INSTITUTIO	58,667,429.58	12.2900	61,185,807.47	2,518,377.89
1,518.4150	VANGUARD 500 INDEX FUND	173,264.20	172.6300	262,123.98	88,859.78
TOTAL REGISTERED INVESTMENT COMPANIES		355,202,882.95		391,086,844.98	35,883,962.03
GRAND TOTAL		1,398,075,596.54		1,553,514,669.84	4,617.99 C 155,434,455.31 I 155,439,073.30

**SCHEDULE OF ASSETS ACQUIRED AND  
DISPOSED OF WITHIN THE PLAN YEAR**  
**Schedule H, line 4i**



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	* INDICATES PENDING SETTLEMENT			
	** INDICATES TRANSACTION PENDING IN PRIOR YEAR			
20,000.0000	032511AY3	ANADARKO PETROLEUM CORP 6.450% 09/15/2036 DD 09/19/06	22,968.80-	23,449.60
200,000.0000	037833AK6	APPLE INC 2.400% 05/03/2023 DD 05/03/13	199,406.80-	183,394.60
10,000.0000	04048RJW7	ARIZONA BRD OF RGTS ST UNIV SY 5.000% 07/01/2043 DD 01/22/13	10,194.10-	10,543.40
10,000.0000	06051GDX4	BANK OF AMERICA CORP 5.650% 05/01/2018 DD 05/02/08	11,291.90-	11,388.00
5,387,000.0000	99ZAKNYX1	BARCLAYS CAT 9 REPO 0.010% 02/05/2014 DD 02/04/14	5,387,000.00-	5,387,000.00
5,200,000.0000	99ZAKJHZ4	BARCLAYS CP REPO REPO 0.010% 01/03/2014 DD 01/02/14	5,200,000.00-	5,200,000.00
5,200,000.0000	99ZAKJWG9	BARCLAYS CP REPO REPO 0.010% 01/07/2014 DD 01/06/14	5,200,000.00-	5,200,000.00
5,200,000.0000	99ZAKJ3A4	BARCLAYS CP REPO REPO 0.010% 01/08/2014 DD 01/07/14	5,200,000.00-	5,200,000.00
5,200,000.0000	99ZAKJ843	BARCLAYS CP REPO REPO 0.010% 01/09/2014 DD 01/08/14	5,200,000.00-	5,200,000.00
5,200,000.0000	99ZAKKGJ8	BARCLAYS CP REPO REPO 0.010% 01/10/2014 DD 01/09/14	5,200,000.00-	5,200,000.00
5,200,000.0000	99ZAKKLM5	BARCLAYS CP REPO REPO 0.010% 01/13/2014 DD 01/10/14	5,200,000.00-	5,200,000.00
5,333,000.0000	99ZAKKUT0	BARCLAYS CP REPO REPO 0.010% 01/14/2014 DD 01/13/14	5,333,000.00-	5,333,000.00



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	* INDICATES PENDING SETTLEMENT			
	** INDICATES TRANSACTION PENDING IN PRIOR YEAR			
2,900,000.0000	99ZAKKZV0	BARCLAYS CP REPO REPO 0.010% 01/15/2014 DD 01/14/14	2,900,000.00-	2,900,000.00
5,100,000.0000	99ZAKK519	BARCLAYS CP REPO REPO 0.010% 01/16/2014 DD 01/15/14	5,100,000.00-	5,100,000.00
5,200,000.0000	99ZAKLCV3	BARCLAYS CP REPO REPO 0.010% 01/17/2014 DD 01/16/14	5,200,000.00-	5,200,000.00
5,400,000.0000	99ZAKLKK8	BARCLAYS CP REPO REPO 0.010% 01/21/2014 DD 01/17/14	5,400,000.00-	5,400,000.00
5,200,000.0000	99ZAKLRG0	BARCLAYS CP REPO REPO 0.010% 01/22/2014 DD 01/21/14	5,200,000.00-	5,200,000.00
5,400,000.0000	99ZAKLZN6	BARCLAYS CP REPO REPO 0.010% 01/23/2014 DD 01/22/14	5,400,000.00-	5,400,000.00
5,400,000.0000	99ZAKL4Z3	BARCLAYS CP REPO REPO 0.010% 01/24/2014 DD 01/23/14	5,400,000.00-	5,400,000.00
5,400,000.0000	99ZAKMCZ2	BARCLAYS CP REPO REPO 0.010% 01/27/2014 DD 01/24/14	5,400,000.00-	5,400,000.00
5,400,000.0000	99ZAKMJ93	BARCLAYS CP REPO REPO 0.010% 01/28/2014 DD 01/27/14	5,400,000.00-	5,400,000.00
5,349,000.0000	99ZAKMTS0	BARCLAYS CP REPO REPO 0.010% 01/29/2014 DD 01/28/14	5,349,000.00-	5,349,000.00
5,355,000.0000	99ZAKMZ95	BARCLAYS CP REPO REPO 0.010% 01/30/2014 DD 01/29/14	5,355,000.00-	5,355,000.00
4,900,000.0000	99ZAKM8F1	BARCLAYS CP REPO REPO 0.010% 01/31/2014 DD 01/30/14	4,900,000.00-	4,900,000.00



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	* INDICATES PENDING SETTLEMENT			
	** INDICATES TRANSACTION PENDING IN PRIOR YEAR			
3,700,000.0000	99ZAKNHE2	BARCLAYS CP REPO REPO 0.010% 02/03/2014 DD 01/31/14	3,700,000.00-	3,700,000.00
5,500,000.0000	99ZAKNPP8	BARCLAYS CP REPO REPO 0.010% 02/04/2014 DD 02/03/14	5,500,000.00-	5,500,000.00
5,370,000.0000	99ZAKPAB0	BARCLAYS CP REPO REPO 0.010% 02/07/2014 DD 02/06/14	5,370,000.00-	5,370,000.00
5,371,000.0000	99ZAKPG08	BARCLAYS CP REPO REPO 0.010% 02/10/2014 DD 02/07/14	5,371,000.00-	5,371,000.00
5,200,000.0000	99ZAKP2Z6	BARCLAYS CP REPO REPO 0.010% 02/13/2014 DD 02/12/14	5,200,000.00-	5,200,000.00
5,364,000.0000	99ZAKP922	BARCLAYS CP REPO REPO 0.010% 02/14/2014 DD 02/13/14	5,364,000.00-	5,364,000.00
5,376,000.0000	99ZAKQEC2	BARCLAYS CP REPO REPO 0.010% 02/18/2014 DD 02/14/14	5,376,000.00-	5,376,000.00
5,200,000.0000	99ZAKQMC3	BARCLAYS CP REPO REPO 0.010% 02/19/2014 DD 02/18/14	5,200,000.00-	5,200,000.00
5,300,000.0000	99ZAKQUP5	BARCLAYS CP REPO REPO 0.010% 02/20/2014 DD 02/19/14	5,300,000.00-	5,300,000.00
5,100,000.0000	99ZAKQ037	BARCLAYS CP REPO REPO 0.010% 02/21/2014 DD 02/20/14	5,100,000.00-	5,100,000.00
3,000,000.0000	99ZAKRD98	BARCLAYS CP REPO REPO 0.010% 02/25/2014 DD 02/24/14	3,000,000.00-	3,000,000.00
4,800,000.0000	99ZAKRMW7	BARCLAYS CP REPO REPO 0.010% 02/26/2014 DD 02/25/14	4,800,000.00-	4,800,000.00





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	* INDICATES PENDING SETTLEMENT			
	** INDICATES TRANSACTION PENDING IN PRIOR YEAR			
5,399,000.0000	99ZAKRTU4	BARCLAYS CP REPO REPO 0.010% 02/27/2014 DD 02/26/14	5,399,000.00-	5,399,000.00
611,000.0000	99ZAKU7B3	BARCLAYS CP REPO REPO 0.010% 03/24/2014 DD 03/21/14	611,000.00-	611,000.00
5,400,000.0000	99ZAKHSJ2	BARCLAYS CP REPO REPO 0.010% 12/27/2013 DD 12/26/13	5,400,000.00-	5,400,000.00
2,500,000.0000	99ZAKHYV8	BARCLAYS CP REPO REPO 0.010% 12/30/2013 DD 12/27/13	2,500,000.00-	2,500,000.00
5,200,000.0000	99ZAKH458	BARCLAYS CP REPO REPO 0.010% 12/31/2013 DD 12/30/13	5,200,000.00-	5,200,000.00
5,200,000.0000	99ZAKJRM2	BARCLAYS CP REPO REPO 0.020% 01/06/2014 DD 01/03/14	5,200,000.00-	5,200,000.00
5,414,000.0000	99ZAKR894	BARCLAYS CP REPO REPO 0.020% 03/03/2014 DD 02/28/14	5,414,000.00-	5,414,000.00
585,000.0000	99ZAKSE79	BARCLAYS CP REPO REPO 0.020% 03/04/2014 DD 03/03/14	585,000.00-	585,000.00
576,000.0000	99ZAKSQG6	BARCLAYS CP REPO REPO 0.020% 03/05/2014 DD 03/04/14	576,000.00-	576,000.00
584,000.0000	99ZAKT718	BARCLAYS CP REPO REPO 0.020% 03/17/2014 DD 03/14/14	584,000.00-	584,000.00
700,000.0000	99ZAKVC90	BARCLAYS CP REPO REPO 0.020% 03/25/2014 DD 03/24/14	700,000.00-	700,000.00
485,000.0000	99ZAKUEJ8	BARCLAYS CP REPO REPO 0.030% 03/18/2014 DD 03/17/14	485,000.00-	485,000.00



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	* INDICATES PENDING SETTLEMENT			
	** INDICATES TRANSACTION PENDING IN PRIOR YEAR			
5,400,000.0000	99ZAKGGC2	BARCLAYS CP REPO REPO 0.030% 12/17/2013 DD 12/16/13	5,400,000.00-	5,400,000.00
5,500,000.0000	99ZAJJLK4	BARCLAYS CP REPO REPO 0.080% 05/01/2013 DD 04/30/13	5,500,000.00-	5,500,000.00
20,000.0000	13063BWB4	CALIFORNIA ST 5.000% 04/01/2042 DD 04/24/12	20,279.40-	20,913.50
30,000.0000	13063CEN6	CALIFORNIA ST 5.000% 09/01/2023 DD 09/10/13	33,653.70-	34,953.90
20,000.0000	13063CEQ9	CALIFORNIA ST 5.000% 09/01/2025 DD 09/10/13	21,921.40-	22,782.80
20,000.0000	13063CFT2	CALIFORNIA ST 5.000% 11/01/2043 DD 11/05/13	20,172.00-	21,002.80
30,000.0000	166764AG5	CHEVRON CORP 2.427% 06/24/2020 DD 06/24/13	30,000.00-	29,799.00
40,000.0000	166764AH3	CHEVRON CORP 3.191% 06/24/2023 DD 06/24/13	40,000.00-	39,589.10
50,000.0000	19075CAD5	COBALT CMBS COMMERCIAL M C2 A3 VAR RT 04/15/2047 DD 04/01/07	55,259.77-	55,804.69
10,000.0000	20772JNL2	CONNECTICUT ST 5.000% 07/15/2024 DD 08/07/13	11,403.00-	11,696.40
6.0000	99F9269RC	EUROS 3YR MID-CRV FUT JUN 16 PUT JUN 13 098.625 ED 06/14/13	319.50-	1,405.50
7.0000	EDF215I3S	EURO-BOBL FUTURE (EUX) EXP SEP 13	.00	2,144.32





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	* INDICATES PENDING SETTLEMENT			
	** INDICATES TRANSACTION PENDING IN PRIOR YEAR			
2,700,000.0000	99ZAKRE71	GREENWH CAT 2 REPO 0.020% 02/25/2014 DD 02/24/14	2,700,000.00-	2,700,000.00
20,000.0000	36198EAE5	GS MORTGAGE SECURITIES GC13 A5 VAR RT 07/10/2046 DD 07/01/13	20,599.55-	20,867.97
10,000.0000	36198FAE2	GS MORTGAGE SECURITIES GC14 A5 4.243% 08/10/2046 DD 08/01/13	10,299.87-	10,407.03
70,000.0000	52108H4V3	LB-UBS COMMERCIAL MORTGA C3 AM 4.794% 07/15/2040 DD 06/11/05	74,210.94-	73,571.09
10,000.0000	561234AB1	MALLINCKRODT INTERNATIONAL 144A 3.500% 04/15/2018 DD 04/11/13	9,935.20-	9,887.50
30,000.0000	561234AA3	MALLINCKRODT INTERNATIONAL 144A 4.750% 04/15/2023 DD 04/11/13	28,045.20-	28,330.90
20,000.0000	574193HU5	MARYLAND ST 5.000% 08/01/2023 DD 08/06/13	23,191.00-	23,266.40
10,000.0000	576000MH3	MASSACHUSETTS ST SCH BLDG AUTH 5.000% 08/15/2023 DD 08/16/12	11,740.00-	11,583.00
20,000.0000	663903ED0	N E OH REGL SWR DIST 5.000% 11/15/2043 DD 04/18/13	20,739.20-	21,220.00
10,000.0000	64577FCD5	NEW JERSEY ST ECON DEV AUTH LE 5.000% 06/15/2046 DD 09/12/13	9,887.90-	10,620.00
20,000.0000	646136J51	NEW JERSEY ST TRANSPRTN TRUSTF 5.000% 06/15/2038 DD 12/11/12	20,013.00-	20,894.40
20,000.0000	646136J85	NEW JERSEY ST TRANSPRTN TRUSTF 5.000% 06/15/2042 DD 12/11/12	20,184.20-	20,622.50



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	* INDICATES PENDING SETTLEMENT			
	** INDICATES TRANSACTION PENDING IN PRIOR YEAR			
10,000.0000	6461393R4	NEW JERSEY ST TURNPIKE AUTH 5.000% 01/01/2043 DD 04/04/13	10,189.50-	10,423.60
10,000.0000	64972GCE2	NEW YORK CITY NY MUNI WTR FINA 5.000% 06/15/2047 DD 06/27/13	10,258.00-	10,408.80
10,000.0000	64972GAZ7	NEW YORK CITY NY MUNI WTR FINA 5.000% 06/15/2047 DD 12/13/12	10,247.50-	10,413.30
20,000.0000	64971Q8V8	NEW YORK CITY NY TRANSITIONALF 5.000% 11/01/2042 DD 11/13/13	20,795.60-	21,225.00
10,000.0000	64966KU76	NEW YORK NY 5.000% 08/01/2022 DD 08/15/13	11,620.90-	11,629.30
10,000.0000	64966KYY3	NEW YORK NY 5.000% 08/01/2025 DD 06/11/13	10,981.10-	11,379.00
20,000.0000	64990EDG9	NEW YORK ST DORM AUTH ST PERSO 5.000% 12/15/2027 DD 06/28/12	21,468.00-	22,469.00
10,000.0000	649519BU8	NEW YORK ST LIBERTY DEV CORP L 5.000% 12/15/2041 DD 12/08/11	10,101.60-	10,350.80
40,000.0000	650035C30	NEW YORK ST URBAN DEV CORP REV 5.000% 03/15/2027 DD 09/26/13	43,028.80-	44,952.50
10,000.0000	659155DF9	NORTH EAST TX INDEP SCH DIST 5.000% 08/01/2043 DD 07/31/13	10,350.10-	10,556.60
10,000.0000	67760HJK8	OHIO ST TURNPIKE COMMISSION 5.000% 02/15/2048 DD 08/15/13	10,143.50-	10,430.40
30,000.0000	67760HJY8	OHIO ST TURNPIKE COMMISSION 5.000% 02/15/2048 DD 08/15/13	29,756.10-	30,766.20



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	* INDICATES PENDING SETTLEMENT			
	** INDICATES TRANSACTION PENDING IN PRIOR YEAR			
10,000.0000	7092237P0	PENNSYLVANIA ST TURNPIKE COMMI 5.000% 12/01/2043 DD 08/20/13	9,815.50-	10,304.90
20,000.0000	74265LA57	PRIV CLGS & UNIVS AUTH GA 5.000% 10/01/2043 DD 08/15/13	20,657.00-	20,891.40
851,000.0000	99ZAKMUC3	RBS CITIZENS BANK REPO 0.010% 01/29/2014 DD 01/28/14	851,000.00-	851,000.00
645,000.0000	99ZAKM051	RBS CITIZENS BANK REPO 0.010% 01/30/2014 DD 01/29/14	645,000.00-	645,000.00
467,000.0000	99ZAKKU78	RBS CITIZENS BANK REPO 0.020% 01/14/2014 DD 01/13/14	467,000.00-	467,000.00
3,000,000.0000	99ZAKK0D8	RBS CITIZENS BANK REPO 0.020% 01/15/2014 DD 01/14/14	3,000,000.00-	3,000,000.00
200,000.0000	99ZAKMEH0	RBS CITIZENS BANK REPO 0.020% 01/27/2014 DD 01/24/14	200,000.00-	200,000.00
900,000.0000	99ZAKMKC4	RBS CITIZENS BANK REPO 0.020% 01/28/2014 DD 01/27/14	900,000.00-	900,000.00
613,000.0000	99ZAKNW05	RBS CITIZENS BANK REPO 0.020% 02/05/2014 DD 02/04/14	613,000.00-	613,000.00
730,000.0000	99ZAKPA46	RBS CITIZENS BANK REPO 0.020% 02/07/2014 DD 02/06/14	730,000.00-	730,000.00
729,000.0000	99ZAKPHA5	RBS CITIZENS BANK REPO 0.020% 02/10/2014 DD 02/07/14	729,000.00-	729,000.00
1,000,000.0000	99ZAKP1C8	RBS CITIZENS BANK REPO 0.020% 02/13/2014 DD 02/12/14	1,000,000.00-	1,000,000.00



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	* INDICATES PENDING SETTLEMENT			
	** INDICATES TRANSACTION PENDING IN PRIOR YEAR			
836,000.0000	99ZAKP724	RBS CITIZENS BANK REPO 0.020% 02/14/2014 DD 02/13/14	836,000.00-	836,000.00
924,000.0000	99ZAKQFU1	RBS CITIZENS BANK REPO 0.020% 02/18/2014 DD 02/14/14	924,000.00-	924,000.00
3,000,000.0000	99ZAKHYS5	RBS CITIZENS BANK REPO 0.020% 12/30/2013 DD 12/27/13	3,000,000.00-	3,000,000.00
1,201,000.0000	99ZAKRRP7	RBS CITIZENS BANK REPO 0.030% 02/27/2014 DD 02/26/14	1,201,000.00-	1,201,000.00
5,400,000.0000	99ZAKHLN0	RBS CITIZENS BANK REPO 0.030% 12/26/2013 DD 12/24/13	5,400,000.00-	5,400,000.00
886,000.0000	99ZAKR5Q9	RBS CITIZENS BANK REPO 0.040% 03/03/2014 DD 02/28/14	886,000.00-	886,000.00
5,424,000.0000	99ZAKSQL5	RBS CITIZENS BANK REPO 0.040% 03/05/2014 DD 03/04/14	5,424,000.00-	5,424,000.00
5,389,000.0000	99ZAKU7C1	RBS CITIZENS BANK REPO 0.040% 03/24/2014 DD 03/21/14	5,389,000.00-	5,389,000.00
5,400,000.0000	99ZAKVEK3	RBS CITIZENS BANK REPO 0.040% 03/25/2014 DD 03/24/14	5,400,000.00-	5,400,000.00
5,415,000.0000	99ZAKSDX3	RBS CITIZENS BANK REPO 0.050% 03/04/2014 DD 03/03/14	5,415,000.00-	5,415,000.00
5,416,000.0000	99ZAKT700	RBS CITIZENS BANK REPO 0.050% 03/17/2014 DD 03/14/14	5,416,000.00-	5,416,000.00
5,415,000.0000	99ZAKUEC3	RBS CITIZENS BANK REPO 0.050% 03/18/2014 DD 03/17/14	5,415,000.00-	5,415,000.00



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	* INDICATES PENDING SETTLEMENT			
	** INDICATES TRANSACTION PENDING IN PRIOR YEAR			
10,000.0000	76541VMQ7	RICHMOND VA 5.000% 03/01/2027 DD 09/26/13	11,043.50-	11,289.60
10,000.0000	76541VMR5	RICHMOND VA 5.000% 03/01/2028 DD 09/26/13	10,951.60-	11,172.70
10,000.0000	76541VMS3	RICHMOND VA 5.000% 03/01/2029 DD 09/26/13	10,852.50-	11,073.60
30,000.0000	7962532Q4	SAN ANTONIO TX ELEC & GAS REVE 5.000% 02/01/2043 DD 07/25/13	30,868.20-	31,476.90
2.0000	99F133L3A	US TREAS BD FUTURE (CBT) EXP DEC 13	.00	2,679.70-
16.0000	99F133C4A	US TREAS BD FUTURE (CBT) EXP MAR 14	.00	12,343.73-
9.0000	99F133I3A	US TREAS BD FUTURE (CBT) EXP SEP 13	.00	7,062.50
9.0000	99F1349KB	US TREAS BD FUTURE DEC 13 CALL DEC 13 138.000 ED 112213	1,154.25-	111.38
18.0000	99F1339IS	US TREAS BD FUTURE DEC 13 CALL OCT 13 135.000 ED 9/20/13	6,441.50	1,605.38-
6.0000	99F1329WK	US TREAS BD FUTURE DEC 13 PUT DEC 13 132.000 ED 11/22/13	1,691.38-	5,511.75
12.0000	99F1339UG	US TREAS BD FUTURE DEC 13 PUT OCT 13 127.000 ED 09/20/13	5,426.63	851.50-
2.0000	99F1339CG	US TREAS BD FUTURE JUN 14 CALL APR 14 136.000 ED 3/21/14	524.75	600.25-





# BNY MELLON

TRDNFL NFLGCALL1000 5500

FINAL 094123

2014-03-31 CYCLE 2 09:41:25 RUN DATE: 16-JUL-14

NFL GCALL10

5500 ACQUISITIONS/DISPOSITIONS OF ASSETS WITHIN THE SAME PLAN YEAR REPORT  
FOR THE PERIOD 01 APRIL 2013 THROUGH 31 MARCH 2014

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M2574E

BERT BELL/PETE ROZELLE NFL RET  
OVERALL COMPOSITE

<u>SHARES/ PAR VALUE</u>	<u>SECURITY ID</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PROCEEDS</u>
	*	INDICATES PENDING SETTLEMENT		
	**	INDICATES TRANSACTION PENDING IN PRIOR YEAR		
10.0000	99F1339CF	US TREAS BD FUTURE JUN 14 CALL APR 14 138.000 ED 3/21/14	1,061.25	188.75-
6.0000	99F1339MF	US TREAS BD FUTURE MAR 14 PUT FEB 14 127.000 ED 01/24/14	2,136.75	425.75-
6.0000	99F1339GJ	US TREAS BD FUTURE SEP 13 CALL AUG 13 144.000 ED 7/26/13	3,824.25	675.75-
6.0000	99F1339FV	US TREAS BD FUTURE SEP 13 CALL JUL 13 143.000 ED 6/21/13	2,996.13	675.76-
6.0000	99F1339RR	US TREAS BD FUTURE SEP 13 PUT JUL 13 137.000 ED 06/21/13	1,793.01	1,847.63-
2.0000	99F1339RL	US TREAS BD FUTURE SEP 13 PUT JUL 13 140.000 ED 06/21/13	1,243.50	1,225.25-
2.0000	99F700L3A	US ULTRA BOND (CBT) EXP DEC 13	.00	4,343.75
2.0000	99F700C4A	US ULTRA BOND (CBT) EXP MAR 14	.00	6,039.06
2.0000	99F700I3A	US ULTRA BOND (CBT) EXP SEP 13	.00	718.75-
24.0000	99F139I3A	US 10 YR TREAS NTS FUT (CBT) EXP SEP 13	.00	75,328.10
13.0000	99F1399QP	US 10 YR TREAS NTS FUT JUN 13 PUT JUN 13 132.00 ED 05/24/13	4,245.38-	6,004.63
4.0000	99F1399QW	US 10 YR TREAS NTS FUT JUN 13 PUT MAY 13 133.000 ED 05/24/13	950.50-	5,174.50



# BNY MELLON

TRDNFL NFLGCALL1000 5500

FINAL 094123

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NFL GCALL10

BERT BELL/PETE ROZELLE NFL RET

OVERALL COMPOSITE

5500 ACQUISITIONS/DISPOSITIONS OF ASSETS WITHIN THE SAME PLAN YEAR REPORT  
FOR THE PERIOD 01 APRIL 2013 THROUGH 31 MARCH 2014

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY ID</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PROCEEDS</u>
	* INDICATES PENDING SETTLEMENT			
	** INDICATES TRANSACTION PENDING IN PRIOR YEAR			
8.0000	99F1399FZ	US 10 YR TREAS NTS FUT SEP 13 CALL JUL 13 131.500 ED 6/21/13	1,974.00	526.00-
3.0000	99F1399HL	US 10 YR TREAS NTS FUT SEP 13 CALL SEP 13 128.000 ED 8/23/13	1,068.38	384.75-
1.0000	99F1399RP	US 10 YR TREAS NTS FUT SEP 13 PUT JUL 13 129.000 ED 06/21/13	309.25	362.63-
3.0000	99F1399TQ	US 10 YR TREAS NTS FUT SEP 13 PUT SEP 13 123.500 ED 08/23/13	1,021.50	431.63-
2.0000	99F1509FA	US 10Y NOTE 1ST WK FUT (CBT) CALL JUN 13 129.500 ED 060713	931.00	350.25-
2.0000	99F1509RA	US 10Y NOTE 1ST WK FUT (CBT) PUT JUN 13 129.500 ED 06/07/13	931.00	397.13-
4.0000	99F1389KT	US 10YR TREAS NTS FUT DEC 13 CALL DEC 13 128.000 ED 112213	1,487.00	1,138.00-
3.0000	99F1389CB	US 10YR TREAS NTS FUT JUN 14 CALL APR 14 126.000 ED 3/21/14	740.25	150.38-
3.0000	99F1399OS	US 10YR TREAS NTS FUT JUN 14 PUT APR 14 121.500 ED 03/21/14	646.50	103.50-
2.0000	99F1399BR	US 10YR TREAS NTS FUT MAR 14 CALL MAR 14 125.500 ED 2/21/14	556.00	475.25-
2.0000	99F1389NM	US 10YR TREAS NTS FUT MAR 14 PUT MAR 14 123.000 ED 02/21/14	556.00	100.26-
63.0000	99F139L3A	US 10YR TREAS NTS FUTURE (CBT) EXP DEC 13	.00	60,460.97



# BNY MELLON

TRDNFL NFLGCALL1000 5500

FINAL 094123

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NFL GCALL10

BERT BELL/PETE ROZELLE NFL RET

OVERALL COMPOSITE

5500 ACQUISITIONS/DISPOSITIONS OF ASSETS WITHIN THE SAME PLAN YEAR REPORT  
FOR THE PERIOD 01 APRIL 2013 THROUGH 31 MARCH 2014

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY ID</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PROCEEDS</u>
	* INDICATES PENDING SETTLEMENT			
	** INDICATES TRANSACTION PENDING IN PRIOR YEAR			
53.0000	99F139C4A	US 10YR TREAS NTS FUTURE (CBT) EXP MAR 14	.00	1,968.71-
1.0000	99F1399UC	US 10YR TREAS NTS FUTURE (CBT) PUT OCT 13 122.000 ED 09/20/13	340.50	50.13-
7.0000	99F217L3A	US 2YR TREAS NTS FUT (CBT) EXP DEC 13	.00	6,234.38-
7.0000	99F217F4A	US 2YR TREAS NTS FUT (CBT) EXP JUN 14	.00	2,671.87
7.0000	99F217I3A	US 2YR TREAS NTS FUTURE (CBT) EXP SEP 13	.00	984.38
7.0000	99F217C4A	US 2YR TREASURY NTS FUT (CBT) EXP MAR 14	.00	171.87-
9.0000	99F183L3A	US 5YR TREAS NTS FUTURE (CBT) EXP DEC 13	.00	2,421.87-
15.0000	99F183C4A	US 5YR TREAS NTS FUTURE (CBT) EXP MAR 14	.00	2,757.80-
13.0000	99F183I3A	US 5YR TREAS NTS FUTURE (CBT) EXP SEP 13	.00	22,789.07-
4.0000	99F1839VA	US 5YR TREAS NTS FUTURE DEC 13 PUT NOV 13 118.750 ED 10/25/13	1,455.75	513.00-
5.0000	99F1839DE	US 5YR TREAS NTS FUTURE JUN 13 CALL MAY 13 124.500 ED 4/26/13	563.13-	429.06
30,000.0000	917565MK6	UTAH ST TRANSIT AUTH SALES TAX 5.000% 06/15/2042 DD 11/28/12	30,083.40-	30,788.70





# BNY MELLON

TRDNFL NFLGCALL1000 5500

FINAL 094123

2014-03-31 CYCLE 2 09:41:25 RUN DATE: 16-JUL-14

NFL GCALL10

BERT BELL/PETE ROZELLE NFL RET

OVERALL COMPOSITE

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

FOR THE PERIOD 01 APRIL 2013 THROUGH 31 MARCH 2014

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY ID</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PROCEEDS</u>
	*	INDICATES PENDING SETTLEMENT		
	**	INDICATES TRANSACTION PENDING IN PRIOR YEAR		
10,000.0000	92343VBG8	VERIZON COMMUNICATIONS INC 3.850% 11/01/2042 DD 11/07/12	8,435.90-	8,115.80
10,000.0000	92343VAW4	VERIZON COMMUNICATIONS INC 6.000% 04/01/2041 DD 03/28/11	12,269.60-	11,035.50
777.1000	949746RC7	WELLS FARGO & CO 144A 4.480% 01/16/2024 DD 11/26/13	776.18-	777.10
10,000.0000	94988QAG6	WELLS FARGO COMMERCIAL LC12 A4 VAR RT 07/15/2046 DD 07/01/13	10,299.24-	10,466.41
7.0000	XXF210F5J	3MO EURO EURIBOR FUTURE (LIF) EXP JUN 15	.00	607.34
9.0000	99F167L4C	90DAY EURODOLLAR FUTURE (CME) EXP DEC 14	.00	5,187.50-
6.0000	99F167L5C	90DAY EURODOLLAR FUTURE (CME) EXP DEC 15	.00	12,537.50
18.0000	99F167C5C	90DAY EURODOLLAR FUTURE (CME) EXP MAR 15	.00	11,737.50

**SCHEDULE OF REPORTABLE TRANSACTIONS**  
**Schedule H, line 4j**



# BNY MELLON

TRDNFL NFLGCALL1000 5500 FINAL 094123

2014-03-31 CYCLE 2 09:41:25 RUN DATE: 16-JUL-14

NFL GCALL10  
BERT BELL/PETE ROZELLE NFL RET  
OVERALL COMPOSITE

SINGLE TRANSACTIONS IN EXCESS OF FIVE PERCENT  
OF THE CURRENT VALUE OF THE PLAN ASSETS  
FOR THE PERIOD 01 APRIL 2013 THROUGH 31 MARCH 2014

PAGE: 1  
T6400

TRAN CODE	SHARES/ PAR VALUE	SECURITY DESCRIPTION	TRANSACTION EXPENSE	COST OF PURCHASES	PROCEEDS FROM SALES	COST OF ASSETS DISPOSED	GAIN/LOSS
B	299,764,382.00	EB TEMP INV FD VAR RT 12/31/49 FEE CL 15	.00	299,764,382.00	.00	.00	.00
S	130,993,872.38	EB TEMP INV FD VAR RT 12/31/49 FEE CL 15	.00	.00	130,993,872.38	130,993,872.38	.00



# BNY MELLON

TRDNFL NFLGCALL1000 5500 FINAL 094123

2014-03-31 CYCLE 2 09:41:25 RUN DATE: 16-JUL-14

NFL GCALL10  
BERT BELL/PETE ROZELLE NFL RET  
OVERALL COMPOSITE

SERIES OF TRANSACTIONS IN EXCESS OF FIVE PERCENT  
OF THE CURRENT VALUE OF THE PLAN ASSETS  
FOR THE PERIOD 01 APRIL 2013 THROUGH 31 MARCH 2014

PAGE: 1  
T6500

			5% VALUE:		70,187,237.88		
TRAN COUNT	SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST OF PURCHASES	PROCEEDS FROM SALES	COST OF ASSETS DISPOSED	GAIN/LOSS	
15	7,373,626.72	PIMCO DIVERSIFIED INCOME FUND INSTITUTIO	87,294,014.26	.00	.00	.00	
11	4,233,422.40	PIMCO DIVERSIFIED INCOME FUND INSTITUTIO	.00	49,529,000.00	49,332,812.48	196,187.52	
2	186,754.87	EB DV NSL SIF	41,488,040.80	.00	.00	.00	
20	181,941.52	EB DV NSL SIF	.00	41,678,153.07	40,418,764.30	1,259,388.77	
604	467,578,830.97	EB TEMP INV FD VAR RT 12/31/49 FEE CL 15	467,578,830.97	.00	.00	.00	
628	366,428,179.28	EB TEMP INV FD VAR RT 12/31/49 FEE CL 15	.00	366,428,179.28	366,428,179.28	.00	
1	20,475.63	EB DV STOCK INDEX FUND	40,999,999.34	.00	.00	.00	
6	21,012.22	EB DV STOCK INDEX FUND	.00	42,639,046.03	41,922,211.30	716,834.73	
5	99,602,869.62	COMMIT TO PUR MUTUAL FD	99,602,869.62	.00	.00	.00	
6	134,668,921.62	COMMIT TO PUR MUTUAL FD	.00	134,668,921.62	134,668,921.62	.00	

**Bert Bell/Pete Rozelle NFL Player Retirement Plan**  
**EIN/PN: 13-6043636/001**  
**Schedule MB Line 8b**

**Schedule of Active Participant Data**

Attained Age	Years of Credited Service										Total
	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	
0 to 19	0	0	0	0	0	0	0	0	0	0	0
20 to 24	0	661	0	0	0	0	0	0	0	0	661
25 to 29	0	677	436	0	0	0	0	0	0	0	1,113
30 to 34	0	9	225	115	0	0	0	0	0	0	349
35 to 39	0	0	3	31	15	0	0	0	0	0	49
40 to 44	0	0	0	0	1	1	0	0	0	0	2
45 to 49	0	0	0	0	0	0	0	0	0	0	0
50 to 54	0	0	0	0	0	0	0	0	0	0	0
55 to 59	0	0	0	0	0	0	0	0	0	0	0
60 to 64	0	0	0	0	0	0	0	0	0	0	0
65 to 69	0	0	0	0	0	0	0	0	0	0	0
70 & up	0	0	0	0	0	0	0	0	0	0	0
Total	0	1,347	664	146	16	1	0	0	0	0	2,174

**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.

<b><u>Retirement Age:</u></b>	<b><u>Player with Pre-93 Season Rate</u></b>	<b><u>Player without Pre-93 Season Rate</u></b>
<b><u>Age</u></b>		
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:** \$15,936,769. 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.



BNY MELLON

TRDNFL NFLGCALL1000 5500 FINAL 094123 SINGLE TRANSACTIONS IN EXCESS OF FIVE PERCENT  
OF THE CURRENT VALUE OF THE PLAN ASSETS  
FOR THE PERIOD 01 APRIL 2013 THROUGH 31 MARCH 2014  
NFL GCALL10  
BERT BELL/PETE ROZELLE NFL RET  
OVERALL COMPOSITE

2014-03-31 CYCLE 2 09:41:25 RUN DATE: 16-JUL-14  
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T6400

		5% VALUE:		70,187,237.88			
TRAN CODE	SHARES/ PAR VALUE	SECURITY DESCRIPTION	TRANSACTION EXPENSE	COST OF PURCHASES	PROCEEDS FROM SALES	COST OF ASSETS DISPOSED	GAIN/LOSS
B	299,764,382.00	EB TEMP INV FD VAR RT 12/31/49 FEE CL 15	.00	299,764,382.00	.00	.00	.00
S	130,993,872.38	EB TEMP INV FD VAR RT 12/31/49 FEE CL 15	.00	.00	130,993,872.38	130,993,872.38	.00





# BNY MELLON

TRDNFL NFLGCALL1000 5500 FINAL 094123 2014-03-31 CYCLE 2 09:41:25 RUN DATE: 16-JUL-14  
SERIES OF TRANSACTIONS IN EXCESS OF FIVE PERCENT  
OF THE CURRENT VALUE OF THE PLAN ASSETS  
FOR THE PERIOD 01 APRIL 2013 THROUGH 31 MARCH 2014  
PAGE: 1  
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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:		GAIN/LOSS
				PROCEEDS FROM SALES	COST OF ASSETS DISPOSED	
15	7,373,626.72	PIMCO DIVERSIFIED INCOME FUND INSTITUTIO	87,294,014.26	.00	.00	.00
11	4,233,422.40	PIMCO DIVERSIFIED INCOME FUND INSTITUTIO	.00	49,529,000.00	49,332,812.48	196,187.52
2	186,754.87	EB DV NSL SIF	.00	.00	.00	.00
20	181,941.52	EB DV NSL SIF	41,488,040.80	41,678,153.07	40,418,764.30	1,259,388.77
604	467,578,830.97	EB TEMP INV FD VAR RT 12/31/49 FEE CL 15	467,578,830.97	.00	.00	.00
628	366,428,179.28	EB TEMP INV FD VAR RT 12/31/49 FEE CL 15	.00	366,428,179.28	366,428,179.28	.00
1	20,475.63	EB DV STOCK INDEX FUND	40,999,999.34	.00	.00	.00
6	21,012.22	EB DV STOCK INDEX FUND	.00	42,639,046.03	41,922,211.30	716,834.73
5	99,602,869.62	COMMIT TO PUR MUTUAL FD	99,602,869.62	.00	.00	.00
6	134,668,921.62	COMMIT TO PUR MUTUAL FD	.00	134,668,921.62	134,668,921.62	.00



**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

**2013****This Form is Open to Public  
Inspection**

For calendar plan year 2013 or fiscal plan year beginning 04/01/2013 and ending 03/31/2014

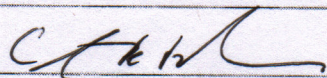
► Round off amounts to nearest dollar.

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

<b>A</b> Name of plan		<b>B</b> Three-digit plan number (PN) ►	001
Bert Bell / Pete Rozelle NFL Player Retirement Plan			
<b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF		<b>D</b> Employer Identification Number (EIN) 13-6043636	
Retirement Board of Bert Bell/Pete Rozelle NFL Player Retirement Plan			
<b>E</b> Type of plan: (1) <input checked="" type="checkbox"/> Multiemployer Defined Benefit (2) <input type="checkbox"/> Money Purchase (see instructions)			
<b>1a</b> Enter the valuation date: Month <u>4</u> Day <u>1</u> Year <u>2013</u>			
<b>b</b> Assets			
(1) Current value of assets	<b>1b(1)</b>	1,401,307,960	
(2) Actuarial value of assets for funding standard account	<b>1b(2)</b>	1,370,972,863	
<b>c</b> (1) Accrued liability for plan using immediate gain methods	<b>1c(1)</b>	2,835,418,564	
(2) Information for plans using spread gain methods:			
(a) Unfunded liability for methods with bases	<b>1c(2)(a)</b>		
(b) Accrued liability under entry age normal method	<b>1c(2)(b)</b>		
(c) Normal cost under entry age normal method	<b>1c(2)(c)</b>		
(3) Accrued liability under unit credit cost method	<b>1c(3)</b>	2,835,418,564	
<b>d</b> Information on current liabilities of the plan:			
(1) Amount excluded from current liability attributable to pre-participation service (see instructions)	<b>1d(1)</b>		
(2) "RPA '94" information:			
(a) Current liability	<b>1d(2)(a)</b>	5,278,723,889	
(b) Expected increase in current liability due to benefits accruing during the plan year	<b>1d(2)(b)</b>	76,861,205	
(c) Expected release from "RPA '94" current liability for the plan year	<b>1d(2)(c)</b>		
(3) Expected plan disbursements for the plan year	<b>1d(3)</b>	178,494,956	

**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

Christopher E. Flohr

Type or print name of actuary

Aon Hewitt

500 East Pratt Street

Firm name

Baltimore

Address of the firm

MD 21202

CEP

12/22/2014

Date

14-06359

Most recent enrollment number

(410) 547-2800

Telephone number (including area code)

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) 2013

v. 130118



**2** Operational information as of beginning of this plan year:

<b>a</b> Current value of assets (see instructions) .....	<b>2a</b>	1,401,307,960
<b>b</b> "RPA '94" current liability/participant count breakdown:		
<b>(1)</b> For retired participants and beneficiaries receiving payment .....	<b>(1) Number of participants</b>	<b>(2) Current liability</b>
	4,060	1,859,046,710
<b>(2)</b> For terminated vested participants .....	5,782	2,688,042,755
<b>(3)</b> For active participants:		
<b>(a)</b> Non-vested benefits .....		61,140,241
<b>(b)</b> Vested benefits .....		670,494,183
<b>(c)</b> Total active .....	2,174	731,634,424
<b>(4)</b> Total .....	12,016	5,278,723,889
<b>c</b> If the percentage resulting from dividing line 2a by line 2b(4), column (2), is less than 70%, enter such percentage .....	<b>2c</b>	26.55 %

**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
03/28/2014	299,724,223				
<b>Totals ▶</b>			<b>3(b)</b>	299,724,223	<b>3(c)</b>
					0

**4** Information on plan status:

<b>a</b> 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: .....	<b>4a</b>	E
<b>b</b> Funded percentage for monitoring plan's status (line 1b(2) divided by line 1c(3)) .....	<b>4b</b>	48.4 %
<b>c</b> Is the plan making the scheduled progress under any applicable funding improvement or rehabilitation plan? .....		<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
<b>d</b> If the plan is in critical status, were any adjustable benefits reduced? .....		<input type="checkbox"/> Yes <input type="checkbox"/> No
<b>e</b> If line d is "Yes," enter the reduction in liability resulting from the reduction in adjustable benefits, measured as of the valuation date .....	<b>4e</b>	

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

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

<b>k</b> If box h is checked, enter period of use of shortfall method .....	<b>5k</b>	
<b>l</b> Has a change been made in funding method for this plan year? .....		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
<b>m</b> 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
<b>n</b> 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 .....	<b>5n</b>	

**6** Checklist of certain actuarial assumptions:

<b>a</b> Interest rate for "RPA '94" current liability .....	<b>6a</b>	3.69 %
<b>b</b> Rates specified in insurance or annuity contracts .....		
	Pre-retirement	Post-retirement
	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> N/A	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> N/A
<b>c</b> Mortality table code for valuation purposes:		
<b>(1)</b> Males .....	<b>6c(1)</b>	A
<b>(2)</b> Females .....	<b>6c(2)</b>	A
<b>d</b> Valuation liability interest rate .....	<b>6d</b>	7.25 %
<b>e</b> Expense loading .....	<b>6e</b>	47.6 % <input type="checkbox"/> N/A
<b>f</b> Salary scale .....	<b>6f</b>	% <input checked="" type="checkbox"/> N/A
<b>g</b> Estimated investment return on actuarial value of assets for year ending on the valuation date .....	<b>6g</b>	3.5 %
<b>h</b> Estimated investment return on current value of assets for year ending on the valuation date .....	<b>6h</b>	7.8 %

**7** New amortization bases established in the current plan year:

(1) Type of base	(2) Initial balance	(3) Amortization Charge/Credit
3	12,023,238	1,250,357
1	112,644,876	11,714,505

**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

33,473,934

**c** Amortization charges as of valuation date:

(1) All bases except funding waivers and certain bases for which the amortization period has been extended.....

9c(1)

Outstanding balance

2,067,723,526

240,448,528

(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

19,859,378

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

9e

293,781,840

**Credits to funding standard account:**

**f** Prior year credit balance, if any.....

9f

351,051,681

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

9g

299,724,223

**h** Amortization credits as of valuation date.....

9h

Outstanding balance

252,226,144

47,373,516

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

9i

29,058,302

**j** Full funding limitation (FFL) and credits:

(1) ERISA FFL (accrued liability FFL).....

9j(1)

1,983,021,736

(2) "RPA '94" override (90% current liability FFL).....

9j(2)

3,548,873,199

(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

727,207,722

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

9m

433,425,882

**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 2013 plan year .....	<b>9o(1)</b>	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.....	<b>9o(2)(a)</b>	0
(b) Reconciliation amount (line 9o(3) balance minus line 9o(2)(a)) .....	<b>9o(2)(b)</b>	0
(3) Total as of valuation date .....	<b>9o(3)</b>	0
<b>10</b> Contribution necessary to avoid an accumulated funding deficiency. (See instructions.) .....	<b>10</b>	
<b>11</b> 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

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

**Illustration Supporting Actuarial Certification of Status**

- I. *2013 Plan Year*
- |                      |                 |
|----------------------|-----------------|
| Valuation Date       | 04/01/2013      |
| Funded Percentage    | 49.1%           |
| Value of Assets      | \$1,372,089,059 |
| Value of Liabilities | \$2,796,413,820 |
- 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**

	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>
Valuation Date	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	65%	62%	61%	63%	67%	70%	73%	80%
Updated FIP Funded Percentage	56%	62%	68%	73%	78%	80%	80%	81%

**Bert Bell/Pete Rozelle NFL Player Retirement Plan**  
EIN/PN: 13-6043636/001  
Schedule MB Line 8b

**Schedule of Active Participant Data**

Attained Age	Years of Credited Service										Total
	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	
0 to 19	0	0	0	0	0	0	0	0	0	0	0
20 to 24	0	661	0	0	0	0	0	0	0	0	661
25 to 29	0	677	436	0	0	0	0	0	0	0	1,113
30 to 34	0	9	225	115	0	0	0	0	0	0	349
35 to 39	0	0	3	31	15	0	0	0	0	0	49
40 to 44	0	0	0	0	1	1	0	0	0	0	2
45 to 49	0	0	0	0	0	0	0	0	0	0	0
50 to 54	0	0	0	0	0	0	0	0	0	0	0
55 to 59	0	0	0	0	0	0	0	0	0	0	0
60 to 64	0	0	0	0	0	0	0	0	0	0	0
65 to 69	0	0	0	0	0	0	0	0	0	0	0
70 & up	0	0	0	0	0	0	0	0	0	0	0
Total	0	1,347	664	146	16	1	0	0	0	0	2,174



**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 4/01/2013						
Type*	Date	Initial Years	Original Amount	Annual Payment	Remaining Years	Outstanding Balance
<b>Charges</b>						
IL	03/31/1977	40	\$27,413,000	\$1,780,787	3.00	\$4,989,347
PA	11/01/1977	40	1,692,600	112,808	3.42	354,962
PA	02/01/1979	40	651,600	43,341	4.83	184,008
PA	03/31/1989	30	1,303,288	93,144	5.00	406,859
PA	03/31/1992	30	124,393,450	8,968,644	8.00	56,884,829
PA	04/01/1993	30	5,579,111	428,686	10.00	3,192,237
PA	04/01/1994	30	23,799,617	1,833,394	11.00	14,562,893
PA	04/01/1998	30	50,168,724	3,864,728	15.00	37,162,627
EL	04/01/1999	15	8,158,287	848,421	1.00	848,424
EL	04/01/2001	15	27,102,402	2,818,515	3.00	7,896,833
PA	04/01/2002	30	125,518,055	9,669,234	19.00	105,202,214
EL	04/01/2002	15	29,562,857	3,074,390	4.00	11,105,845
EL	04/01/2003	15	60,394,203	6,280,696	5.00	27,435,221
EL	04/01/2004	15	14,620,943	1,520,505	6.00	7,713,367
EL	04/01/2005	15	17,333,722	1,802,621	7.00	10,328,965
EL	04/01/2006	15	15,903,903	1,653,927	8.00	10,490,246
PA	04/01/2006	30	233,549,828	17,991,420	23.00	212,939,726
CA	04/01/2007	15	57,655,763	5,995,912	9.00	41,454,995
EL	04/01/2007	15	8,876,667	923,129	9.00	6,382,401
PA	04/01/2008	15	19,605,761	2,038,901	10.00	15,182,692
EL	04/01/2008	15	31,424,147	3,267,955	10.00	24,334,838
EL	04/01/2009	15	333,980,469	34,732,303	11.00	275,883,145
CA	04/01/2011	15	187,478,376	19,496,816	13.00	172,311,504
CF	04/01/2011	15	124,853,059	12,984,095	13.00	114,752,533
EL	04/01/2011	15	162,030,373	16,850,351	13.00	148,922,227
PA	04/01/2012	15	606,219,701	63,043,825	14.00	582,556,127
EL	04/01/2012	15	51,590,150	5,365,118	14.00	49,576,347
PA	04/01/2013	15	12,023,238	1,250,357	15.00	12,023,238
EL	04/01/2013	15	112,644,876	11,714,505	15.00	112,644,876
Total Amortization Charges:				\$240,448,528		\$2,067,723,526

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 4/01/2013
Type*	Date	Initial Years	Original Amount	Annual Payment	Remaining Years	Outstanding Balance
<b>Credits</b>						
CF	03/31/1980	37	\$1,375,300	\$91,263	3.00	\$255,692
CF	04/01/1993	30	55,410,763	4,257,640	10.00	31,704,527
CA	04/01/1994	30	83,007,633	6,394,461	11.00	50,792,009
EG	04/01/2000	15	22,918,036	2,383,361	2.00	4,605,621
EG	04/01/2007	10	191,088,768	25,661,537	4.00	92,699,095
CF	04/01/2010	15	82,554,483	8,585,254	12.00	72,169,200
Total Amortization Credits:				\$47,373,516		\$252,226,144

\* 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

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

Plan Sponsor: Retirement Board of Bert Bell/ Pete Rozelle NFL Player Retirement Plan  
Address: NFL Player Benefits  
200 St. Paul Street, 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, 2013 – March 31, 2014

**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, 2013 is estimated to be less than 80%. As of April 1, 2013 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, 2013, 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, 2012, except as noted below. Unaudited financial statements as of March 31, 2013 were used to determine the Plans assets. 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, 2013 in accordance with the provisions of the Pension Protection Act of 2006. I am an Enrolled Actuary 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

6/28/2013  
Date

Alvin K. Winters, FSA, EA, MAAA  
Name of Actuary

11-06620  
Enrollment Number

Aon Hewitt  
500 East Pratt Street  
Baltimore, MD 21202  
Telephone: 410-547-2916  
e-mail: al.winters@aonhewitt.com

**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)**

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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>Player with Pre-93 Season Rate</u>	<u>Player without Pre-93 Season Rate</u>
<u>Age</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: \$15,936,769. 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:** 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

## 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.

## Summary of Plan Provisions (continued)

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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)

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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 4c**

**Illustration Supporting Scheduled Progress with Funding Improvement Plan**

	<i>2014</i> <i>Plan year</i>	<i>2015</i> <i>Plan year</i>	<i>2016</i> <i>Plan year</i>	<i>2017</i> <i>Plan year</i>	<i>2018</i> <i>Plan year</i>	<i>2019</i> <i>Plan year</i>	<i>2020</i> <i>Plan year</i>	<i>2021</i> <i>Plan year</i>
<b>Valuation Date</b>	04/01/2014	04/01/2015	04/01/2016	04/01/2017	04/01/2018`	04/01/2019	04/01/2020	04/01/2021
<b>Original FIP Funded Percentage</b>	65%	62%	61%	63%	67%	70%	73%	80%
<b>Updated FIP Funded Percentage</b>	56%	62%	68%	73%	78%	80%	80%	81%

**Bert Bell/Pete Rozelle NFL Player Retirement Plan**

EIN/PN: 13-6043636/001

Schedule MB Line 6

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**Summary of Plan Provisions**

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**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)**

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**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)**

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**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)**

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**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.



# BNY MELLON

TRDNFL NFLGCALL1000 5500 FINAL 094123 5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR 2014-03-31 CYCLE 2 09:41:25 RUN DATE: 16-JUL-14  
NFL GCALL10 REVALUED COST 31 MARCH 2014  
BERT BELL/PETE ROZELLE NFL RET  
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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
<u>INTEREST-BEARING CASH</u>					
0.1300	AUD (AUSTRALIAN DOLLARS)	0.14	0.0000	0.12	0.02-
0.2300	NZD (NEW ZEALAND DOLLAR)	0.19	0.0000	0.20	0.01
31,311.2800	EUR CURRENCY AT BROKER	40,368.90	0.0000	43,154.77	2,785.87
7,468.9300	BNY MELLON CASH RESERVE 0.010% 12/31/2049 DD 06/26/97	7,468.93	100.0000	7,468.93	0.00
51,335.9300	LEHMAN PROXY WAMCO - REC	256.68	0.2599	13,347.29	13,090.61
2,311,800.3200	CASH ON DEPOSIT-CUSTODIAN	2,311,800.32	1.0000	2,311,800.32	0.00
TOTAL INTEREST-BEARING CASH		2,359,895.16		2,375,771.63	15,876.47
<u>U. S. GOVERNMENT SECURITIES</u>					
110,000.0000	FEDERAL HOME LN MTG CORP 5.625% 11/23/2035 DD 11/22/05	123,659.80	106.6970	117,366.70	6,293.10-
120,000.0000	FEDERAL HOME LN MTG CORP 6.750% 03/15/2031 DD 10/25/00	180,367.20	139.2190	167,062.80	13,304.40-
40,000.0000	FEDERAL HOME LN MTG CORP 1.350% 04/29/2014 DD 04/01/11	40,497.20	100.0980	40,039.20	458.00-
110,000.0000	FEDERAL NATL MTG ASSN 0.000% 10/09/2019 DD 10/09/84	97,483.10	86.0870	94,695.70	2,787.40-
130,000.0000	FEDERAL NATL MTG ASSN 6.250% 05/15/2029 DD 05/15/99	184,618.20	131.4950	170,943.50	13,674.70-



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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>
99,320.5000	FHLMC MULTICLASS MTG K024 X1 VAR RT 09/25/2022 DD 01/01/13	6,702.08	5.8630	5,823.16	878.92-
20,000.0000	FEDERAL HOME LN MTG CORP 1.250% 10/02/2019 DD 10/02/12	19,058.50	95.7810	19,156.20	97.70
300,000.0000	TENNESSEE VALLEY AUTH BD 5.980% 04/01/2036 DD 04/18/96	413,919.00	123.5520	370,656.00	43,263.00-
50,000.0000	TENNESSEE VALLEY AUTH BD 5.250% 09/15/2039 DD 09/15/09	63,796.50	113.2390	56,619.50	7,177.00-
90,000.0000	TENNESSEE VALLEY AUTH BD 4.625% 09/15/2060 DD 09/15/10	102,335.40	97.8160	88,034.40	14,301.00-
110,000.0000	TENNESSEE VALLEY AUTH BD 3.875% 02/15/2021 DD 02/08/11	127,580.20	107.7830	118,561.30	9,018.90-
97,390.8000	US TREAS-CPI INFLAT 2.125% 02/15/2040 DD 02/15/10	136,543.83	119.7340	116,609.90	19,933.93-
103,508.0000	US TREAS-CPI INFLAT 0.750% 02/15/2042 DD 02/15/12	107,968.07	87.1410	90,197.91	17,770.16-
1,113,000.0000	U S TREASURY BOND 2.750% 08/15/2042 DD 08/15/12	1,032,652.53	85.3750	950,223.75	82,428.78-
670,000.0000	U S TREASURY BONDS 3.625% 02/15/2044 DD 02/15/14	665,166.56	101.1560	677,745.20	12,578.64
10,035.6000	US TREAS-CPI 1.375% 02/15/2044 DD 02/15/14	9,755.76	102.0470	10,241.03	485.27
1,340,000.0000	U S TREASURY NOTE 2.000% 11/30/2020 DD 11/30/13	1,325,517.77	98.5000	1,319,900.00	5,617.77-





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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>
320,000.0000	U S TREASURY NOTE 2.125% 01/31/2021 DD 01/31/14	319,612.50	99.0230	316,873.60	2,738.90-
190,000.0000	U S TREASURY NOTE 2.750% 02/15/2024 DD 02/15/14	190,337.99	100.2190	190,416.10	78.11
30,000.0000	U S TREASURY NOTE 2.000% 02/28/2021 DD 02/28/14	29,423.44	98.1020	29,430.60	7.16
421,875.4000	US TREAS-CPI INFLAT 2.000% 07/15/2014 DD 07/15/04	434,673.41	101.6330	428,764.63	5,908.78-
50,000.0000	U S TREASURY NOTE 1.500% 02/28/2019 DD 02/28/14	49,855.85	99.0000	49,500.00	355.85-
1,390,000.0000	U S TREASURY NTS 1.625% 03/31/2019 DD 03/31/14	1,384,030.16	99.4920	1,382,938.80	1,091.36-
150,000.0000	U S TREASURY NOTE 3.625% 08/15/2019 DD 08/15/09	166,781.25	109.1800	163,770.00	3,011.25-
420,000.0000	U S TREASURY NOTE 1.500% 08/31/2018 DD 08/31/11	417,292.97	99.8130	419,214.60	1,921.63
40,000.0000	U S TREASURY NOTE 0.750% 10/31/2017 DD 10/31/12	40,115.60	98.3830	39,353.20	762.40-
1,250,000.0000	U S TREASURY NOTES 2.000% 09/30/2020 DD 09/30/13	1,247,687.50	98.8130	1,235,162.50	12,525.00-
300,000.0000	COMMIT TO PUR FNMA SF MTG 3.000% 04/01/2029 DD 04/01/14	308,578.13	102.7190	308,157.00	421.13-
400,000.0000	COMMIT TO PUR FNMA SF MTG 3.500% 04/01/2029 DD 04/01/14	420,531.25	104.8440	419,376.00	1,155.25-



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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
300,000.0000	COMMIT TO PUR FNMA SF MTG 4.000% 05/01/2044 DD 05/01/14	310,437.50	103.5780	310,734.00	296.50
1,500,000.0000	COMMIT TO PUR FNMA SF MTG 4.500% 05/01/2044 DD 05/01/14	1,594,164.06	106.3130	1,594,695.00	530.94
400,000.0000	COMMIT TO PUR FNMA SF MTG 5.000% 05/01/2044 DD 05/01/14	434,937.50	108.7580	435,032.00	94.50
100,000.0000	COMMIT TO PUR GNMA SF MTG 3.500% 04/15/2044 DD 04/01/14	101,890.63	102.0160	102,016.00	125.37
700,000.0000	COMMIT TO PUR FHLMC GOLD SFM 3.000% 05/01/2044 DD 05/01/14	672,000.00	96.0980	672,686.00	686.00
300,000.0000	COMMIT TO PUR GNMA II JUMBOS 3.500% 04/20/2044 DD 04/01/14	306,437.50	102.0470	306,141.00	296.50-
600,000.0000	COMMIT TO PUR GNMA II JUMBOS 4.000% 04/20/2044 DD 04/01/14	631,218.75	105.0780	630,468.00	750.75-
400,000.0000	COMMIT TO PUR GNMA II JUMBOS 4.500% 04/20/2044 DD 04/01/14	431,906.25	107.7970	431,188.00	718.25-
110,769.3100	FHLMC POOL #A7-4793 5.000% 03/01/2038 DD 03/01/08	119,141.23	108.4890	120,172.52	1,031.29
267,573.3620	FHLMC POOL #G0-2427 5.500% 12/01/2036 DD 11/01/06	289,332.99	109.7799	293,741.97	4,408.98
9,550.1950	FHLMC POOL #G0-4222 5.500% 04/01/2038 DD 04/01/08	10,326.16	109.7918	10,485.34	159.18
63,239.7270	FHLMC POOL #G0-6172 5.500% 12/01/2038 DD 11/01/10	68,491.20	109.7710	69,418.88	927.68



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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
135,858.0660	FHLMC POOL #G0-6409 6.000% 11/01/2039 DD 04/01/11	148,961.52	110.9960	150,797.02	1,835.50
35,748.3170	FHLMC POOL #G0-6669 6.500% 09/01/2039 DD 08/01/11	40,620.49	112.0160	40,043.83	576.66-
56,140.0600	FHLMC POOL #G0-7117 6.000% 10/01/2036 DD 09/01/12	62,696.59	112.5160	63,166.55	469.96
61,754.2800	FHLMC POOL #G0-7335 7.000% 03/01/2039 DD 04/01/13	72,908.65	109.4050	67,562.27	5,346.38-
18,828.2000	FHLMC POOL #1N-1447 VAR RT 02/01/2037 DD 04/01/07	19,878.87	105.4740	19,858.86	20.01-
45,903.2200	FHLMC POOL #1N-1463 VAR RT 05/01/2037 DD 05/01/07	48,508.28	105.2090	48,294.32	213.96-
43,825.0700	FHLMC POOL #1N-1582 VAR RT 05/01/2037 DD 06/01/07	46,119.81	105.8120	46,372.18	252.37
14,790.4090	FHLMC POOL #A3-9304 5.500% 11/01/2035 DD 11/01/05	16,111.12	109.8240	16,243.42	132.30
97,420.2700	FHLMC POOL #U6-2476 3.500% 04/01/2043 DD 04/01/13	102,747.93	99.8440	97,268.29	5,479.64-
96,173.1600	FHLMC POOL #U9-0155 4.000% 09/01/2042 DD 09/01/12	105,485.70	103.1710	99,222.81	6,262.89-
93,463.5300	FHLMC POOL #U9-0316 4.000% 10/01/2042 DD 10/01/12	102,513.54	103.1740	96,430.06	6,083.48-
95,019.2580	FHLMC POOL #U9-0503 3.500% 11/01/2042 DD 11/01/12	100,696.61	99.7360	94,768.41	5,928.20-



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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
97,014.4940	FHLMC POOL #U9-0772 3.500% 01/01/2043 DD 01/01/13	102,811.09	99.7370	96,759.35	6,051.74-
95,856.3930	FHLMC POOL #Q1-7792 3.500% 05/01/2043 DD 04/01/13	102,656.22	100.6200	96,450.70	6,205.52-
90,754.3300	FNMA GTD REMIC P/T 12-133 IO VAR RT 12/25/2042 DD 11/25/12	24,548.18	21.2290	19,266.24	5,281.94-
232,874.7000	FNMA GTD REMIC P/T 13-9 BC 6.500% 07/25/2042 DD 01/01/13	278,371.41	111.5050	259,666.93	18,704.48-
184,673.1100	FNMA GTD REMIC P/T 13-9 CB 5.500% 04/25/2042 DD 01/01/13	213,336.23	110.8240	204,662.13	8,674.10-
102,272.6250	FNMA GTD REMIC P/T 13-70 JZ 3.000% 07/25/2043 DD 06/01/13	72,624.94	77.6280	79,392.19	6,767.25
95,355.5110	FNMA GTD REMIC P/T 13-67 KS IO VAR RT 07/25/2043 DD 06/25/13	22,110.56	22.1010	21,074.52	1,036.04-
230,967.7680	FNMA GTD REMIC P/T 11-87 SG VAR RT 04/25/2040 DD 08/25/11	51,823.40	18.1420	41,902.17	9,921.23-
124,570.1400	FNMA GTD REMIC P/T 11-90 QI 5.000% 05/25/2034 DD 08/01/11	17,241.70	13.4510	16,755.93	485.77-
215,763.0600	FNMA GTD REMIC P/T 11-96 IO VAR RT 10/25/2041 DD 09/25/11	40,147.07	15.8860	34,276.12	5,870.95-
63,929.6200	FNMA GTD REMIC P/T 12-28 B 6.500% 06/25/2039 DD 02/01/12	71,608.16	111.1150	71,035.40	572.76-
116,054.0700	FNMA GTD REMIC P/T 12-46 BA 6.000% 05/25/2042 DD 04/01/12	127,653.62	110.1290	127,809.19	155.57



BNY MELLON

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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>
109,327.3800	FNMA GTD REMIC P/T 12-51 B 7.000% 05/25/2042 DD 04/01/12	124,366.40	110.9500	121,298.73	3,067.67-
76,089.4500	FNMA GTD REMIC P/T 12-74 IO VAR RT 03/25/2042 DD 06/25/12	14,467.59	15.3660	11,691.90	2,775.69-
83,385.4300	FNMA GTD REMIC P/T 12-70 IO VAR RT 02/25/2041 DD 06/25/12	19,802.43	18.4530	15,387.11	4,415.32-
406,162.4800	FNMA GTD REMIC P/T 12-101 AI 3.000% 06/25/2027 DD 08/01/12	50,648.39	11.8850	48,272.41	2,375.98-
139,134.9500	FNMA GTD REMIC P/T 409 C2 IO 3.000% 04/25/2027 DD 06/01/12	13,675.52	12.3870	17,234.65	3,559.13
125,973.0380	FNMA POOL # 3.500% 11/25/2041 DD 06/01/12	20,151.41	21.9500	27,651.08	7,499.67
128,541.0100	FNMA GTD REMIC P/T 409 C1 IO 4.000% 04/25/2042 DD 06/01/12	16,656.28	24.7960	31,873.03	15,216.75
49,912.6200	FNMA GTD REMIC P/T 409 C2 IO 4.500% 11/25/2039 DD 06/01/12	5,629.59	21.2580	10,610.42	4,980.83
332,693.3120	FHLMC MULTICLASS MTG 3947 SG VAR RT 10/15/2041 DD 10/15/11	80,365.35	19.8540	66,052.93	14,312.42-
153,038.9000	FHLMC MULTICLASS MTG K016 X1 VAR RT 10/25/2021 DD 12/01/11	16,543.54	9.4160	14,410.14	2,133.40-
241,331.2710	FHLMC MULTICLASS MTG 3997 SK VAR RT 11/15/2041 DD 02/15/12	56,331.62	17.8020	42,961.79	13,369.83-
117,399.8800	FHLMC MULTICLASS MTG K017 X1 VAR RT 12/25/2021 DD 03/01/12	11,582.63	8.5420	10,028.30	1,554.33-





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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
821,145.4300	FHLMC MULTICLASS MTG 4092 AIIO 3.000% 09/15/2031 DD 08/01/12	90,588.69	14.2240	116,799.73	26,211.04
129,094.1200	FHLMC MULTICLASS MTG K021 X1 VAR RT 06/25/2022 DD 11/01/12	14,263.54	9.6030	12,396.91	1,866.63 -
172,529.3620	FHLMC MULTICLASS MTG K008 X1 VAR RT 06/25/2020 DD 09/01/10	15,929.59	7.7580	13,384.83	2,544.76 -
100,402.6130	FHLMC MULTICLASS MTG 4210 Z 3.000% 05/15/2043 DD 05/01/13	81,656.64	81.6730	82,001.83	345.19
102,017.5900	FHLMC MULTICLASS MTG 4226 GZ 3.000% 07/15/2043 DD 07/01/13	77,268.37	79.4570	81,060.12	3,791.75
363,168.9160	FHLMC MULTICLASS MTG 4239 IO 3.500% 06/15/2027 DD 08/01/13	52,092.05	13.9590	50,694.75	1,397.30 -
338,430.2880	FNMA POOL #0AL0215 4.500% 04/01/2041 DD 04/01/11	370,604.90	106.7970	361,433.39	9,171.51 -
79,754.5900	FNMA POOL #0AL3414 4.500% 09/01/2041 DD 03/01/13	86,041.05	106.7550	85,142.01	899.04 -
152,854.6000	FNMA POOL #0AL3429 4.500% 06/01/2041 DD 03/01/13	164,903.00	106.7300	163,141.71	1,761.29 -
96,700.4600	FNMA POOL #0AL3572 5.000% 07/01/2041 DD 04/01/13	105,252.64	108.8310	105,240.08	12.56 -
172,170.2500	FNMA POOL #0AL4324 6.500% 05/01/2040 DD 11/01/13	190,651.65	112.1950	193,166.41	2,514.76
93,154.0900	FNMA POOL #0AP9633 2.500% 10/01/2042 DD 10/01/12	92,195.50	92.5410	86,205.73	5,989.77 -



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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
90,268.8660	FNMA POOL #0AQ4555 4.000% 12/01/2042 DD 11/01/12	98,393.06	105.8280	95,529.74	2,863.32-
92,865.9280	FNMA POOL #0AQ5369 3.500% 12/01/2042 DD 11/01/12	98,646.75	100.0460	92,908.65	5,738.10-
95,176.2700	FNMA POOL #0AQ7083 3.500% 12/01/2042 DD 12/01/12	101,100.93	100.0460	95,220.05	5,880.88-
88,918.5240	FNMA POOL #0AP0549 4.000% 07/01/2042 DD 07/01/12	97,437.74	103.9620	92,441.48	4,996.26-
94,687.2700	FNMA POOL #0AP4710 3.500% 08/01/2042 DD 08/01/12	100,226.43	99.6730	94,377.64	5,848.79-
180,180.2720	FNMA POOL #0AP4781 3.000% 09/01/2042 DD 09/01/12	186,236.08	96.6980	174,230.72	12,005.36-
95,878.8180	FNMA POOL #0AT6549 4.000% 06/01/2043 DD 06/01/13	99,384.38	104.3570	100,056.26	671.88
95,835.4800	FNMA POOL #0AT9627 4.000% 07/01/2043 DD 06/01/13	99,459.24	104.1460	99,808.82	349.58
96,239.3300	FNMA POOL #0AT9637 4.000% 07/01/2043 DD 06/01/13	99,878.37	104.1410	100,224.60	346.23
97,953.3300	FNMA POOL #0AT9653 4.000% 07/01/2043 DD 06/01/13	101,825.55	104.3210	102,185.89	360.34
98,861.0210	FNMA POOL #0AS0070 4.000% 08/01/2043 DD 07/01/13	102,135.79	103.2150	102,039.40	96.39-
112,227.9020	FHLMC MULTICLASS MTG R007 ZA 6.000% 05/15/2036 DD 05/01/06	125,615.70	111.5590	125,200.33	415.37-



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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
58,140.3800	FHLMC MULTICLASS MTG 3451 SB VAR RT 05/15/2038 DD 05/15/08	6,020.96	11.2840	6,560.56	539.60
116,288.5500	FNMA GTD REMIC P/T 11-59 NZ 5.500% 07/25/2041 DD 06/01/11	138,575.19	113.6780	132,194.50	6,380.69-
436,760.1860	FHLMC MULTICLASS MTG K007 X1 VAR RT 04/25/2020 DD 06/01/10	28,721.28	5.3340	23,296.79	5,424.49-
52,309.9850	FNMA GTD REMIC P/T 10-142 IO VAR RT 12/25/2040 DD 11/25/10	7,622.13	12.3840	6,478.07	1,144.06-
609,840.6800	FHLMC MULTICLASS MTG K006 AX1 VAR RT 01/25/2020 DD 04/01/10	35,504.85	4.8600	29,638.26	5,866.59-
57,956.5000	FHLMC MULTICLASS MTG 3621 SB VAR RT 01/15/2040 DD 01/15/10	8,510.30	15.1750	8,794.90	284.60
28,851.6490	FNMA POOL #0745959 5.500% 11/01/2036 DD 10/01/06	31,505.76	110.6090	31,912.52	406.76
87,998.7600	FNMA POOL #0836464 VAR RT 10/01/2035 DD 09/01/05	92,677.74	105.7360	93,046.37	368.63
87,939.9900	FNMA POOL #0836641 VAR RT 10/01/2035 DD 09/01/05	92,475.10	105.4560	92,738.00	262.90
18,159.2710	FNMA POOL #0888560 6.000% 11/01/2035 DD 07/01/07	20,436.95	112.4540	20,420.83	16.12-
41,999.4110	FNMA POOL #0888832 6.500% 11/01/2037 DD 10/01/07	47,444.26	113.0160	47,466.05	21.79
33,711.6580	FNMA POOL #0889117 5.000% 10/01/2035 DD 01/01/08	36,733.96	109.5890	36,944.27	210.31





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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>
30,442.2690	FNMA POOL #0890248 6.000% 08/01/2037 DD 09/01/10	34,256.33	112.4530	34,233.24	23.09-
97,099.4600	FNMA POOL #0915154 5.000% 04/01/2037 DD 04/01/07	105,701.50	108.8310	105,674.31	27.19-
13,433.4880	FNMA POOL #0934648 7.000% 11/01/2038 DD 11/01/08	15,978.24	110.4950	14,843.33	1,134.91-
6,163.0230	FNMA POOL #0985867 7.000% 08/01/2038 DD 08/01/08	7,330.54	112.6570	6,943.08	387.46-
36,350.5000	FNMA POOL #0995072 5.500% 08/01/2038 DD 11/01/08	40,364.73	110.6220	40,211.65	153.08-
50,931.2180	FNMA POOL #0AB3517 4.500% 09/01/2041 DD 08/01/11	55,773.32	106.7860	54,387.41	1,385.91-
457,966.5900	FNMA POOL #0AB6201 3.000% 09/01/2042 DD 08/01/12	473,358.78	96.6910	442,812.48	30,546.30-
94,012.1980	FNMA POOL #0AB7130 3.500% 12/01/2042 DD 11/01/12	99,864.41	100.0460	94,055.44	5,808.97-
95,529.7170	FNMA POOL #0AB9383 4.000% 05/01/2043 DD 04/01/13	99,141.94	104.1340	99,478.92	336.98
93,440.9310	FNMA POOL #0AB9683 4.000% 06/01/2043 DD 05/01/13	96,740.57	104.0420	97,217.81	477.24
206,389.0200	FNMA POOL #0MA0776 4.500% 06/01/2031 DD 05/01/11	222,900.14	108.1340	223,176.70	276.56
278,591.3700	FNMA POOL #0MA1146 4.000% 08/01/2042 DD 07/01/12	303,979.45	103.2120	287,539.72	16,439.73-



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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>
192,127.6400	FNMA POOL #0MA1372 3.500% 03/01/2043 DD 02/01/13	205,426.47	100.0460	192,216.02	13,210.45-
192,978.7300	FNMA POOL #0MA1403 3.500% 04/01/2043 DD 03/01/13	206,381.73	100.0460	193,067.50	13,314.23-
193,452.6920	FNMA POOL #0MA1436 3.500% 05/01/2043 DD 04/01/13	207,961.65	100.0460	193,541.68	14,419.97-
85,772.2650	FNMA POOL #0AE0758 7.000% 02/01/2039 DD 12/01/10	101,919.81	110.6480	94,905.30	7,014.51-
36,990.4180	GNMA II POOL #0004040 6.500% 10/20/2037 DD 10/01/07	42,600.06	112.2890	41,536.17	1,063.89-
44,772.3800	GNMA II POOL #0004195 6.000% 07/20/2038 DD 07/01/08	50,409.73	113.2510	50,705.17	295.44
287,610.8300	GNMA II POOL #0004245 6.000% 09/20/2038 DD 09/01/08	329,196.54	113.2820	325,811.30	3,385.24-
50,101.3480	GNMA II POOL #0004617 4.500% 01/20/2040 DD 01/01/10	55,490.80	107.9640	54,091.42	1,399.38-
51,872.2910	GNMA II POOL #0004696 4.500% 05/20/2040 DD 05/01/10	57,379.63	107.9500	55,996.14	1,383.49-
110,896.9100	GNMA II POOL #0004837 6.000% 10/20/2040 DD 10/01/10	125,483.23	112.1620	124,384.19	1,099.04-
56,012.6340	GNMA II POOL #0004923 4.500% 01/20/2041 DD 01/01/11	61,959.56	108.0970	60,547.98	1,411.58-
356,528.5990	GNMA II POOL #0004978 4.500% 03/20/2041 DD 03/01/11	394,381.29	108.1040	385,421.68	8,959.61-



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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
53,544.7740	GNMA 11 POOL #0783368 4.500% 07/20/2041 DD 08/01/11	58,995.17	107.7950	57,718.59	1,276.58 -
49,156.7900	GNMA GTD REMIC P/T 10-85 IO VAR RT 01/20/2040 DD 07/20/10	7,791.30	16.4120	8,067.61	276.31
155,282.0500	GNMA GTD REMIC P/T 10-H10 FC VAR RT 05/20/2060 DD 06/20/10	159,135.42	101.3390	157,361.28	1,774.14 -
250,020.6100	GNMA GTD REMIC P/T 10-H20 AF VAR RT 10/20/2060 DD 10/20/10	249,105.76	98.8300	247,095.37	2,010.39 -
222,226.8200	GNMA GTD REMIC P/T 10-H24 FA VAR RT 10/20/2060 DD 11/20/10	221,739.38	98.8780	219,733.44	2,005.94 -
118,810.2500	GNMA GTD REMIC P/T 10-H22 FE VAR RT 05/20/2059 DD 11/20/10	118,631.13	99.3890	118,084.32	546.81 -
210,155.9400	GNMA GTD REMIC P/T 11-H06 FA VAR RT 02/20/2061 DD 02/20/11	210,675.00	99.3490	208,787.82	1,887.18 -
86,063.2800	GNMA GTD REMIC P/T 11-H09 AF VAR RT 03/20/2061 DD 03/20/11	86,515.86	99.5690	85,692.35	823.51 -
169,203.8590	GNMA GTD REMIC P/T 12-100 IO VAR RT 08/16/2052 DD 08/01/12	12,055.79	6.5320	11,052.40	1,003.39 -
509,878.7920	GNMA GTD REMIC P/T 12-66 CIIQ 3.500% 02/20/2038 DD 05/01/12	77,149.70	14.4270	73,560.21	3,589.49 -
207,926.7210	GNMA GTD REMIC P/T 13-154 AB VAR RT 02/16/2044 DD 10/01/13	214,294.47	101.4540	210,949.98	3,344.49 -
69,307.7970	GNMA GTD REMIC P/T 13-153 AB VAR RT 06/16/2044 DD 10/01/13	71,430.36	101.4570	70,317.61	1,112.75 -



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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
69,257.3400	GNMA GTD REMIC P/T 13-178 A 2.250% 03/16/2035 DD 11/01/13	70,279.97	100.0580	69,297.51	982.46-
169,286.2600	GNMA GTD REMIC P/T 13-178 IO VAR RT 06/16/2055 DD 11/01/13	11,367.29	6.5290	11,052.70	314.59-
99,605.8700	GNMA GTD REMIC P/T 13-193 AB 2.000% 12/16/2049 DD 12/01/13	99,372.42	99.4400	99,048.08	324.34-
94,839.5350	GNMA GTD REMIC P/T 13-152 HSIO VAR RT 06/20/2043 DD 10/20/13	19,990.40	21.0680	19,980.79	9.61-
970,000.0000	U S TREASURY BONDS 3.750% 11/15/2043 DD 11/15/13	985,761.83	103.5310	1,004,250.70	18,488.87
120,000.0000	U S TREASURY NOTE 0.250% 12/31/2015 DD 12/31/13	119,625.60	99.8670	119,840.40	214.80
50,000.0000	U S TREASURY NOTE 1.500% 12/31/2018 DD 12/31/13	49,386.72	99.2500	49,625.00	238.28
330,000.0000	U S TREASURY NOTE 2.750% 11/15/2023 DD 11/15/13	324,989.98	100.4530	331,494.90	6,504.92
TOTAL U. S. GOVERNMENT SECURITIES		26,799,518.08		26,300,355.27	499,162.81-
CORPORATE DEBT INSTRUMENTS - PREFERRED					
40,000.0000	AT&T INC 5.500% 02/01/2018 DD 02/01/08	47,025.61	112.8270	45,130.80	1,894.81-
100,000.0000	AT&T INC 2.500% 08/15/2015 DD 07/30/10	103,867.00	102.4850	102,485.00	1,382.00-
171,432.2270	AIRSPED LTD/CAYMAN 1A G1 144A VAR RT 06/15/2032 DD 06/27/07	143,145.91	84.0000	144,003.07	857.16



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40,000.0000	AMERICA MOVIL SAB DE CV 5.625% 11/15/2017 DD 10/30/07	46,487.60	113.3750	45,350.00	1,137.60-
40,000.0000	AMERICAN EXPRESS CREDIT CORP 5.125% 08/25/2014 DD 08/25/09	42,494.40	101.8660	40,746.40	1,748.00-
130,000.0000	ANHEUSER-BUSCH INBEV WORLDWIDE 5.000% 04/15/2020 DD 03/29/10	154,165.70	112.9540	146,840.20	7,325.50-
40,000.0000	ANHEUSER-BUSCH INBEV WORLDWIDE 2.500% 07/15/2022 DD 07/16/12	39,317.20	94.4190	37,767.60	1,549.60-
50,000.0000	AVIS BUDGET RENTAL C 2A A 144A 2.802% 05/20/2018 DD 03/22/12	52,553.00	103.4180	51,709.00	844.00-
100,000.0000	AVIS BUDGET RENTAL C 3A A 144A 2.100% 03/20/2019 DD 07/31/12	102,043.00	100.5220	100,522.00	1,521.00-
120,000.0000	AVIS BUDGET RENTAL C 2A A 144A 2.970% 02/20/2020 DD 09/18/13	119,979.60	102.7460	123,295.20	3,315.60
160,000.0000	BHP BILLITON FINANCE USA LTD 3.250% 11/21/2021 DD 11/21/11	169,020.80	101.1160	161,785.60	7,235.20-
40,000.0000	BHP BILLITON FINANCE USA LTD 5.000% 09/30/2043 DD 09/30/13	39,994.00	105.8180	42,327.20	2,333.20
60,000.0000	BP CAPITAL MARKETS PLC 3.875% 03/10/2015 DD 03/10/09	63,613.80	103.2940	61,976.40	1,637.40-
10,000.0000	BP CAPITAL MARKETS PLC 3.561% 11/01/2021 DD 11/01/11	10,616.60	102.7880	10,278.80	337.80-
40,000.0000	BNP PARIBAS SA 2.375% 09/14/2017 DD 09/14/12	40,592.40	102.4230	40,969.20	376.80





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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>
140,000.0000	BAKER HUGHES INC 7.500% 11/15/2018 DD 10/28/08	183,713.60	122.8880	172,043.20	11,670.40-
70,000.0000	BANK OF AMERICA CORP 5.420% 03/15/2017 DD 03/15/07	77,571.90	110.1760	77,123.20	448.70-
10,000.0000	BANK OF AMERICA CORP 4.125% 01/22/2024 DD 01/21/14	10,131.30	101.1270	10,112.70	18.60-
130,000.0000	BANK OF AMERICA CORP 5.000% 01/21/2044 DD 01/21/14	129,733.10	102.0890	132,715.70	2,982.60
80,000.0000	BANK OF AMERICA CORP 4.000% 04/01/2024 DD 04/01/14	79,751.40	99.8820	79,905.60	154.20
60,000.0000	BANK OF AMERICA CORP 4.875% 04/01/2044 DD 04/01/14	59,943.60	100.4550	60,273.00	329.40
30,000.0000	BOEING CAPITAL CORP 4.700% 10/27/2019 DD 10/27/09	35,152.20	111.5770	33,473.10	1,679.10-
70,000.0000	BOEING CO/THE 4.875% 02/15/2020 DD 07/28/09	83,052.90	112.0040	78,402.80	4,650.10-
20,000.0000	COMMERCIAL MORTGAGE PA CR12 A4 4.046% 10/10/2046 DD 11/01/13	20,599.89	103.2950	20,659.00	59.11
20,000.0000	COMMERCIAL MORTGAGE PA CR12 AM 4.300% 10/10/2046 DD 11/01/13	20,598.62	102.8940	20,578.80	19.82-
10,000.0000	COMMERCIAL MORTGAGE PAS CR12 B VAR RT 10/10/2046 DD 11/01/13	10,299.56	103.4660	10,346.60	47.04
10,000.0000	COMMERCIAL MORTGAGE PAS CR3 A3 2.822% 10/15/2045 DD 10/01/12	10,219.14	95.6910	9,569.10	650.04-



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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>
452,483.1980	COUNTRYWIDE ASSET-BACKED 5 1A VAR RT 10/25/2034 DD 05/27/04	407,234.88	90.2830	408,515.41	1,280.53
10,000.0000	CATHOLIC HEALTH INITIATIVES 4.350% 11/01/2042 DD 10/31/12	8,901.80	91.4990	9,149.90	248.10
80,000.0000	CITIGROUP INC 5.000% 09/15/2014 DD 09/16/04	84,002.41	101.9360	81,548.80	2,453.61-
116,359.1100	CITIGROUP COMMERCIAL SMP A 144A 2.110% 01/12/2030 DD 03/01/13	119,116.76	100.7360	117,215.51	1,901.25-
100,000.0000	COMCAST CORP 6.500% 01/15/2015 DD 01/10/03	110,305.00	104.5870	104,587.00	5,718.00-
50,000.0000	COMCAST CORP 6.950% 08/15/2037 DD 08/23/07	62,062.40	129.8960	64,948.00	2,885.60
10,000.0000	COMCAST CORP 6.550% 07/01/2039 DD 06/18/09	12,045.20	124.8240	12,482.40	437.20
91,000.0000	COMM 2007-C9 MORTGAGE TR C9 A4 VAR RT 12/10/2049 DD 08/01/07	106,633.80	112.3220	102,213.02	4,420.78-
40,000.0000	CONOCOPHILLIPS HOLDING CO 6.950% 04/15/2029 DD 04/20/99	54,037.60	133.2970	53,318.80	718.80-
10,000.0000	COOPERATIVE CENTRALE RAIFFEIS 3.875% 02/08/2022 DD 02/08/12	10,548.60	103.5620	10,356.20	192.40-
40,000.0000	COOPERATIVE CENTRALE RAIFFEIS 3.375% 01/19/2017 DD 01/19/12	42,824.40	106.0180	42,407.20	417.20-
279,999.9970	CREDIT SUISSE 09-2R 1A16 144A VAR RT 09/26/2034 DD 04/01/09	281,400.00	98.6900	276,332.11	5,067.89-



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TRDNFL NFLGCALL1000 5500 FINAL 094123 5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR 2014-03-31 CYCLE 2 09:41:25 RUN DATE: 16-JUL-14  
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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>
199,073.3700	DBUBS 2011-LC3 MO LC3A XA 144A VAR RT 08/10/2044 DD 08/01/11	8,747.22	3.0850	6,141.41	2,605.81-
150,000.0000	DAIMLER FINANCE NORTH AME 144A 1.300% 07/31/2015 DD 08/01/12	151,011.00	100.6970	151,045.50	34.50
30,000.0000	JOHN DEERE CAPITAL CORP 2.250% 04/17/2019 DD 04/17/12	31,021.80	100.0870	30,026.10	995.70-
10,000.0000	JOHN DEERE CAPITAL CORP 1.700% 01/15/2020 DD 10/12/12	9,463.20	95.7600	9,576.00	112.80
160,000.0000	DIAGEO CAPITAL PLC 4.828% 07/15/2020 DD 05/14/10	187,105.60	111.1710	177,873.60	9,232.00-
100,000.0000	EFS VOLUNTEER NO 2 L 1 A2 144A VAR RT 03/25/2036 DD 05/22/12	103,988.00	102.6830	102,683.00	1,305.00-
30,000.0000	EATON CORP 1.500% 11/02/2017 DD 11/02/13	30,086.10	99.5190	29,855.70	230.40-
110,000.0000	EATON CORP 2.750% 11/02/2022 DD 11/02/13	109,893.50	94.6630	104,129.30	5,764.20-
40,000.0000	EATON CORP 4.150% 11/02/2042 DD 11/02/13	40,324.90	93.3920	37,356.80	2,968.10-
160,000.0000	EDUCATIONAL FUNDING OF TH 1 A2 VAR RT 04/25/2035 DD 05/09/11	159,100.00	100.0580	160,092.80	992.80
96,623.0200	GS MORTGAGE SECURI GC5 XA 144A VAR RT 08/10/2044 DD 10/01/11	8,139.47	6.8080	6,578.10	1,561.37-
150,000.0000	GS MORTGAGE SECURI ALOH A 144A 3.551% 04/10/2034 DD 05/01/12	157,728.00	100.7200	151,080.00	6,648.00-





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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>
60,000.0000	GS MORTGAGE SECURITIES GC16 A4 4.271% 11/10/2046 DD 11/01/13	61,797.66	105.5110	63,306.60	1,508.94
40,000.0000	GS MORTGAGE SECURITIES GC16 AS 4.649% 11/10/2046 DD 11/01/13	41,199.52	106.3820	42,552.80	1,353.28
30,000.0000	GS MORTGAGE SECURITIES GC16 B VAR RT 11/10/2046 DD 11/01/13	30,898.00	106.5830	31,974.90	1,076.90
40,000.0000	GENERAL ELECTRIC CO 0.850% 10/09/2015 DD 10/09/12	40,133.60	100.4520	40,180.80	47.20
30,000.0000	GENERAL ELECTRIC CO 4.500% 03/11/2044 DD 03/11/14	29,726.70	101.5510	30,465.30	738.60
130,000.0000	GENERAL ELECTRIC CAPITAL CORP VAR RT 11/15/2067 DD 11/15/07	137,800.03	110.0000	143,000.00	5,199.97
320,000.0000	GENERAL ELECTRIC CAPITAL CORP 6.875% 01/10/2039 DD 01/09/09	419,273.60	131.6940	421,420.80	2,147.20
30,000.0000	GENERAL ELECTRIC CAPITAL CORP 1.625% 07/02/2015 DD 07/02/12	30,512.40	101.3590	30,407.70	104.70-
50,000.0000	GLAXOSMITHKLINE CAPITAL PLC 2.850% 05/08/2022 DD 05/09/12	51,010.00	97.6280	48,814.00	2,196.00-
20,000.0000	GOLDMAN SACHS GROUP INC/THE 6.000% 05/01/2014 DD 05/06/09	21,081.20	100.4400	20,088.00	993.20-
70,000.0000	GOLDMAN SACHS GROUP INC/THE 5.375% 03/15/2020 DD 03/08/10	79,751.00	111.5740	78,101.80	1,649.20-
60,000.0000	GOLDMAN SACHS GROUP INC/THE 6.000% 06/15/2020 DD 06/03/10	70,812.60	114.8310	68,898.60	1,914.00-



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OVERALL COMPOSITE

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
20,000.0000	GOLDMAN SACHS GROUP INC/THE 6.750% 10/01/2037 DD 10/03/07	20,350.80	114.5520	22,910.40	2,559.60
140,000.0000	GOLDMAN SACHS GROUP INC/THE 6.250% 02/01/2041 DD 01/28/11	166,369.00	118.7450	166,243.00	126.00-
20,000.0000	GOLDMAN SACHS GROUP INC/THE 5.250% 07/27/2021 DD 07/27/11	22,661.40	110.6990	22,139.80	521.60-
90,000.0000	GOLDMAN SACHS GROUP INC/THE 2.375% 01/22/2018 DD 01/22/13	91,226.70	100.6640	90,597.60	629.10-
10,000.0000	GOLDMAN SACHS GROUP INC/THE 2.900% 07/19/2018 DD 07/19/13	10,056.00	101.9790	10,197.90	141.90
50,000.0000	HSBC FINANCE CORP 6.676% 01/15/2021 DD 07/15/11	59,167.00	116.6940	58,347.00	820.00-
130,000.0000	JPMORGAN CHASE & CO 1.100% 10/15/2015 DD 10/18/12	130,184.60	100.4100	130,533.00	348.40
10,000.0000	JPMORGAN CHASE & CO 4.350% 08/15/2021 DD 08/10/11	11,031.80	107.1900	10,719.00	312.80-
40,000.0000	JPMBB COMMERCIAL MORTGA C15 AS 4.420% 11/15/2045 DD 10/01/13	41,199.88	104.7560	41,902.40	702.52
10,000.0000	JPMBB COMMERCIAL MORTGAG C17 B VAR RT 01/15/2047 DD 12/01/13	10,181.98	105.7840	10,578.40	396.42
100,000.0000	JP MORGAN 13-INN A 144A VAR RT 10/15/2030 DD 10/22/13	100,000.00	100.0640	100,064.00	64.00
40,000.0000	LANDWIRTSCHAFTLICHE RENTENBANK 1.375% 10/23/2019 DD 10/23/12	39,840.00	96.2030	38,481.20	1,358.80-



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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>
116,286.1770	LONG BEACH MORTGAGE LOAN 4 AV1 VAR RT 08/25/2033 DD 07/10/03	102,622.55	92.1530	107,161.20	4,538.65
40,000.0000	MEDTRONIC INC 4.450% 03/15/2020 DD 03/16/10	45,968.00	109.7800	43,912.00	2,056.00-
60,000.0000	METLIFE INC 6.750% 06/01/2016 DD 05/29/09	70,535.40	112.1460	67,287.60	3,247.80-
10,000.0000	MORGAN STANLEY BANK OF A C7 A4 2.918% 02/15/2046 DD 01/01/13	10,102.70	95.7670	9,576.70	526.00-
20,000.0000	MORGAN STANLEY BANK C7 AS 3.214% 02/15/2046 DD 01/01/13	20,222.40	95.5070	19,101.40	1,121.00-
80,000.0000	MORGAN STANLEY CAPITAL HQ9 AM VAR RT 07/12/2044 DD 08/01/06	87,771.88	109.3040	87,443.20	328.68-
160,000.0000	MORGAN STANLEY BANK OF A C6 AS 3.476% 11/15/2045 DD 10/01/12	166,567.96	98.3900	157,424.00	9,143.96-
48,069.2430	NATIONAL COLLEGIATE STUDE 2 A4 VAR RT 11/27/2028 DD 10/28/04	46,356.78	94.3420	45,349.49	1,007.29-
270,000.0000	NATIONAL COLLEGIATE STUDE 3 A4 VAR RT 04/25/2029 DD 10/12/05	245,025.00	95.2310	257,123.70	12,098.70
50,000.0000	OCCIDENTAL PETROLEUM CORP 3.125% 02/15/2022 DD 08/18/11	52,571.51	99.3120	49,656.00	2,915.51-
40,000.0000	OCCIDENTAL PETROLEUM CORP 2.700% 02/15/2023 DD 06/22/12	40,037.20	94.4990	37,799.60	2,237.60-
80,000.0000	ORACLE CORP 1.200% 10/15/2017 DD 10/25/12	80,088.00	99.2140	79,371.20	716.80-



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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	PACIFIC GAS & ELECTRIC CO 8.250% 10/15/2018 DD 10/21/08	26,821.20	124.4910	24,898.20	1,923.00-
28,000.0000	PEPSICO INC 7.900% 11/01/2018 DD 10/24/08	37,279.48	125.5270	35,147.56	2,131.92-
80,000.0000	PEPSICO INC 0.700% 08/13/2015 DD 08/13/12	80,120.00	100.2300	80,184.00	64.00
32,000.0000	PETROBRAS INTERNATIONAL FINANC 5.750% 01/20/2020 DD 10/30/09	35,243.84	104.3820	33,402.24	1,841.60-
220,000.0000	PETROBRAS INTERNATIONAL FINANC 5.375% 01/27/2021 DD 01/27/11	237,377.80	101.1320	222,490.40	14,887.40-
30,000.0000	PETROBRAS GLOBAL FINANCE BV 4.375% 05/20/2023 DD 05/20/13	29,648.40	91.5020	27,450.60	2,197.80-
80,000.0000	PHILIP MORRIS INTERNATIONAL IN 2.900% 11/15/2021 DD 11/15/11	82,534.40	98.6880	78,950.40	3,584.00-
40,000.0000	PHILIP MORRIS INTERNATIONAL IN 4.500% 03/20/2042 DD 03/20/12	41,115.60	97.8780	39,151.20	1,964.40-
40,000.0000	PHILIP MORRIS INTERNATIONAL IN 2.500% 08/22/2022 DD 08/21/12	39,474.40	94.0080	37,603.20	1,871.20-
150,000.0000	RBS COML FDG INC 13-GSP A 144A VAR RT 01/13/2032 DD 12/01/13	149,496.09	101.6720	152,508.00	3,011.91
30,000.0000	RAYTHEON CO 3.125% 10/15/2020 DD 10/20/10	31,683.60	101.0230	30,306.90	1,376.70-
20,000.0000	RIO TINTO FINANCE USA PLC 2.250% 12/14/2018 DD 06/19/13	20,021.00	99.9920	19,998.40	22.60-



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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	RIO TINTO FINANCE USA LTD 2.500% 05/20/2016 DD 05/20/11	20,880.00	103.2390	20,647.80	232.20-
20,000.0000	RIO TINTO FINANCE USA LTD 4.125% 05/20/2021 DD 05/20/11	21,598.60	105.3670	21,073.40	525.20-
40,000.0000	RIO TINTO FINANCE USA LTD 3.750% 09/20/2021 DD 09/19/11	42,138.80	102.9920	41,196.80	942.00-
100,000.0000	SLM STUDENT LOAN TRUST 200 5 B VAR RT 09/16/2024 DD 08/29/02	91,968.00	96.1540	96,154.00	4,186.00
30,000.0000	SHELL INTERNATIONAL FINANCE BV 6.375% 12/15/2038 DD 12/11/08	41,433.60	128.9120	38,673.60	2,760.00-
20,000.0000	SHELL INTERNATIONAL FINANCE BV 4.375% 03/25/2020 DD 03/25/10	23,179.40	109.7590	21,951.80	1,227.60-
100,000.0000	SUMITOMO MITSUI BANKING C 144A 3.150% 07/22/2015 DD 07/22/10	104,797.00	103.0390	103,039.00	1,758.00-
90,000.0000	TOYOTA MOTOR CREDIT CORP 1.250% 10/05/2017 DD 10/05/12	89,901.90	99.0850	89,176.50	725.40-
25,000.0000	UBS-BARCLAYS COMMER C4 AS 144A 3.317% 12/10/2045 DD 12/01/12	25,037.74	96.4560	24,114.00	923.74-
42,000.0000	UNION PACIFIC CORP 4.163% 07/15/2022 DD 06/23/11	47,294.10	105.7240	44,404.08	2,890.02-
40,000.0000	UNITED TECHNOLOGIES CORP 4.500% 06/01/2042 DD 06/01/12	42,634.80	101.8270	40,730.80	1,904.00-
20,000.0000	UNITEDHEALTH GROUP INC 5.800% 03/15/2036 DD 03/02/06	23,760.60	116.3780	23,275.60	485.00-





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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
30,000.0000	UNITEDHEALTH GROUP INC 3.875% 10/15/2020 DD 10/25/10	32,904.90	105.7550	31,726.50	1,178.40-
40,000.0000	UNITEDHEALTH GROUP INC 5.700% 10/15/2040 DD 10/25/10	47,320.80	116.8240	46,729.60	591.20-
100,000.0000	VERIZON COMMUNICATIONS INC 6.350% 04/01/2019 DD 03/27/09	122,382.80	117.9630	117,963.00	4,419.80-
248,098.6220	WFRBS COMMERCIAL M0 C2 XA 144A VAR RT 02/15/2044 DD 03/01/11	11,685.41	3.6770	9,122.59	2,562.82-
126,708.4990	WFRBS COMMERCIAL C7 XA 144A VAR RT 06/15/2045 DD 06/01/12	13,763.02	9.2430	11,711.67	2,051.35-
60,000.0000	WFRBS COMMERCIAL MORTGA C11 AS 3.311% 03/15/2045 DD 02/01/13	61,156.80	97.0950	58,257.00	2,899.80-
10,000.0000	WELLS FARGO & CO 4.600% 04/01/2021 DD 03/29/11	11,420.50	110.0640	11,006.40	414.10-
20,000.0000	WELLS FARGO & CO 2.100% 05/08/2017 DD 05/07/12	20,624.20	102.3930	20,478.60	145.60-
30,000.0000	WELLS FARGO & CO 1.500% 01/16/2018 DD 12/26/12	29,937.60	99.0450	29,713.50	224.10-
30,000.0000	WELLS FARGO & CO 3.450% 02/13/2023 DD 02/13/13	30,201.60	97.0590	29,117.70	1,083.90-
40,000.0000	WELLS FARGO & CO 5.375% 11/02/2043 DD 10/28/13	39,881.60	105.3390	42,135.60	2,254.00
50,000.0000	WELLS FARGO & CO STEP 06/15/2016 DD 09/15/2010	54,065.50	106.0340	53,017.00	1,048.50-



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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
263,000.0000	WELLS FARGO & CO 4.480% 01/16/2024 DD 11/26/13	268,997.73	103.3160	271,721.08	2,723.35
80,000.0000	WYETH LLC 5.950% 04/01/2037 DD 03/27/07	102,177.60	121.0300	96,824.00	5,353.60-
TOTAL CORPORATE DEBT INSTRUMENTS - PREFERRED		9,107,500.73		8,969,085.74	138,414.99-
<u>CORPORATE DEBT INSTRUMENTS</u>					
110,000.0000	TIME WARNER INC 7.700% 05/01/2032 DD 04/08/02	146,652.30	134.1050	147,515.50	863.20
90,000.0000	ABBVIE INC 1.750% 11/06/2017 DD 05/06/13	91,094.40	100.3160	90,284.40	810.00-
60,000.0000	ABBVIE INC 2.900% 11/06/2022 DD 05/06/13	60,054.00	96.2680	57,760.80	2,293.20-
129,492.1050	ACE SECURITIES CORP HOM FM1 M1 VAR RT 09/25/2033 DD 01/29/04	117,833.99	93.0960	120,551.97	2,717.98
20,000.0000	ALTRIA GROUP INC 9.950% 11/10/2038 DD 11/10/08	30,504.60	160.4480	32,089.60	1,585.00
110,000.0000	ALTRIA GROUP INC 4.750% 05/05/2021 DD 05/05/11	124,500.20	109.1330	120,046.30	4,453.90-
60,000.0000	ALTRIA GROUP INC 2.850% 08/09/2022 DD 08/09/12	58,985.40	93.8400	56,304.00	2,681.40-
40,000.0000	ALTRIA GROUP INC 5.375% 01/31/2044 DD 10/31/13	40,138.30	104.5390	41,815.60	1,677.30
10,000.0000	ALTRIA GROUP INC 4.000% 01/31/2024 DD 10/31/13	9,937.80	100.1890	10,018.90	81.10





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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
50,000.0000	HESS CORP 7.875% 10/01/2029 DD 10/01/99	64,495.50	131.3340	65,667.00	1,171.50
20,000.0000	HESS CORP 7.300% 08/15/2031 DD 08/15/01	24,847.20	126.3980	25,279.60	432.40
130,000.0000	AMERICAN EXPRESS CO VAR RT 09/01/2066 DD 08/01/06	140,075.00	109.5700	142,441.00	2,366.00
130,000.0000	AMERICAN INTERNATIONAL GROUP I 6.250% 03/15/2087 DD 03/13/07	143,988.00	105.0000	136,500.00	7,488.00-
20,000.0000	ANADARKO PETROLEUM CORP 6.375% 09/15/2017 DD 08/12/10	23,418.20	114.4820	22,896.40	521.80-
20,000.0000	ARCELORMITTAL VAR RT 02/25/2017 DD 02/28/12	20,930.00	106.1250	21,225.00	295.00
10,000.0000	BANK OF AMERICA CORP 5.750% 12/01/2017 DD 12/04/07	11,566.60	113.2140	11,321.40	245.20-
320,000.0000	BANK OF AMERICA CORP 4.500% 04/01/2015 DD 03/11/10	339,078.40	103.7480	331,993.60	7,084.80-
20,000.0000	BANK OF AMERICA CORP 5.625% 07/01/2020 DD 06/22/10	23,339.40	113.7950	22,759.00	580.40-
40,000.0000	BANK OF AMERICA CORP 5.000% 05/13/2021 DD 05/13/11	44,836.40	110.2640	44,105.60	730.80-
20,000.0000	BANK OF AMERICA CORP 3.875% 03/22/2017 DD 03/22/12	21,515.20	106.6650	21,333.00	182.20-
90,000.0000	BANK OF AMERICA CORP 2.600% 01/15/2019 DD 10/22/13	89,984.70	100.3950	90,355.50	370.80



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OVERALL COMPOSITE

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
20,000.0000	BARRICK GOLD CORP 3.850% 04/01/2022 DD 04/03/12	20,444.60	95.5180	19,103.60	1,341.00-
80,000.0000	BARRICK GOLD CORP 4.100% 05/01/2023 DD 05/02/13	79,837.60	94.8630	75,890.40	3,947.20-
100,000.0000	BARRICK NORTH AMERICA FINANCE 4.400% 05/30/2021 DD 06/01/11	106,782.00	100.7630	100,763.00	6,019.00-
90,000.0000	CVS CAREMARK CORP 5.750% 05/15/2041 DD 05/12/11	98,999.10	115.8930	104,303.70	5,304.60
109,240.8700	ALTERNATIVE LOAN TRUST 36 3A1 VAR RT 08/25/2035 DD 06/01/05	83,743.94	86.8470	94,872.42	11,128.48
190,386.6900	ALTERNATIVE LOAN TRUST 44 1A1 VAR RT 10/25/2035 DD 08/30/05	125,190.41	81.1170	154,435.97	29,245.56
14,544.2500	COUNTRYWIDE ASSET-BACKED 4 AF3 VAR RT 10/25/2035 DD 06/01/05	14,607.28	100.2200	14,576.25	31.03-
147,290.2900	CHL MORTGAGE PASS-THR HYB1 1A1 VAR RT 03/25/2035 DD 01/28/05	116,249.48	86.7940	127,839.13	11,589.65
17,085.4600	CHL MORTGAGE PASS-THROUG 4 4A1 VAR RT 02/25/2035 DD 01/28/05	9,899.67	76.4270	13,057.90	3,158.23
44,981.4100	CHL MORTGAGE PASS-THROUG 7 2A1 VAR RT 03/25/2035 DD 01/27/05	36,515.71	88.5530	39,832.39	3,316.68
50,336.7300	CHL MORTGAGE PASS-THROU 11 6A1 VAR RT 03/25/2035 DD 02/28/05	34,400.61	88.1710	44,382.40	9,981.79
40,000.0000	CELULOSA ARAUCO Y CONSTITUCION 4.750% 01/11/2022 DD 07/11/12	41,600.80	100.4810	40,192.40	1,408.40-



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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>
38,000.0000	CITIGROUP INC 5.125% 05/05/2014 DD 05/05/04	39,737.36	100.4150	38,157.70	1,579.66-
10,000.0000	CITIGROUP INC 4.050% 07/30/2022 DD 02/08/13	10,384.40	100.3860	10,038.60	345.80-
40,000.0000	CITIGROUP INC 3.500% 05/15/2023 DD 05/14/13	38,559.83	94.3450	37,738.00	821.83-
80,000.0000	CITIGROUP INC 6.675% 09/13/2043 DD 09/13/13	90,754.40	117.1000	93,680.00	2,925.60
60,000.0000	CITIGROUP INC 5.500% 09/13/2025 DD 09/13/13	60,054.10	106.5200	63,912.00	3,857.90
30,000.0000	CLIFFS NATURAL RESOURCES INC 4.800% 10/01/2020 DD 09/20/10	29,889.90	98.1880	29,456.40	433.50-
10,000.0000	CLIFFS NATURAL RESOURCES INC 4.875% 04/01/2021 DD 03/23/11	9,854.40	97.4040	9,740.40	114.00-
70,000.0000	CLIFFS NATURAL RESOURCES INC 3.950% 01/15/2018 DD 12/13/12	70,282.10	100.5140	70,359.80	77.70
80,000.0000	COMCAST CABLE COMMUNICATIONS L 8.875% 05/01/2017 DD 05/01/97	103,196.80	122.0020	97,601.60	5,595.20-
20,000.0000	COMCAST CORP 5.875% 02/15/2018 DD 11/17/06	24,128.00	114.5010	22,900.20	1,227.80-
22,098.2840	CONTINENTAL AIRLINES 1998-1 CL 6.648% 03/15/2019 DD 02/20/98	23,589.92	106.0000	23,424.18	165.74-
90,546.8600	CWHEQ REVOLVING HOME EQUI E 2A VAR RT 07/15/2036 DD 06/29/06	55,349.98	78.4180	71,005.04	15,655.06



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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>
106,114.8000	DSLA MORTGAGE LOAN TR AR1 2A1A VAR RT 03/19/2045 DD 02/28/05	87,816.80	89.5680	95,044.90	7,228.10
195,181.2590	DELTA AIR LINES 2007-1 CLASS A 6.821% 02/10/2024 DD 02/10/08	221,042.79	117.5000	229,337.98	8,295.19
75,000.0000	DEUTSCHE TELEKOM INTERNATIONAL 5.750% 03/23/2016 DD 03/23/06	84,690.00	109.2530	81,939.75	2,750.25-
80,000.0000	DEVON ENERGY CORP 5.600% 07/15/2041 DD 07/12/11	87,413.60	110.7530	88,602.40	1,188.80
10,000.0000	DEVON ENERGY CORP 3.250% 05/15/2022 DD 05/14/12	10,016.10	98.4920	9,849.20	166.90-
10,000.0000	DEVON FINANCING CORP LLC 7.875% 09/30/2031 DD 10/03/01	13,561.10	136.0310	13,603.10	42.00
10,000.0000	ECOLAB INC 4.350% 12/08/2021 DD 12/08/11	11,033.50	107.6000	10,760.00	273.50-
170,000.0000	EXPRESS SCRIPTS HOLDING CO 3.500% 11/15/2016 DD 11/15/12	183,144.40	105.8800	179,996.00	3,148.40-
210,000.0000	FIRSTENERGY CORP 7.375% 11/15/2031 DD 11/15/01	236,301.70	114.8660	241,218.60	4,916.90
20,000.0000	FIRSTENERGY CORP 2.750% 03/15/2018 DD 03/05/13	20,226.40	99.6970	19,939.40	287.00-
100,000.0000	FIRSTENERGY CORP 4.250% 03/15/2023 DD 03/05/13	98,941.71	96.9940	96,994.00	1,947.71-
70,000.0000	FORD MOTOR CO 4.750% 01/15/2043 DD 01/08/13	65,149.00	96.7020	67,691.40	2,542.40



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 OVERALL COMPOSITE

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
120,000.0000	FORD MOTOR CREDIT CO LLC 8.125% 01/15/2020 DD 12/14/09	151,513.20	126.1000	151,320.00	193.20-
75,000.0000	FREEMPORT-MCMORAN COPPER & GOLD 3.550% 03/01/2022 DD 02/13/12	74,550.76	95.5020	71,626.50	2,924.26-
20,000.0000	FREEMPORT-MCMORAN COPPER & GOLD 2.375% 03/15/2018 DD 09/15/13	20,083.60	99.7130	19,942.60	141.00-
40,000.0000	FREEMPORT-MCMORAN COPPER & GOLD 3.100% 03/15/2020 DD 09/15/13	39,801.00	97.2820	38,912.80	888.20-
60,000.0000	GOLDMAN SACHS GROUP INC 4.000% 03/03/2024 DD 03/03/14	59,821.80	99.5570	59,734.20	87.60-
46,512.6100	GREENPOINT MORTGAGE FU AR4 1A1 VAR RT 10/25/2045 DD 07/29/05	38,035.49	90.0050	41,863.67	3,828.18
20,000.0000	HEINEKEN NV 144A 1.400% 10/01/2017 DD 10/10/12	19,909.00	99.5630	19,912.60	3.60
70,000.0000	HUMANA INC 7.200% 06/15/2018 DD 06/05/08	85,696.80	118.8810	83,216.70	2,480.10-
10,000.0000	HUMANA INC 3.150% 12/01/2022 DD 12/10/12	9,877.30	95.1350	9,513.50	363.80-
20,000.0000	HYUNDAI CAPITAL AMERICA 144A 2.125% 10/02/2017 DD 10/01/12	20,163.00	100.7280	20,145.60	17.40-
10,000.0000	ING US INC STEP 02/15/2018 DD 02/11/2013	10,143.00	102.4620	10,246.20	103.20
30,000.0000	INTERNATIONAL LEASE FINAN 144A 6.500% 09/01/2014 DD 08/20/10	31,950.00	102.1250	30,637.50	1,312.50-





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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
160,000.0000	INTERNATIONAL LEASE FINAN 144A 6.750% 09/01/2016 DD 08/20/10	180,800.00	111.2500	178,000.00	2,800.00-
150,000.0000	JPMORGAN CHASE & CO 5.125% 09/15/2014 DD 09/15/04	159,117.00	102.1020	153,153.00	5,964.00-
230,000.0000	JPMORGAN CHASE & CO 5.150% 10/01/2015 DD 10/04/05	251,808.60	106.1250	244,087.50	7,721.10-
120,000.0000	JPMORGAN CHASE & CO 6.125% 06/27/2017 DD 06/27/07	140,818.80	113.3580	136,029.60	4,789.20-
60,000.0000	JPMORGAN CHASE & CO 3.375% 05/01/2023 DD 05/01/13	59,624.26	94.6620	56,797.20	2,827.06-
120,000.0000	KERR-MCGEE CORP 6.950% 07/01/2024 DD 07/01/04	150,319.20	121.2590	145,510.80	4,808.40-
72,000.0000	MONDELEZ INTERNATIONAL INC 5.375% 02/10/2020 DD 02/08/10	85,664.16	113.0500	81,396.00	4,268.16-
48,000.0000	KRAFT FOODS GROUP INC 5.375% 02/10/2020 DD 08/10/12	57,276.96	114.0310	54,734.88	2,542.08-
50,000.0000	KRAFT FOODS GROUP INC 3.500% 06/06/2022 DD 12/06/12	52,281.00	100.6030	50,301.50	1,979.50-
20,000.0000	KROGER CO/THE 6.900% 04/15/2038 DD 03/27/08	24,435.60	123.8700	24,774.00	338.40
60,000.0000	LORILLARD TOBACCO CO 3.750% 05/20/2023 DD 05/20/13	56,656.00	94.2560	56,553.60	102.40-
10,000.0000	MERRILL LYNCH & CO INC 6.875% 04/25/2018 DD 04/25/08	12,070.20	117.9310	11,793.10	277.10-



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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>
25,923.0000	MERRILL LYNCH MORTGAGE I 1 2A1 VAR RT 04/25/2035 DD 04/01/05	24,948.01	94.2710	24,437.87	510.14-
180,000.0000	METLIFE INC 6.400% 12/15/2066 DD 12/21/06	196,875.00	105.5000	189,900.00	6,975.00-
10,000.0000	MIDAMERICAN ENERGY HOLDINGS CO 6.500% 09/15/2037 DD 08/28/07	12,982.40	123.6700	12,367.00	615.40-
10,000.0000	MOLSON COORS BREWING CO 3.500% 05/01/2022 DD 05/03/12	10,403.50	99.7580	9,975.80	427.70-
90,000.0000	MONDELEZ INTERNATIONAL INC 4.000% 02/01/2024 DD 01/16/14	90,378.90	101.4750	91,327.50	948.60
50,000.0000	MORGAN STANLEY VAR RT 10/18/2016 DD 10/18/06	48,711.50	99.7510	49,875.50	1,164.00
10,000.0000	MORGAN STANLEY 4.750% 03/22/2017 DD 03/22/12	11,030.20	109.1330	10,913.30	116.90-
143,642.5360	MORGAN STANLEY MORTGA 11AR 1A1 VAR RT 01/25/2035 DD 12/29/04	135,492.33	91.7850	131,842.30	3,650.03-
100,000.0000	NOBLE ENERGY INC 4.150% 12/15/2021 DD 12/08/11	109,945.00	105.3550	105,355.00	4,590.00-
40,000.0000	PACIFIC GAS & ELECTRIC CO 6.050% 03/01/2034 DD 03/23/04	50,036.40	118.1040	47,241.60	2,794.80-
161,000.0000	PEMEX PROJECT FUNDING MASTER T 6.625% 06/15/2035 DD 12/15/05	192,797.50	111.0000	178,710.00	14,087.50-
40,000.0000	PETROBRAS INTERNATIONAL FINANC 6.125% 10/06/2016 DD 10/06/06	44,720.00	107.6220	43,048.80	1,671.20-





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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
80,000.0000	PETROBRAS GLOBAL FINANCE 6.250% 03/17/2024 DD 03/17/14	79,817.60	103.0260	82,420.80	2,603.20
121,000.0000	PETROLEOS MEXICANOS 3.500% 01/30/2023 DD 07/30/13	120,697.50	94.1000	113,861.00	6,836.50-
70,000.0000	PETROLEOS MEXICANOS 144A 6.375% 01/23/2045 DD 01/23/14	69,476.40	107.8750	75,512.50	6,036.10
10,000.0000	PLAINS EXPLORATION & PRODUCTIO 6.500% 11/15/2020 DD 10/26/12	10,700.00	110.1250	11,012.50	312.50
30,000.0000	REYNOLDS AMERICAN INC 3.250% 11/01/2022 DD 10/31/12	29,660.70	94.0800	28,224.00	1,436.70-
30,000.0000	REYNOLDS AMERICAN INC 6.150% 09/15/2043 DD 09/17/13	33,029.80	112.8240	33,847.20	817.40
70,000.0000	RIO TINTO FINANCE USA LTD 6.500% 07/15/2018 DD 06/27/08	85,925.00	117.5190	82,263.30	3,661.70-
10,000.0000	RIO TINTO FINANCE USA LTD 9.000% 05/01/2019 DD 04/17/09	13,361.30	130.0820	13,008.20	353.10-
40,000.0000	ROCK TENN CO 3.500% 03/01/2020 DD 03/01/13	40,890.00	101.4320	40,572.80	317.20-
10,000.0000	ROCK TENN CO 4.000% 03/01/2023 DD 03/01/13	10,112.90	100.5510	10,055.10	57.80-
20,000.0000	ROGERS COMMUNICATIONS INC 6.800% 08/15/2018 DD 08/06/08	25,157.40	118.7660	23,753.20	1,404.20-
10,000.0000	ROYAL BANK OF SCOTLAND GROUP P VAR RT 08/29/2049 DD 08/20/01	10,400.00	107.5000	10,750.00	350.00



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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
10,000.0000	ROYAL BANK OF SCOTLAND GROUP P 4.700% 07/03/2018 DD 07/03/03	10,031.00	102.7780	10,277.80	246.80
80,000.0000	ROYAL BANK OF SCOTLAND GROUP P 6.100% 06/10/2023 DD 06/10/13	79,071.40	103.8020	83,041.60	3,970.20
60,000.0000	ROYAL BANK OF SCOTLAND GROUP P 6.000% 12/19/2023 DD 12/19/13	59,781.00	102.3950	61,437.00	1,656.00
10,000.0000	ROYAL BANK OF SCOTLAND GROUP P 2.550% 09/18/2015 DD 09/18/12	10,277.90	102.1210	10,212.10	65.80 -
35,000.0000	KONINKLIJKE KPN NV 8.375% 10/01/2030 DD 10/04/00	45,837.40	134.7940	47,177.90	1,340.50
10,000.0000	SESI LLC 7.125% 12/15/2021 DD 06/15/12	11,187.50	111.5000	11,150.00	37.50 -
80,000.0000	SLM CORP 3.875% 09/10/2015 DD 09/12/12	83,303.20	103.0000	82,400.00	903.20 -
57,901.9800	SACO I TRUST 2006-7 7 A1 VAR RT 07/25/2036 DD 06/30/06	39,396.93	146.1050	84,597.69	45,200.76
100,000.0000	SANTANDER US DEBT SAU 144A 3.781% 10/07/2015 DD 10/07/10	102,003.00	103.4260	103,426.00	1,423.00
120,000.0000	SOUTHERN COPPER CORP 5.250% 11/08/2042 DD 11/08/12	113,624.40	85.6160	102,739.20	10,885.20 -
110,000.0000	STATE STREET CORP VAR RT 03/15/2018 DD 09/15/10	124,962.20	108.9400	119,834.00	5,128.20 -
214,816.9900	STRUCTURED ADJUSTABLE R 15 1A1 VAR RT 07/25/2035 DD 06/01/05	183,601.89	79.5970	170,987.88	12,614.01 -



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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>
48,126.4800	STRUCTURED ADJUSTABLE 16XS A1 VAR RT 08/25/2035 DD 07/25/05	44,962.42	94.1330	45,302.90	340.48
20,000.0000	TELEFONICA EMISIONES SAU 6.221% 07/03/2017 DD 07/02/07	22,377.60	113.1170	22,623.40	245.80
30,000.0000	TELEFONICA EMISIONES SAU 5.877% 07/15/2019 DD 07/06/09	33,003.00	112.4900	33,747.00	744.00
20,000.0000	THERMO FISHER SCIENTIFIC INC 3.600% 08/15/2021 DD 08/16/11	20,688.20	101.8500	20,370.00	318.20-
10,000.0000	THERMO FISHER SCIENTIFIC INC 5.300% 02/01/2044 DD 12/11/13	10,214.50	107.7660	10,776.60	562.10
15,000.0000	TIME WARNER ENTERTAINMENT CO L 8.375% 07/15/2033 DD 01/15/94	20,735.40	137.8090	20,671.35	64.05-
10,000.0000	TIME WARNER INC 6.250% 03/29/2041 DD 04/01/11	11,821.50	117.1480	11,714.80	106.70-
50,000.0000	TIME WARNER CABLE INC 8.750% 02/14/2019 DD 11/18/08	66,125.50	126.5020	63,251.00	2,874.50-
10,000.0000	TIME WARNER CABLE INC 6.750% 06/15/2039 DD 06/29/09	11,801.20	118.5220	11,852.20	51.00
50,000.0000	TIME WARNER CABLE INC 4.125% 02/15/2021 DD 11/15/10	52,095.00	104.6880	52,344.00	249.00
30,000.0000	TIME WARNER CABLE INC 5.875% 11/15/2040 DD 11/15/10	31,986.00	108.3560	32,506.80	520.80
40,000.0000	TRANSOCEAN INC 5.050% 12/15/2016 DD 12/05/11	44,444.00	108.7680	43,507.20	936.80-



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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>
10,000.0000	TRANSOCEAN INC 6.375% 12/15/2021 DD 12/05/11	11,642.80	112.3950	11,239.50	403.30-
21,000.0000	UNION PACIFIC CORP 5.375% 05/01/2014 DD 05/04/04	22,064.70	100.3800	21,079.80	984.90-
18,029.2460	UAL 2009-2A PASS THROUGH TRUST 9.750% 07/15/2018 DD 11/24/09	20,913.94	115.0000	20,733.63	180.31-
30,000.0000	UBM PLC 144A 5.750% 11/03/2020 DD 11/03/10	31,774.80	107.1580	32,147.40	372.60
86,000.0000	VALE OVERSEAS LTD 6.875% 11/21/2036 DD 11/21/06	97,683.96	106.5480	91,631.28	6,052.68-
172,000.0000	VALE OVERSEAS LTD 4.375% 01/11/2022 DD 01/11/12	176,480.60	99.2830	170,766.76	5,713.84-
30,000.0000	VERIZON COMMUNICATIONS INC 2.450% 11/01/2022 DD 11/07/12	28,372.80	91.1290	27,338.70	1,034.10-
20,000.0000	VERIZON COMMUNICATIONS INC 4.500% 09/15/2020 DD 09/18/13	20,082.63	108.6040	21,720.80	1,638.17
270,000.0000	VERIZON COMMUNICATIONS INC 5.150% 09/15/2023 DD 09/18/13	277,513.43	109.4320	295,466.40	17,952.97
160,000.0000	VERIZON COMMUNICATIONS INC 6.400% 09/15/2033 DD 09/18/13	164,812.29	118.7250	189,960.00	25,147.71
130,000.0000	VERIZON COMMUNICATIONS INC 6.550% 09/15/2043 DD 09/18/13	151,835.48	121.6930	158,200.90	6,365.42
40,000.0000	VERIZON COMMUNICATIONS 4.150% 03/15/2024 DD 03/17/14	39,935.20	101.5950	40,638.00	702.80



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20,000.0000	VERIZON COMMUNICATIONS 5.050% 03/15/2034 DD 03/17/14	20,344.00	102.5870	20,517.40	173.40
60,000.0000	VERIZON COMMUNICATIONS 3.450% 03/15/2021 DD 03/17/14	60,230.10	101.3690	60,821.40	591.30
40,000.0000	VIACOM INC 4.250% 09/01/2023 DD 08/19/13	39,390.09	102.8740	41,149.60	1,759.51
80,105.5500	WAMU MORTGAGE PASS TH AR6 2A1A VAR RT 04/25/2045 DD 04/26/05	72,820.34	93.1600	74,626.33	1,805.99
146,386.8900	WAMU MORTGAGE PASS TH AR10 1A4 VAR RT 09/25/2035 DD 07/01/05	144,084.16	94.1180	137,776.41	6,307.75-
123,972.1700	WAMU MORTGAGE PASS T AR13 A1A1 VAR RT 10/25/2045 DD 10/25/05	113,703.13	91.9200	113,955.22	252.09
478,840.5700	WAMU MORTGAGE PASS TH OA6 1A1B VAR RT 07/25/2047 DD 06/01/07	143,623.36	40.7860	195,299.91	51,676.55
20,000.0000	WPP FINANCE 2010 5.125% 09/07/2042 DD 09/07/12	18,867.80	98.3630	19,672.60	804.80
10,000.0000	WPP FINANCE 2010 5.625% 11/15/2043 DD 11/12/13	9,996.40	105.3470	10,534.70	538.30
178,226.0300	WAMU MORTGAGE PASS TH AR1 A2A3 VAR RT 01/25/2045 DD 01/18/05	168,298.76	93.2080	166,120.92	2,177.84-
10,000.0000	WASTE MANAGEMENT INC 7.375% 05/15/2029 DD 11/15/99	12,958.80	127.1430	12,714.30	244.50-
20,000.0000	WASTE MANAGEMENT INC 4.600% 03/01/2021 DD 02/28/11	22,600.40	108.4590	21,691.80	908.60-





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10,000.0000	WELLPOINT INC 5.875% 06/15/2017 DD 06/08/07	11,771.90	112.7500	11,275.00	496.90-
10,000.0000	WELLPOINT INC 7.000% 02/15/2019 DD 02/05/09	12,506.00	118.9220	11,892.20	613.80-
10,000.0000	WELLPOINT INC 3.700% 08/15/2021 DD 08/15/11	10,560.80	102.1080	10,210.80	350.00-
30,000.0000	WELLPOINT INC 3.125% 05/15/2022 DD 05/07/12	30,203.40	95.6970	28,709.10	1,494.30-
20,000.0000	WELLPOINT INC 1.250% 09/10/2015 DD 09/10/12	20,165.40	100.6700	20,134.00	31.40-
24,000.0000	WILLIAMS COS INC/THE 7.500% 01/15/2031 DD 01/17/01	29,461.20	110.0460	26,411.04	3,050.16-
26,000.0000	WILLIAMS COS INC/THE 7.750% 06/15/2031 DD 06/13/01	32,394.18	112.1920	29,169.92	3,224.26-
33,000.0000	WILLIAMS COS INC/THE 7.875% 09/01/2021 DD 08/21/01	42,166.74	118.8130	39,208.29	2,958.45-
5,000.0000	WILLIAMS COS INC/THE VAR RT 03/15/2032 DD 03/15/03	6,731.60	120.5520	6,027.60	704.00-
10,000.0000	WM WRIGLEY JR CO 144A 3.375% 10/21/2020 DD 10/21/13	9,990.10	100.9580	10,095.80	105.70
10,000.0000	WM WRIGLEY JR CO 144A 2.400% 10/21/2018 DD 10/21/13	9,981.30	100.2890	10,028.90	47.60
50,000.0000	WM WRIGLEY JR CO 144A 2.900% 10/21/2019 DD 10/21/13	50,189.10	100.9010	50,450.50	261.40



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10,000.0000	XSTRATA FINANCE CANADA LT 144A 5.800% 11/15/2016 DD 11/15/06	11,385.20	110.0960	11,009.60	375.60-
70,000.0000	XSTRATA FINANCE CANADA LT 144A VAR RT 10/23/2015 DD 10/25/12	70,795.20	101.1490	70,804.30	9.10
70,000.0000	XSTRATA FINANCE CANADA LT 144A VAR RT 10/25/2017 DD 10/25/12	70,952.70	101.2100	70,847.00	105.70-
10,000.0000	ZOETIS INC 3.250% 02/01/2023 DD 08/01/13	10,140.80	96.4550	9,645.50	495.30-
130,000.0000	* LEHMAN BRTH HLD (RICI) ESCROW 5.857% 11/30/2056 DD 05/17/07	13.00	0.0100	13.00	0.00
270,000.0000	* LEHMAN BRTH HLD (RICI) ESCROW 0.000% 12/28/2017 DD 12/21/07	27.00	0.0100	27.00	0.00
70,000.0000	* LEHMAN BRTH HLD (RICI) ESCROW 0.000% 08/19/2065 DD 06/14/06	7.00	0.0100	7.00	0.00
TOTAL CORPORATE DEBT INSTRUMENTS		10,853,935.88		10,942,701.43	88,765.55
<u>CORPORATE STOCK - PREFERRED</u>					
10,000.0000	BAC CAPITAL TRUST XIV VAR RT 09/29/2049 DD 02/16/07	8,750.00	78.0000	7,800.00	950.00-
100,000.0000	CREDIT AGRICOLE SA 144A VAR RT 10/29/2049 DD 10/13/09	109,375.00	113.5000	113,500.00	4,125.00
10,000.0000	GOLDMAN SACHS CAPITAL II VAR RT 12/29/2049 DD 05/15/07	8,412.50	77.0000	7,700.00	712.50-
310,000.0000	WACHOVIA CAPITAL TRUST III VAR RT 03/29/2049 DD 02/01/06	311,085.00	96.1250	297,987.50	13,097.50-





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TOTAL CORPORATE STOCK - PREFERRED					
		437,622.50		426,987.50	10,635.00-
CORPORATE STOCK - COMMON					
21,085.0000	NABORS INDUSTRIES LTD SHS	343,618.52	24.6500	519,745.25	176,126.73
3,241.0000	RENAISSANCE RE HOLDINGS LTD	299,710.83	97.6000	316,321.60	16,610.77
50,250.0000	ORBOTECH LTD ISRAEL COM	696,228.09	15.3900	773,347.50	77,119.41
57,800.0000	ACACIA RESEARCH - ACACIA TECHN	1,130,060.00	15.2800	883,184.00	246,876.00-
5,400.0000	AGILENT TECHNOLOGIES INC	226,638.00	55.9200	301,968.00	75,330.00
8,600.0000	AKAMAI TECHNOLOGIES INC	303,752.00	58.2100	500,606.00	196,854.00
9,000.0000	ALLEGHENY TECHNOLOGIES INC	285,390.00	37.6800	339,120.00	53,730.00
5,470.0000	AMERISOURCEBERGEN CORP	281,431.50	65.5900	358,777.30	77,345.80
4,200.0000	ANSYS INC	341,964.00	77.0200	323,484.00	18,480.00-
7,500.0000	AUTODESK INC	309,375.00	49.1800	368,850.00	59,475.00
27,725.0000	BANK OF THE OZARKS INC	1,248,875.89	68.0600	1,886,963.50	638,087.61
2,100.0000	CR BARD INC	211,638.00	147.9800	310,758.00	99,120.00
2,000.0000	BIO-RAD LABORATORIES INC	252,000.00	128.1200	256,240.00	4,240.00
9,000.0000	BORGWARNER INC	348,030.00	61.4700	553,230.00	205,200.00
2,600.0000	BOSTON PROPERTIES INC	262,756.00	114.5300	297,778.00	35,022.00
16,100.0000	CSX CORP	396,543.00	28.9700	466,417.00	69,874.00



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4,680.0000	CABOT CORP	197,625.14	59.0600	276,400.80	78,775.66
19,500.0000	CALAMP CORP	227,571.40	27.8700	543,465.00	315,893.60
22,000.0000	COHERENT INC	1,246,629.87	65.3500	1,437,700.00	191,070.13
4,300.0000	COVANCE INC	319,576.00	103.9000	446,770.00	127,194.00
25,700.0000	DR HORTON INC	624,510.00	21.6500	556,405.00	68,105.00-
6,000.0000	DARDEN RESTAURANTS INC	310,080.00	50.7600	304,560.00	5,520.00-
6,600.0000	EASTMAN CHEMICAL CO	461,142.00	86.2100	568,986.00	107,844.00
10,100.0000	EATON VANCE CORP	422,483.00	38.1600	385,416.00	37,067.00-
38,550.0000	ELECTRONICS FOR IMAGING INC	1,170,683.23	43.3100	1,669,600.50	498,917.27
19,600.0000	ENERSYS	978,685.30	69.2900	1,358,084.00	379,398.70
7,200.0000	FEI CO	464,760.02	103.0200	741,744.00	276,983.98
40,250.0000	FIRST FINANCIAL BANCORP	644,803.90	17.9800	723,695.00	78,891.10
7,306.0000	GATX CORP	370,385.35	67.8800	495,931.28	125,545.93
3,200.0000	GENERAL DYNAMICS CORP	225,632.00	108.9200	348,544.00	122,912.00
34,300.0000	JACK HENRY & ASSOCIATES INC	1,585,003.00	55.7600	1,912,568.00	327,565.00
5,700.0000	INTEGRYS ENERGY GROUP INC	331,512.00	59.6500	340,005.00	8,493.00
8,100.0000	INTUIT INC	531,846.00	77.7300	629,613.00	97,767.00
6,400.0000	JOY GLOBAL INC	380,928.00	58.0000	371,200.00	9,728.00-



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27,300.0000	KEYCORP	271,908.00	14.2400	388,752.00	116,844.00
100,650.0000	LIONBRIDGE TECHNOLOGIES INC	705,386.36	6.7100	675,361.50	30,024.86-
49,800.0000	MKS INSTRUMENTS INC	1,467,270.91	29.8900	1,488,522.00	21,251.09
40,162.0000	STEVEN MADDEN LTD	1,243,304.69	35.9800	1,445,028.76	201,724.07
17,568.0000	MASCO CORP	358,587.25	22.2100	390,185.28	31,598.03
15,800.0000	MAXIMUS INC	631,763.00	44.8600	708,788.00	77,025.00
463.0000	MEDICAL RES INC COM	0.00	0.0000	0.00	0.00
3,700.0000	MURPHY OIL CORP	204,135.05	62.8600	232,582.00	28,446.95
10,082.0000	NEWFIELD EXPLORATION CO	230,145.91	31.3600	316,171.52	86,025.61
22,900.0000	OSI SYSTEMS INC	1,324,250.53	59.8600	1,370,794.00	46,543.47
36,475.0000	PATRICK INDUSTRIES INC	1,012,490.16	44.3300	1,616,936.75	604,446.59
37,650.0000	PIER 1 IMPORTS INC	820,528.72	18.8800	710,832.00	109,696.72-
11,800.0000	PROGRESSIVE CORP/THE	298,186.00	24.2200	285,796.00	12,390.00-
8,200.0000	PROTECTIVE LIFE CORP	293,560.00	52.5900	431,238.00	137,678.00
6,550.0000	QUESTCOR PHARMACEUTICALS INC	298,520.77	64.9300	425,291.50	126,770.73
8,800.0000	RAYMOND JAMES FINANCIAL INC	405,680.00	55.9300	492,184.00	86,504.00
13,000.0000	REPUBLIC SERVICES INC	429,000.00	34.1600	444,080.00	15,080.00
2,900.0000	SBA COMMUNICATIONS CORP	208,800.00	90.9600	263,784.00	54,984.00



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4,700.0000	SCOTTS MIRACLE-GRO CO/THE	203,228.00	61.2800	288,016.00	84,788.00
15,500.0000	SEALED AIR CORP	373,705.00	32.8700	509,485.00	135,780.00
18,500.0000	SNAP-ON INC	1,558,997.09	113.4800	2,099,380.00	540,382.91
52,475.0000	STEELCASE INC	764,350.15	16.6100	871,609.75	107,259.60
8,262.0000	STIFEL FINANCIAL CORP	346,364.24	49.7600	411,117.12	64,752.88
7,600.0000	SYNOPSYS INC	272,688.00	38.4100	291,916.00	19,228.00
12,100.0000	TJX COS INC	565,675.00	60.6500	733,865.00	168,190.00
26,050.0000	THOR INDUSTRIES INC	1,065,585.96	61.0600	1,590,613.00	525,027.04
10,600.0000	TUPPERWARE BRANDS CORP	860,530.49	83.7600	887,856.00	27,325.51
10,250.0000	UMB FINANCIAL CORP	502,967.52	64.7000	663,175.00	160,207.48
5,000.0000	URS CORP	237,050.00	47.0600	235,300.00	1,750.00-
16,225.0000	ULTRATECH INC	638,035.90	29.1900	473,607.75	164,428.15-
28,200.0000	UNITED STATIONERS INC	1,247,495.06	41.0700	1,158,174.00	89,321.06-
7,600.0000	VALSPAR CORP/THE	473,100.00	72.1200	548,112.00	75,012.00
17,200.0000	WABTEC CORP/DE	878,146.02	77.5000	1,333,000.00	454,853.98
4,900.0000	WHITING PETROLEUM CORP	249,116.00	69.3900	340,011.00	90,895.00
9,300.0000	XILINX INC	354,981.00	54.2700	504,711.00	149,730.00
18,500.0000	ACTIVISION BLIZZARD INC	269,545.00	20.4400	378,140.00	108,595.00



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7,900.0000	AMERICAN TOWER CORP	607,668.00	81.8700	646,773.00	39,105.00
37,932.0000	AMTRUST FINANCIAL SERVICES INC	1,219,701.68	37.6100	1,426,622.52	206,920.84
17,906.0000	CBRE GROUP INC	446,644.37	27.4300	491,161.58	44,517.21
4,450.0000	CHART INDUSTRIES INC	356,044.51	79.4500	353,552.50	2,492.01-
17,525.0000	CORE-MARK HOLDING CO INC	1,289,485.88	72.6000	1,272,315.00	17,170.88-
3,800.0000	CUMMINS INC	440,078.00	148.9900	566,162.00	126,084.00
20,875.0000	DRESSER-RAND GROUP INC	1,284,838.08	58.4100	1,219,308.75	65,529.33-
6,800.0000	ECHOSTAR CORP	264,996.00	47.5600	323,408.00	58,412.00
5,900.0000	EXPRESS SCRIPTS HOLDING CO	339,958.00	75.0900	443,031.00	103,073.00
6,300.0000	IPG PHOTONICS CORP	408,375.06	71.0800	447,804.00	39,428.94
2,600.0000	INTERCONTINENTAL EXCHANGE INC	423,982.00	197.8300	514,358.00	90,376.00
49,600.0000	INTERFACE INC	864,691.09	20.5500	1,019,280.00	154,588.91
5,200.0000	MEDNAX INC	233,038.00	61.9800	322,296.00	89,258.00
640.0000	MICRO STRATEGY INC WTS TO PUR COM 06/24/2007	6.40	0.0100	6.40	0.00
39,250.0000	OFG BANCORP	608,767.53	17.1900	674,707.50	65,939.97
41,675.0000	PACWEST BANCORP	1,279,931.72	43.0100	1,792,441.75	512,510.03
4,400.0000	REINSURANCE GROUP OF AMERICA I	262,548.00	79.6300	350,372.00	87,824.00
8,600.0000	SIRONA DENTAL SYSTEMS INC	634,078.00	74.6700	642,162.00	8,084.00





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22,200.0000	STANTEC INC	976,134.01	61.0800	1,355,976.00	379,841.99
30,800.0000	US ECOLOGY INC	814,681.36	37.1200	1,143,296.00	328,614.64
4,068,971.8200	AUDAX MEZZANINE FUND III LP	4,035,942.78	1.0000	4,068,971.82	33,029.04
5,491,845.0000	ASIA ALTERNATIVES TAX EXEMPT	4,871,873.21	1.0000	5,491,845.00	619,971.79
TOTAL CORPORATE STOCK - COMMON		60,160,408.50		71,137,744.48	10,977,335.98
<u>PARTNERSHIP/JOINT VENTURE INTEREST</u>					
872,074.0000	ADAMS STREET DIRECT FUND LP	500,572.46	1.0000	872,074.00	371,501.54
1,159,749.0000	ADAMS STREET NON US DEV MKT FUND	1,043,809.00	1.0000	1,159,749.00	115,940.00
2,354,006.0000	ADAMS SREET US FUND LP	2,241,463.00	1.0000	2,354,006.00	112,543.00
4,750.0000	WESTERN TECH VENTURE LENDING & LEASING VI	4,764,490.00	1,063.5300	5,051,767.50	287,277.50
4,359,079.6600	ENERGY SPECTRUM PARTNERS VI	3,926,820.76	1.0000	4,359,079.66	432,258.90
7,747,184.7900	ENERGY FUND XV-A LP	7,890,859.74	1.0000	7,747,184.79	143,674.95-
388,503.0000	ADAMS STREET NON US EMERGING MARKETS FUND	309,446.56	1.0000	388,503.00	79,056.44
19,620,252.0000	SIGULER GUFF DIST OPP FD IV	17,454,853.73	1.0000	19,620,252.00	2,165,398.27
10,255,868.3300	INDUSTRY VENTURES VI	9,958,246.56	1.0000	10,255,868.33	297,621.77
17,482,849.0000	VISTA EQUITY PARTNERS FUND IV LP	16,624,930.00	1.0000	17,482,849.00	857,919.00



BNY MELLON

TRDNFL NFLGCALL1000 5500 FINAL 094123 5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR 2014-03-31 CYCLE 2 09:41:25 RUN DATE: 16-JUL-14  
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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
1,710,930.0000	PRIVATE ADVISORS SMALL COMPANY BUYOUT FUND V L P	1,671,060.55	1.0000	1,710,930.00	39,869.45
1,746,924.0000	ASIA ALTERNATIVE DELAWARE III LP	1,789,737.46	1.0000	1,746,924.00	42,813.46-
2,062.5000	VENTURE LENDING & LEASING VII LLC	2,025,367.50	1,032.7100	2,129,964.38	104,596.88
10,196,428.0000	THE REALTY ASSOCIATES FUND X UTP LP	9,642,733.00	1.0000	10,196,428.00	553,695.00
1,382,122.0000	LANDMARK EQUITY PARTNERS XV LP	1,117,775.00	1.0000	1,382,122.00	264,347.00
638,567.0000	VISTA FOUNDATION FUND II LP	638,567.00	1.0000	638,567.00	0.00
5,083,898.9200	BLACKSTONE RE DEBT STRATEGIES II LP	4,913,085.35	1.0000	5,083,898.92	170,813.57
850,746.8900	EIG ENERGY FUND XVI LP	966,862.79	1.0000	850,746.89	116,115.90-
1,319,087.0000	INDUSTRY VENTURES VII	1,350,000.00	1.0000	1,319,087.00	30,913.00-
26,371,831.0000	GMO MULTI STRATEGY FD OFFSHORE CLASS E	25,946,311.34	1.0000	26,371,831.00	425,519.66
533,441.0900	RREEF AMERICA II	45,587,153.81	93.6376	49,950,147.14	4,362,993.33
4,260,322.2200	WELLINGTON CIF DIVERSIFIED INFLATION HEDGE FUND	65,250,579.15	14.9100	63,521,404.30	1,729,174.85-
63,017,199.0000	GROSVENOR INSTL PARTNERS LP	58,446,522.00	1.0000	63,017,199.00	4,570,677.00
11,017,914.0000	SIGULER GJFF LP	9,365,390.75	1.0000	11,017,914.00	1,652,523.25
6,402,994.0000	LANDMARK EQUITY PARTNERS XIV LP	6,284,580.72	1.0000	6,402,994.00	118,413.28





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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
10,035,079.0000	PANTHEON GLOBAL SECONDARY FD IV LP	8,482,667.00	1.0000	10,035,079.00	1,552,412.00
TOTAL PARTNERSHIP/JOINT VENTURE INTEREST		308,193,885.23		324,666,569.91	16,472,684.68
OTHER INVESTMENTS					
9,636,000.0000	MEXICAN BONOS 6.500% 06/09/2022	784,745.21	7.8976	761,014.89	23,730.32-
106,175.0000	RUSSIAN FOREIGN BOND - EUROBOB VAR RT /31/2030	124,837.41	113.7500	120,774.06	4,063.35-
200,000.0000	REPUBLIC OF COLOMBIA 5.625% 02/26/2044 DD 01/28/14	199,354.00	104.4000	208,800.00	9,446.00
134,000.0000	HUNGARY 5.750% 11/22/2023 DD 11/22/13	133,302.56	103.2500	138,355.00	5,052.44
150,000.0000	JAPAN BANK FOR INTERNATIONAL C 2.875% 02/02/2015 DD 02/02/10	156,493.50	102.0720	153,108.00	3,385.50-
100,000.0000	JAPAN FINANCE ORGANIZATION FOR 4.000% 01/13/2021 DD 01/13/11	115,086.00	107.9730	107,973.00	7,113.00-
160,000.0000	REPUBLIC OF POLAND 4.000% 01/22/2024 DD 01/22/14	158,710.40	100.5250	160,840.00	2,129.60
200,000.0000	REPUBLIC OF TURKEY 5.750% 03/22/2024 DD 01/29/14	198,502.00	103.4500	206,900.00	8,398.00
18,000.0000	MEXICO GOVERNMENT INTERNATIONA 4.750% 03/08/2044 DD 03/08/12	18,675.00	95.0000	17,100.00	1,575.00-
12,000.0000	UNITED MEXICAN STATES 4.000% 10/02/2023 DD 10/02/13	11,945.16	101.0000	12,120.00	174.84



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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
230,000.0000	UNITED MEXICAN STATES 5.550% 01/21/2045 DD 01/21/14	228,785.60	106.2500	244,375.00	15,589.40
9.0000-	US TREAS BD FUTURE (CBT) EXP JUN 14	0.00	133.2187	9,664.05-	9,664.05-
17.0000	US 10YR TREAS NTS FUTURE (CBT) EXP JUN 14	0.00	123.5000	12,718.77-	12,718.77-
45.0000-	90DAY EURODOLLAR FUTURE (CME) EXP JUN 18	0.00	96.5500	10,737.50	10,737.50
68.0000	90DAY EURODOLLAR FUTURE (CME) EXP DEC 16	0.00	97.6750	14,812.50-	14,812.50-
9.0000-	US 5YR TREAS NTS FUTURE (CBT) EXP JUN 14	0.00	118.9531	1,242.18-	1,242.18-
2.0000	US ULTRA BOND FUT (CBT) EXP JUN 14	0.00	144.4687	5,882.81	5,882.81
TOTAL OTHER INVESTMENTS		2,130,436.84		2,109,542.76	20,894.08-
<u>WRITTEN OPTIONS</u>					
5.0000-	US 10YR TREAS NTS FUT JUN 14 PUT JUN 14 121.500 ED 05/23/14	1,305.37-	28.1250	1,406.25-	100.88-
5.0000-	US 10YR TREAS NTS FUTURE JUN14 CALL JUN 14 126.500 ED 052314	2,008.49-	10.9375	546.88-	1,461.61
TOTAL WRITTEN OPTIONS		3,313.86-		1,953.13-	1,360.73



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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>COMMON/COLLECTIVE TRUST</u>					
401,152.3870	EB DV GLOBAL ALPHA I FUND	64,134,562.66	204.5039	82,037,242.08	17,902,679.42
308,348.0570	EB DV NSL INTL SIF	47,869,091.19	188.1328	58,010,393.51	10,141,302.32
4,813.2570	EB DV NSL SIF	1,069,276.50	268.1463	1,290,657.28	221,380.78
441,465.2690	EB DV NSL AGG BIF	56,786,109.74	128.5462	56,748,717.20	37,392.54-
102,481.5950	EB DV NSL LGE CAP SIF	22,216,637.44	282.1096	28,911,044.44	6,694,407.00
182,600,453.0000	EB TEMP INV FD VAR RT 12/31/49 FEE CL 15	182,600,453.00	1.0000	182,600,453.00	0.00
26,833.4130	JP MORGAN STRATEGIC PROPERTY FUND	31,747,120.40	2,227.0935	59,760,519.68	28,013,399.28
18,548.5430	ENTRUST CAPITAL DIVERSIFIED FUND LTD	18,359,249.51	1,273.8216	23,627,535.00	5,268,285.49
109,380.4940	EB DV NSL LCG SIF	13,487,322.97	196.3900	21,481,242.55	7,993,919.58
116,623.7660	EB DV NSL LCV SIF	16,143,550.39	189.8991	22,146,752.52	6,003,202.13
3,181,584.2140	LOOMIS SAYLES CREDIT ASSET TRUST - CLASS B	40,581,974.35	18.6900	59,463,808.96	18,881,834.61
2,513,359.2700	PICTET EMERGING LOCAL CURRENCY DEBT FUND LLC	38,756,000.00	14.9159	37,489,060.78	1,266,939.22-
1,310,884.5730	TBC EMERGING MARKETS EQUITY	84,859,050.00	57.9500	75,965,761.01	8,893,288.99-
TOTAL COMMON/COLLECTIVE TRUST		618,610,398.15		709,533,188.01	90,922,789.86



# BNY MELLON

TRDNFL NFLGCALL1000 5500 FINAL 094123 5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR 2014-03-31 CYCLE 2 09:41:25 RUN DATE: 16-JUL-14  
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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
<u>103-12 INVESTMENT ENTITIES</u>					
102,934.8380	WA FLTG RATE HI INCOME FD	1,298,189.52	18.8980	1,945,262.57	647,073.05
97,901.8840	WAMCO OPPORTUNISTIC US\$ HIGH YIELD SEC PORT LLC	1,866,380.44	29.4310	2,881,350.35	1,014,969.91
41,467.1830	WAMCO OPPORTUNISTIC INTL INVESTMENT GRADE SEC LLC	1,057,856.42	27.5210	1,141,218.34	83,361.92
TOTAL 103-12 INVESTMENT ENTITIES		4,222,426.38		5,967,831.26	1,745,404.88
<u>REGISTERED INVESTMENT COMPANIES</u>					
2,598,440.7700	ARTISAN INTERNATIONAL FUND	56,600,339.72	30.1200	78,265,035.99	21,664,696.27
1,422,068.1730	ARTISAN SMALL CAP FUND	36,602,869.62	29.6600	42,178,542.01	5,575,672.39
2,727,921.6970	GMO STRATEGIC OPPORTUNITIES AL	58,844,408.31	23.6100	64,406,231.27	5,561,822.96
8,550,973.7720	PIMCO DIVERSIFIED INCOME FUND INSTITUTIO	99,541,371.49	11.6300	99,447,824.97	93,546.52-
203,237.0910	PAYDEN EMERGING MARKET CORPORA	2,032,674.41	10.1900	2,070,985.96	38,311.55
291,851.7200	PAYDEN CORPORATE BOND FUND	3,006,207.74	11.1100	3,242,472.61	236,264.87
3,011,455.5840	PAYDEN CORE BOND FUND	31,329,924.41	10.6600	32,102,116.53	772,192.12
150,969.1250	PAYDEN EMERGING MARKETS BOND F	2,041,459.20	13.7500	2,075,825.47	34,366.27
818,164.8560	PAYDEN HIGH INCOME FUND	6,362,934.27	7.1500	5,849,878.72	513,055.55-
4,978,503.4560	PIMCO ALL ASSET FUND INSTITUTIO	58,667,429.58	12.2900	61,185,807.47	2,518,377.89
1,518.4150	VANGUARD 500 INDEX FUND	173,264.20	172.6300	262,123.98	88,859.78
TOTAL REGISTERED INVESTMENT COMPANIES		355,202,882.95		391,086,844.98	35,883,962.03
GRAND TOTAL		1,398,075,596.54		1,553,514,669.84	4,617.99 C 155,434,455.31 I 155,439,073.30

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

Plan Sponsor: Retirement Board of Bert Bell/ Pete Rozelle NFL Player Retirement Plan  
Address: NFL Player Benefits  
200 St. Paul Street, 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, 2013 – March 31, 2014

**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, 2013 is estimated to be less than 80%. As of April 1, 2013 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, 2013, 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, 2012, except as noted below. Unaudited financial statements as of March 31, 2013 were used to determine the Plans assets. 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, 2013 in accordance with the provisions of the Pension Protection Act of 2006. I am an Enrolled Actuary 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

6/28/2013  
Date

Alvin K. Winters, FSA, EA, MAAA  
Name of Actuary

11-06620  
Enrollment Number

Aon Hewitt  
500 East Pratt Street  
Baltimore, MD 21202  
Telephone: 410-547-2916  
e-mail: al.winters@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. *2013 Plan Year*

<b>Valuation Date</b>	04/01/2013
<b>Funded Percentage</b>	49.1%
<b>Value of Assets</b>	\$1,372,089,059
<b>Value of Liabilities</b>	\$2,796,413,820

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 9c and 9h**

**Schedule of Funding Standard Account Bases**

As of 4/01/2013						
Type*	Date	Initial Years	Original Amount	Annual Payment	Remaining Years	Outstanding Balance
<b>Charges</b>						
IL	03/31/1977	40	\$27,413,000	\$1,780,787	3.00	\$4,989,347
PA	11/01/1977	40	1,692,600	112,808	3.42	354,962
PA	02/01/1979	40	651,600	43,341	4.83	184,008
PA	03/31/1989	30	1,303,288	93,144	5.00	406,859
PA	03/31/1992	30	124,393,450	8,968,644	8.00	56,884,829
PA	04/01/1993	30	5,579,111	428,686	10.00	3,192,237
PA	04/01/1994	30	23,799,617	1,833,394	11.00	14,562,893
PA	04/01/1998	30	50,168,724	3,864,728	15.00	37,162,627
EL	04/01/1999	15	8,158,287	848,421	1.00	848,424
EL	04/01/2001	15	27,102,402	2,818,515	3.00	7,896,833
PA	04/01/2002	30	125,518,055	9,669,234	19.00	105,202,214
EL	04/01/2002	15	29,562,857	3,074,390	4.00	11,105,845
EL	04/01/2003	15	60,394,203	6,280,696	5.00	27,435,221
EL	04/01/2004	15	14,620,943	1,520,505	6.00	7,713,367
EL	04/01/2005	15	17,333,722	1,802,621	7.00	10,328,965
EL	04/01/2006	15	15,903,903	1,653,927	8.00	10,490,246
PA	04/01/2006	30	233,549,828	17,991,420	23.00	212,939,726
CA	04/01/2007	15	57,655,763	5,995,912	9.00	41,454,995
EL	04/01/2007	15	8,876,667	923,129	9.00	6,382,401
PA	04/01/2008	15	19,605,761	2,038,901	10.00	15,182,692
EL	04/01/2008	15	31,424,147	3,267,955	10.00	24,334,838
EL	04/01/2009	15	333,980,469	34,732,303	11.00	275,883,145
CA	04/01/2011	15	187,478,376	19,496,816	13.00	172,311,504
CF	04/01/2011	15	124,853,059	12,984,095	13.00	114,752,533
EL	04/01/2011	15	162,030,373	16,850,351	13.00	148,922,227
PA	04/01/2012	15	606,219,701	63,043,825	14.00	582,556,127
EL	04/01/2012	15	51,590,150	5,365,118	14.00	49,576,347
PA	04/01/2013	15	12,023,238	1,250,357	15.00	12,023,238
EL	04/01/2013	15	112,644,876	11,714,505	15.00	112,644,876
Total Amortization Charges:				\$240,448,528		\$2,067,723,526



**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)**

<b>As of 4/01/2013</b>						
<b>Type*</b>	<b>Date</b>	<b>Initial Years</b>	<b>Original Amount</b>	<b>Annual Payment</b>	<b>Remaining Years</b>	<b>Outstanding Balance</b>
<b>Credits</b>						
CF	03/31/1980	37	\$1,375,300	\$91,263	3.00	\$255,692
CF	04/01/1993	30	55,410,763	4,257,640	10.00	31,704,527
CA	04/01/1994	30	83,007,633	6,394,461	11.00	50,792,009
EG	04/01/2000	15	22,918,036	2,383,361	2.00	4,605,621
EG	04/01/2007	10	191,088,768	25,661,537	4.00	92,699,095
CF	04/01/2010	15	82,554,483	8,585,254	12.00	72,169,200
Total Amortization Credits:				\$47,373,516		\$252,226,144

\* 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**  
**FUNDING IMPROVEMENT PLAN**

Originally Adopted February 23, 2011  
Updated May 15, 2014

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## **INTRODUCTION**

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This document constitutes an update to the Funding Improvement Plan (“FIP”) for the Bert Bell/Pete Rozelle NFL Player Retirement Plan (“Retirement Plan”), which was originally adopted by the Retirement Plan’s Retirement Board on February 23, 2011, in accordance with federal law. The FIP provides the bargaining parties, the National Football League Management Council (“NFL Management Council”), and the National Football League Players Association (“NFLPA”), with a contribution arrangement that is expected to enable the Retirement Plan to increase its funding percentage.

Section 305 of the Employee Retirement Income Security Act of 1974, as amended, and the parallel section 432 of the Internal Revenue Code, establish “endangered” status (also referred to as “yellow zone”) and “critical” status (also referred to as “red zone”) for multiemployer defined benefit pension plans based on the plan’s funded level and whether the plan is expected to experience a funding deficiency in the current or next six years (for endangered status) or in the current or next three or four years (for critical status). A plan in the yellow or red zone is subject to certain requirements intended to improve the plan’s funded level. A plan that is not in the yellow or red zone is in the “green” zone, and none of the yellow or red zone requirements apply.

On June 28, 2010, the actuary for the Retirement Plan certified that the Retirement Plan was in endangered (yellow zone) status for the Plan Year beginning April 1, 2010 because the Retirement Plan was less than 80 percent funded on April 1, 2010. In response to this certification, the Retirement Board adopted a FIP effective February 23, 2011. The Retirement Board will update the FIP annually based on the actual experience of the Plan. This update was adopted May 15, 2014 and supersedes the updated FIP that was adopted on July 24, 2013. It

includes experience and data for the Plan as of April 1, 2013 and reflects additional contributions negotiated by the collective bargaining parties.

## **FIP REQUIREMENTS**

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A FIP consists of benefit reductions, contribution increases, or both, that are reasonably expected over a ten-year period to meet two benchmarks: (1) reduce the plan's unfunded liabilities by at least one third and (2) avoid an accumulated funding deficiency, i.e., a failure to meet minimum funding requirements for a plan year. A FIP must be based on reasonably anticipated experience and reasonable actuarial assumptions regarding investment income and other experience of the plan over a period of future years.

If, before the ten year period ends, the actuary certifies that the plan is no longer in endangered status (e.g., the plan is at least 80 percent funded and not expected to have a funding deficiency in the current or next six years) and the plan is not then in critical status, the FIP requirements end.

### **Funding Improvement Period**

The ten year period or "funding improvement period" begins on the first day of the first plan year beginning after the earlier of (1) the second anniversary of the date of the adoption of the FIP, i.e., the first plan year beginning after February 24, 2013 or (2) the expiration of the collective bargaining agreement ("CBA") (covering at least 75% of active participants) in effect on the due date for certification of the plan's status, i.e., the first plan year beginning after March 3, 2011. For the Retirement Plan, the funding improvement period therefore begins April 1, 2011 (the first Plan Year beginning after March 3, 2011) and ends March 31, 2021.

## **Schedule**

Generally speaking, once a FIP is adopted, the bargaining parties must agree on a schedule consisting of increased contributions or future benefit reductions, or both, which would allow the Retirement Plan to satisfy the funding benchmarks of federal law by the end of the ten-year funding improvement period. If the bargaining parties cannot agree, then the Retirement Board is required to implement a “status quo” or “default” schedule after the expiration of the then-current CBA that, among other things, assumes that the Retirement Plan will provide no new pension benefit accruals.

To meet its FIP obligations, the bargaining parties agreed and the Retirement Board adopted a schedule of increased contributions, the most current version of which can be found below, under “FIP SCHEDULE.”



## OPERATION OF RETIREMENT PLAN IN THE YELLOW ZONE

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While operating under a FIP, the Retirement Plan is subject to certain restrictions during the funding improvement period extending from April 1, 2011 and ending on March 31, 2021 (or earlier if the Plan is no longer certified to be endangered).

**Adoption of Collective Bargaining Agreements or Participation Agreements:** The Retirement Board cannot accept a collective bargaining agreement or participation agreement that provides for (1) a reduction in the level of contributions for any participants, (2) a suspension of contributions with respect to any period of service, or (3) any new exclusion of any younger or newly added employees from plan participation.

**Plan Amendments:** The Retirement Plan may not be amended so as to be inconsistent with the FIP. The Retirement Plan can be amended to increase benefits, however, if the actuary certifies that the benefit increase is consistent with the FIP and that such increase is paid for with contributions that are not required to meet the benchmarks under the FIP schedule or schedules. Since the original FIP was adopted on February 23, 2011, the Retirement Plan was amended to increase certain benefits to take into account the 2011 CBA between the NFL Management Council and NFLPA. The Retirement Plan's actuary has certified that the benefit increases are consistent with the FIP and are paid for with contributions that are not required to meet the benchmarks under the FIP schedule.

## FIP SCHEDULE

The Funding Improvement Plan Schedule below shows the estimated contributions and funded percentage of the Retirement Plan during the remaining portion of the funding improvement period.

<b>Funding Improvement Plan Schedule (millions)</b>		
	<b>April 1, 2013 Updated FIP Schedule</b>	
<b>Plan Year Ending</b>	<b>Estimated Contribution</b>	<b>Estimated Funded Percentage*</b>
03/31/2012	\$172.1	52%
03/31/2013	\$105.0	48%
03/31/2014	\$299.7	56%
03/31/2015	\$320.8	62%
03/31/2016	\$281.7	68%
03/31/2017	\$260.1	73%
03/31/2018	\$260.7	78%
03/31/2019	\$168.3	80%
03/31/2020	\$139.2	80%
03/31/2021	\$119.0	81%
*Funded percentage is estimated as of the end of the Plan Year		

The original FIP adopted on February 23, 2011 was developed with the intention of achieving a funded percent of 80% by the end of the funding improvement period. The Retirement Plan's actuary has estimated that the current estimated contributions will result in the Retirement Plan reaching that benchmark by March 31, 2019, consistent with last year's FIP and two years ahead of the original FIP.

The updated FIP is based on the census data, asset information actuarial assumptions, and plan provisions which were used for the actuarial valuation as of April 1, 2013. Employer contributions were projected using the actuarial assumptions and methods stated in the applicable collective bargaining agreement.

## **ANNUAL REVIEW AND UPDATE**

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The Retirement Board will review the FIP and schedules annually and make changes, as appropriate, to satisfy the FIP requirements.

## **PENALTIES FOR NON-COMPLIANCE**

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A contributing employer's failure timely to contribute to the Retirement Plan at the rates required by the schedule that the bargaining parties have adopted or that has been imposed by the Retirement Board will result in the deficient amounts being treated as delinquent employer contributions under the Retirement Plan.

Employers are subject to an excise tax if they fail to make contributions required under the FIP. The amount of the excise tax is the amount of the unpaid contribution.

The Department of Labor has the authority to assess a penalty of up to \$1,100 per day against the Retirement Board if it does not timely adopt a funding improvement plan or if the Retirement Plan does not meet the funding improvement benchmarks (reduce the Retirement Plan's unfunded liabilities by one third (or fund the plan to 80%) and avoid an accumulated funding deficiency) by the end of the funding improvement period.

## **CONSTRUCTION OF AND MODIFICATIONS TO FIP**

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The Retirement Board reserves the right, in its sole and absolute discretion, to construe, interpret, and/or apply the terms and provisions of the FIP in a manner that is consistent with the law. Any and all constructions, interpretations and/or applications of the Retirement Plan (and other Retirement Plan documents) or the FIP by the Retirement Board, in its sole and absolute discretion, shall be final and binding. Subject to applicable law and notwithstanding anything herein to the contrary, the Retirement Board further reserves the right to make any modifications to the FIP that the Retirement Board, in its sole and absolute discretion, determines are necessary and/or appropriate (including, without limitation in the event of the issuance of any future legislative, regulatory, or judicial guidance).