

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2009 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009	
A	This return/report is for: ☐ a multiemployer plan; ☒ a single-employer plan; ☐ a multiple-employer plan; or ☐ a DFE (specify) ____
B	This return/report is: ☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C	If the plan is a collectively-bargained plan, check here. ▶ ☐
D	Check box if filing under: ☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information
1a	Name of plan BETHESDA RETIREMENT PLAN
1b	Three-digit plan number (PN) ▶ 001
1c	Effective date of plan 01/01/1973
2a	Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) BETHESDA, INC. 619 OAK ST CINCINNATI, OH 45206-1613
2b	Employer Identification Number (EIN) 31-1108895
2c	Sponsor's telephone number 513-569-5134
2d	Business code (see instructions) 622000

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2010	MICHAEL CROFTON
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") BETHESDA, INC. 619 OAK ST CINCINNATI, OH 45206-1613	3b Administrator's EIN 31-1108895 3c Administrator's telephone number 513-569-5134
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	6792
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	4397
b Retired or separated participants receiving benefits.....	6b	742
c Other retired or separated participants entitled to future benefits.....	6c	1940
d Subtotal. Add lines 6a , 6b , and 6c	6d	7079
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	65
f Total. Add lines 6d and 6e	6f	7144
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	114

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
 1A 1C 1G 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

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

b General Schedules

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

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit 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 2009 This Form is Open to Public Inspection
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For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

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

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

A Name of plan <u>BETHESDA RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>BETHESDA, INC.</u>	D Employer Identification Number (EIN) <u>31-1108895</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1	Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2009</u>
2	Assets:
a	Market value 2a <u>139082973</u>
b	Actuarial value 2b <u>152991270</u>
3	Funding target/participant count breakdown
	(1) Number of participants (2) Funding Target
a	For retired participants and beneficiaries receiving payment 3a <u>829</u> <u>25488685</u>
b	For terminated vested participants 3b <u>1895</u> <u>41340546</u>
c	For active participants:
(1)	Non-vested benefits 3c(1) <u>8375977</u>
(2)	Vested benefits 3c(2) <u>82285923</u>
(3)	Total active 3c(3) <u>4068</u> <u>90661900</u>
d	Total 3d <u>6792</u> <u>157491131</u>
4	If the plan is at-risk, check the box and complete items (a) and (b) ☐
a	Funding target disregarding prescribed at-risk assumptions 4a
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor 4b
5	Effective interest rate 5 <u>8.36 %</u>
6	Target normal cost 6 <u>7254799</u>

Statement by Enrolled Actuary

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

SIGN HERE	<u>10/08/2010</u>
Signature of actuary	Date
<u>JENNIFER R. O'BLOCK</u>	<u>08-04797</u>
Type or print name of actuary	Most recent enrollment number
<u>HEWITT ASSOCIATES LLC</u>	<u>847-295-5000</u>
Firm name	Telephone number (including area code)
<u>100 HALF DAY ROAD</u> <u>LINCOLNSHIRE, IL 60069-3258</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 ☐

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

Schedule SB (Form 5500) 2009
v.092308.1

Part II		Beginning of year carryover and prefunding balances	
		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	20206976	
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	3713391	0
9	Amount remaining (Item 7 minus item 8).....	16493585	0
10	Interest on item 9 using prior year's actual return of <u>-26.03</u> %	-4293280	
11	Prior year's excess contributions to be added to prefunding balance:		
a	Excess contributions (Item 38 from prior year)		6656326
b	Interest on (a) using prior year's effective rate of <u>5.91</u> %		-792669
c	Total available at beginning of current plan year to add to prefunding balance		5863657
d	Portion of (c) to be added to prefunding balance.....		5863657
12	Reduction in balances due to elections or deemed elections.....	0	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d – item 12).....	12200305	5863657

Part III		Funding percentages	
14	Funding target attainment percentage.....	14	85.67 %
15	Adjusted funding target attainment percentage.....	15	97.14 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	101.67 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	%

Part IV		Contributions and liquidity shortfalls	
18 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	
03/25/2009	5500000		
04/15/2009	2200000		
07/16/2009	2200000		
10/15/2009	2200000		
01/06/2010	2200000		
Totals ►		18(b)	14300000
		18(c)	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contribution from prior years.....	19a
b Contributions made to avoid restrictions adjusted to valuation date	19b
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c 13751345
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No
c If 20a is "Yes," see instructions and complete the following table as applicable:	
Liquidity shortfall as of end of Quarter of this plan year	
(1) 1st	(2) 2nd
0	0
(3) 3rd	(4) 4th
0	0

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:				
a Segment rates:	1st segment: %	2nd segment: %	3rd segment: %	☒ N/A, full yield curve used
b Applicable month (enter code)				21b 2
22 Weighted average retirement age				22 62
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contribution for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a).....	29	
30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29)	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions).....	31	7254799
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	0	0
b Waiver amortization installment		
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33).....	34	7254799
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	0	0
36 Additional cash requirement (item 34 minus item 35).....	36	7254799
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....	37	13751345
38 Interest-adjusted excess contributions for current year (see instructions).....	38	6496546
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37).....	39	0
40 Unpaid minimum required contribution for all years	40	0

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection.
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan BETHESDA RETIREMENT PLAN		B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 BETHESDA, INC.		D Employer Identification Number (EIN) 31-1108895

Part I	Service Provider Information (see instructions)
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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

FAF ADVISORS

41-2003732

(b) Enter name and EIN or address of person who provided you disclosure 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)

HEWITT ASSOCIATES

100 HALF DAY ROAD
LINCOLNSHIRE, IL 60069

36-2235791

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 50	NONE	105680	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

US BANK

P.O. BOX 1118
425 WALNUT ST.
CINCINNATI, OH 45202

31-0841368

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
26 50	TRUSTEE	95685	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

LCG ASSOCIATES

8044 MONTGOMERY RD.
CINCINNATI, OH 45236

72-0734507

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21 50	NONE	86213	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

WESTERN ASSET MANAGEMENT

04-3500652

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21 50	NONE	68880	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

INTEGRITY ASSET MANAGEMENT

86-1063006

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21 50	NONE	57126	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

WELLS FARGO BANK

93-1347393

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21 50	NONE	51471	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

OPUS CAPITAL MANAGEMENT

31-1670226

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21 50	NONE	42929	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

WASHINGTON CAPITAL MGMT

91-1042342

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21 50	NONE	38289	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

DG CAPITAL MANAGEMENT

04-3324465

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21 50	NONE	37698	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(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?
21 50	NONE	34979	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

ERNST AND YOUNG

1900 SCRIPPS CENTER
312 WALNUT STREET
CINCINNATI, OH 45202

34-6565596

(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	30400	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

LSV ASSET MANAGEMENT

23-2772200

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21 50	NONE	28406	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

RIVERSOURCE

11-1111111

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21 50	NONE	27174	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

SCHRODERS

13-2621402

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21 50	NONE	16156	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

J AND W SELIGMAN AND CO, INC

13-3043476

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21 50	NONE	8646	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

GREENBAUM DOLL AND MCDONALD

2900 CHEMED CENTER
255 EAST FIFTH STREET
CINCINNATI, OH 45202

61-0468813

(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 50	NONE	5270	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

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

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

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan BETHESDA RETIREMENT PLAN	B Three-digit plan number (PN)	001
C Plan sponsor's name as shown on line 2a of Form 5500 BETHESDA, INC.	D Employer Identification Number (EIN) 31-1108895	

Part I	Asset and Liability Statement
---------------	--------------------------------------

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	7055120	6090
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	6000000	2200000
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	75285	56188
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	2563814	4603562
(2) U.S. Government securities.....	1c(2)	0	976689
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	32229696	43295982
(5) Partnership/joint venture interests	1c(5)	26898574	44973377
(6) Real estate (other than employer real property)	1c(6)	0	1974069
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)	8923809	0
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	16983212	31105969
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	44161376	49858655

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	144890886	179050581

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	74900	100603
i Acquisition indebtedness	1i		
j Other liabilities	1j	9944501	6761104
k Total liabilities (add all amounts in lines 1g through 1j)	1k	10019401	6861707

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	134871485	172188874
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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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	14300000	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		14300000

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	45670	
(B) U.S. Government securities	2b(1)(B)	25845	
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		71515

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	950678	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1320428	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		2271106

(3) Rents	2b(3)		
-----------------	-------	--	--

(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)	9391710	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		9391710
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		4928281
c Other income.....	2c		14384183
d Total income. Add all income amounts in column (b) and enter total.....	2d		45346795

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	7525200	
(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)		7525200
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)	237034	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	497967	
(4) Other	2i(4)	415238	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		1150239
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		8675439

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		36671356
l Transfers of assets:			
(1) To this plan.....	2l(1)		646033
(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: ERNST & YOUNG

(2) EIN: 34-6565596

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 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		15000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

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

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

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan <u>BETHESDA RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BETHESDA, INC.</u>	D Employer Identification Number (EIN) <u>31-1108895</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>41-6271370</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>121</u>

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
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4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☒ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☒ N/A

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

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

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

Schedule R (Form 5500) 2009
v.092308.1

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 items 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 items 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 items 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 items 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 items 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 items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

- a** Enter the percentage of plan assets held as:

Stock: 29% Investment-Grade Debt: 1% High-Yield Debt: 0% Real Estate: 0% Other: 70%

- 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 item 19(b)?

☐ Effective duration ☐ Macaulay duration ☒ Modified duration ☐ Other (specify):

FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULES

Bethesda Retirement Plan
Years Ended December 31, 2009 and 2008
With Report of Independent Auditors

Ernst & Young LLP



Bethesda Retirement Plan
Financial Statements and Supplemental Schedules
Years Ended December 31, 2009 and 2008

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Report of Independent Auditors

The Retirement Committee and Personnel and Pension Committee of TriHealth, Inc.

We have audited the accompanying statements of net assets available for benefits of the Bethesda Retirement Plan (the Plan) as of December 31, 2009 and 2008, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

Except as discussed in the following paragraph, we conducted our 2009 audit in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan's internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing 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 over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our 2009 audit provides a reasonable basis for our opinion.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, investment assets held by U.S. Bank, N.A., the trustee of the Plan, and transactions in those assets were excluded from the scope of our audit of the Plan's 2008 financial statements, except for comparing the investment information certified by the trustee, which is summarized in Note 5, with the related information included in the financial statements.

Because of the significance of the information that we did not audit as discussed in the preceding paragraph, we are unable to, and do not, express an opinion on the statement of net assets available for benefits of the Plan at December 31, 2008 or the statement of changes in net assets available for benefit for the year then ended. The form and content of the information included in these statements as of and for the year ended December 31, 2008, other than that derived from the investment information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 2009, and the changes in its net assets available for benefits for the year then ended, in conformity with accounting principles generally accepted in the United States.

Our audit of the Plan's financial statements as of and for the year ended December 31, 2009, was performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedules of assets (held at end of year) as of December 31, 2009, and reportable transactions for the year then ended are presented for purposes 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. These supplemental schedules are the responsibility of the Plan's management. The supplemental schedules have been subjected to the auditing procedures applied in our audit of the financial statements for the year ended December 31, 2008, and in our opinion, are fairly stated in all material respects in relation to the financial statements taken as a whole.

Ernst & Young LLP

October 13, 2010

Bethesda Retirement Plan

Statements of Net Assets Available for Benefits

	December 31	
	2009	2008
Assets		
Investments:		
Cash	\$ 6,090	\$ 7,055,120
Money market fund	4,603,562	2,563,814
U.S. government securities	976,689	—
Domestic common stocks	35,626,524	27,932,807
Foreign stock	7,669,458	4,296,889
Mutual funds	31,105,969	16,983,212
Limited liability company	19,025,333	15,065,065
Real estate investment funds	1,974,069	1,464,091
Hedge funds	37,420,795	29,190,523
Private equity funds	11,348,840	7,898,904
Limited partnerships	14,599,204	7,776,995
Securities on loan	6,412,013	9,765,611
Total investments	<u>170,768,546</u>	<u>129,993,031</u>
Assets limited as to use under securities lending program	6,025,847	8,822,570
Receivables:		
Contribution from employer	2,200,000	6,000,000
Accrued income	56,188	75,285
Total receivables	<u>2,256,188</u>	<u>6,075,285</u>
Total assets	<u>179,050,581</u>	<u>144,890,886</u>
Liabilities		
Accrued administrative fees	100,603	74,900
Payable under securities lending program	6,761,104	9,944,501
Total liabilities	<u>6,861,707</u>	<u>10,019,401</u>
Net assets available for benefits	<u><u>\$ 172,188,874</u></u>	<u><u>\$ 134,871,485</u></u>

See accompanying notes.

Bethesda Retirement Plan

Statements of Changes in Net Assets Available for Benefits

	Year Ended December 31	
	2009	2008
Additions		
Investment income:		
Interest and dividends	\$ 2,342,621	\$ 2,922,925
Net appreciation (depreciation) in fair value of investments	<u>28,704,174</u>	<u>(52,434,865)</u>
	31,046,795	(49,511,940)
Contributions:		
Employer	14,300,000	12,000,000
Transfer from Good Samaritan Retirement Plan	<u>646,033</u>	<u>—</u>
Total additions	45,992,828	(37,511,940)
Deductions		
Benefits paid	7,525,200	7,325,090
Administrative expenses	<u>1,150,239</u>	<u>1,269,790</u>
Total deductions	8,675,439	8,594,880
Net increase (decrease)	37,317,389	(46,106,820)
Net assets available for benefits:		
Beginning of year	134,871,485	180,978,305
End of year	<u>\$ 172,188,874</u>	<u>\$ 134,871,485</u>

See accompanying notes.

Bethesda Retirement Plan

Notes to Financial Statements

December 31, 2009

1. Description of the Plan

The following description of the Bethesda Retirement Plan (the Plan) provides general information about the Plan's provisions. Bethesda Hospital, Inc. and certain other subsidiaries of Bethesda (the Company) is the plan sponsor. Participants should refer to the plan document and summary plan description for a more complete description of the Plan's provisions, copies of which may be obtained from the plan sponsor. The Good Samaritan Hospital, of Cincinnati, Ohio is a related party to the Company. The Plan received \$646,033 from the Good Samaritan Retirement Plan during 2009 as the result of personnel transfers between the related plan sponsors.

General

The Plan is a noncontributory defined benefit plan which covers substantially all employees of the Company. The Plan provides for retirement, death, and disability benefits and is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA). The following description of the Plan outlines only general information. Information about the plan agreement, the vesting and benefit provisions, and the Pension Benefit Guaranty Corporation's (PBGC) guaranty is contained in the pamphlet, *Bethesda Retirement Plan Summary Plan Description*. Copies of this pamphlet are available from the TriHealth, Inc. (related party of the Company) human resource department.

The Bethesda Retirement Committee (the Committee) is responsible for the general administration of the Plan. U.S. Bank, N.A., is the trustee of the Plan.

Eligibility and Vesting

An eligible employee becomes a participant in the Plan upon completion of 800 hours of service with the Company. Active participants become fully vested upon the earliest of the completion of five years of service or attainment of age 65.

Benefits

Eligible employees are entitled to monthly pension benefits beginning at the age of 55. Under the Plan's formula, a participant's benefit is calculated based off credits determined by age and years and service, and using the average pay from the five-consecutive-calendar year period that creates the highest average.

Bethesda Retirement Plan

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

Participants may elect to receive the value of their accumulated plan benefits as a lump-sum distribution upon retirement, or they may elect to receive their benefits as a life annuity payable monthly after reaching age 55. A participant whose employment is terminated prior to age 55 and the accumulated plan benefits is less than \$5,000 will automatically receive their benefit in the form of a lump-sum payment.

Contributions

The Company has agreed to voluntarily contribute such additional amounts as are necessary to provide assets sufficient to meet the benefits to be paid to Plan participants. The Company's present intention is to make annual contributions in amounts sufficient to fund the Plan's current year service cost and the initial past service cost plus interest over a period of 30 years. The Plan has met the ERISA minimum funding requirements for 2009 and 2008.

Plan Termination

Although it has not expressed an intention to do so, the Company reserves the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. Upon termination, the net assets available for benefits of the Plan will be allocated for payment to the participants in an order of priority as prescribed by ERISA and its related regulations and the Plan document.

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 available for benefits to provide for accumulated plan benefits and may also depend of the financial condition of the Company and the level of benefits guaranteed by the PBGC as well as the priority of those benefits. Some benefits may be fully or partially provided for by the then-existing net assets available for benefits of the Plan and the PBGC guarantee, while other benefits may not be provided for at all.

Bethesda Retirement Plan

Notes to Financial Statements (continued)

2. Significant Accounting Policies

Basis of Accounting

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

Reclassification

Certain prior year amounts in the financial statements have been reclassified to conform to the current year presentation.

Payment of Benefits

Benefits are recorded when paid.

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes and supplemental schedules. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Fair value is defined as 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 (an exit price). See Note 4 for further discussion of fair value measurements.

Bethesda Retirement Plan

Notes to Financial Statements (continued)

2. Significant Accounting Policies (continued)

In accordance with ASC 820, *Fair Value Measurements and Disclosures* (ASC 820), assets and liabilities measured at fair value are categorized into the following fair value hierarchy:

- Level 1 – Fair value is based on unadjusted quoted prices for identical assets or liabilities in an active market that the Plan has the ability to access at the measurement date.
- Level 2 – Fair value is based on quoted prices in markets that are not active, quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the asset or liability.
- Level 3 – Fair value is based on prices or valuation techniques that require inputs that are both significant to the fair value measurements and unobservable. These inputs reflect management's judgment about the assumptions that a market participant would use in pricing the investment and are based on the best available information, some of which may be internally developed.

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

Securities Lending Program

The Plan is authorized to engage in the lending of certain investments. Securities lending is an investment management enhancement that utilizes certain existing securities of the Plan to earn additional income. Securities lending involves the loaning of securities to approved banks financial institutions. The fair value of securities on loan was \$6,412,013 and \$9,765,611 and the fair value of collateral was \$6,025,847 and \$8,822,570, respectively at December 31, 2009 and 2008. In return for the loaned securities, the trustee, prior to or simultaneous with delivery of the loaned securities to the borrower, receives collateral in the form of cash or U.S. government securities as a safeguard against possible default of any borrower on the return of the loan. Each loan is initially collateralized, in the case of: (a) loaned securities denominated in U.S. dollars or whose primary trading market is located in the U.S., or (b) loaned securities not denominated in U.S. dollars or whose primary trading market is not located in the U.S. to the extent of at least 100% of the market value of the loaned securities. The collateral is marked to market on a daily basis.

Bethesda Retirement Plan

Notes to Financial Statements (continued)

2. Significant Accounting Policies (continued)

The Plan maintains full ownership rights to the securities loaned and accordingly, classifies loaned securities as investments. Securities lending income earned by the Plan was \$18,824 and \$102,753 for the years ended December 31, 2009 and 2008, respectively. Unrealized loss on investment of collateral was \$735,257 and \$1,121,931 for the years ended December 31, 2009 and 2008, respectively.

New Accounting Pronouncement

In April 2009, the Financial Accounting Standards Board (FASB) issued FASB Staff Position 157-4, *Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly* (FSP 157-4). FSP 157-4 amended ASC 820, to provide additional guidance on estimating fair value when the volume and level of activity for an asset or liability have significantly decreased in relation to its normal market activity. FSP 157-4 also provided additional guidance on circumstances that may indicate that a transaction is not orderly and on defining major categories of debt and equity securities to comply with the disclosure requirements of ASC 820. The Plan adopted the guidance in FSP 157-4 for the reporting period ended December 31, 2009. Adoption of FSP 157-4 did not have a material effect on the Plan's net assets available for benefits or its changes in net assets available for benefits.

In May 2009, the FASB issued FASB Statement No. 165, *Subsequent Events*, which was codified into ASC 855, *Subsequent Events* (ASC 855), to provide general standards of accounting for and disclosure of events that occur after statement of net assets available for benefits date, but before financial statements are issued or are available to be issued. ASC 855 was amended in February 2010. The Plan has adopted ASC 855, as amended. Refer to Note 9 for these disclosures.

In September 2009, the FASB issued Accounting Standards Update 2009-12, *Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)* (ASU 2009-12). ASU 2009-12 amended ASC 820 to allow entities to use net asset value (NAV) per share (or its equivalent), as a practical expedient, to measure fair value when the investment does not have a readily determinable fair value and the net asset value is calculated in a manner consistent with investment company accounting. The Plan adopted the guidance in ASU 2009-12 for the reporting period ended December 31, 2009 and has utilized the practical expedient to measure the fair value of investments within the scope of this guidance based on the investment's NAV. In addition, as a result of adopting ASU 2009-12, the Plan has provided additional disclosures

Bethesda Retirement Plan

Notes to Financial Statements (continued)

2. Significant Accounting Policies (continued)

regarding the nature and risks of investments within the scope of this guidance. Refer to Note 4 for these disclosures. Adoption of ASU 2009-12 did not have a material effect on the Plan's net assets available for benefits or its changes in net assets available for benefits.

In January 2010, the FASB issued Accounting Standards Update 2010-06, *Improving Disclosures about Fair Value Measurements* (ASC 2010-06), which amends ASC 820 to clarify certain existing fair value disclosures and requires a number of additional disclosures. The new guidance adds new requirements for disclosure about transfers into and out of Level 1 and Level 2 fair value measurements and separate disclosures about purchases, sales, issuances, and settlements relating to level 3 measurements. The guidance also clarifies existing fair value disclosures about the level of disaggregation and about inputs and valuation techniques in Level 2 and Level 3 fair value measurements. The amendment is effective for reporting periods beginning after December 15, 2009, except for Level 3 reconciliation disclosures which are effective for periods beginning after December 15, 2010. Plan management is currently evaluating the effect that the provisions of ASU 2010-06 will have on the Plan's financial statements.

Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits represent the actuarial present value of estimated future periodic payments, including lump-sum distributions, that are attributable under the Plan's provisions to services rendered by the employees to the valuation date. Accumulated plan benefits, which include benefits expected to be paid to retired or terminated employees or their beneficiaries, are based on credits earned using the employees' age and highest five year average compensation. The accumulated plan benefits for active employees are based on their average compensation during the five years preceding the valuation date. Benefits payable under all circumstances – retirement, death, disability, and termination of employment – are included, to the extent they are deemed attributable to employee service rendered to the valuation date.

3. Accumulated Plan Benefits

Hewitt Associates, an independent actuary, estimated the actuarial present value of accumulated plan benefits, which is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits earned by the participants 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.

Bethesda Retirement Plan

Notes to Financial Statements (continued)

3. Accumulated Plan Benefits (continued)

The accumulated plan benefit information as of December 31, 2008 is as follows:

Actuarial present value of accumulated plan benefits:	
Vested benefits:	
Participants currently receiving benefits	\$ 25,498,233
Other vested benefits	117,103,232
Total vested benefits	142,601,465
Non-vested benefits	7,912,568
Total actuarial present value of accumulated plan benefits	<u>\$ 150,514,033</u>

The changes in accumulated plan benefits as of December 31, 2008 are as follows:

Actuarial present value of accumulated plan benefits	
at beginning of the year	\$ 149,352,455
(Decrease) increase during the year attributed to:	
Change in actuarial assumptions	(2,199,058)
Interest accumulated	11,660,830
Benefits paid	(7,325,090)
Other changes	(975,104)
Net increase	<u>1,161,578</u>
Actuarial present value of accumulated plan benefits	
at end of the year	<u>\$ 150,514,033</u>

Significant assumptions underlying the actuarial valuation are as follows:

Assumed rate of return on investments	8.00%
Mortality basis	RP 2000 Combined Healthy Mortality Table
Retirement rate	Various rates ranging from 10% at age 55 to 100% at age 71 and over

Bethesda Retirement Plan

Notes to Financial Statements (continued)

3. Accumulated Plan Benefits (continued)

These 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.

4. Fair Value Measurements

Fair value is defined under ASC 820 as 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 (i.e., an exit price). To measure fair value, a hierarchy has been established that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs. As such, the hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy in ASC 820 are described below:

- Level 1 – Unadjusted quoted prices in active markets that are accessible to the reporting entity at the measurement date for identical assets and liabilities.
- Level 2 – Inputs other than quoted prices in active markets for identical assets and liabilities that are observable either directly or indirectly for substantially the full term of the asset or liability. Level 2 inputs include the following:
 - Quoted prices for similar assets and liabilities in active markets
 - Quoted prices for identical or similar assets or liabilities in markets that are not active
 - Observable inputs other than quoted prices that are used in the valuation of the asset or liabilities (e.g., interest rate and yield curve quotes at commonly quoted intervals)
 - Inputs that are derived principally from or corroborated by observable market data by correlation or other means
- Level 3 – Unobservable inputs for the asset or liability (i.e., supported by little or no market activity. Level 3 inputs include management's own assumption about the assumptions that market participants would use in pricing the asset or liability (including assumptions about risk).

Bethesda Retirement Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements (continued)

The following is a description of the valuation methodologies used for assets and liabilities measured at fair value.

The Plan's financial instruments based on quoted market prices in markets that are active, broker or dealer quotations or alternative pricing sources with reasonable levels of price transparency include U.S. government securities, marketable equity securities (foreign and domestic), mutual funds, cash and money market securities. Such instruments are generally classified within Level 1 of the fair value hierarchy. The Plan does not adjust the quoted market price for such financial instruments.

Alternative investments, which consist of hedge funds, private equity, limited partnerships, real estate funds, and limited liability company investments, are not necessarily readily marketable and may include short sales on securities and trading in future contracts, options, foreign currency contracts, other derivative instruments and private equity investments. However, Plan management has determined that the net asset value (NAV) is an appropriate estimate of the fair value of these investments based on the fact that the alternative investments are audited and accounted for at fair value by the administrators of the respective alternative investments. If the Plan has the ability to redeem its investment in the respective alternative investment at the NAV with no significant restrictions on the redemption at the consolidated balance, the Plan has categorized the alternative investment as a Level 2 measurement in the fair value hierarchy. If the Plan does not have the ability to redeem the alternative investment at NAV due to significant restrictions, the Plan has categorized the alternative investment as a Level 3 measurement. These investments are entered in to further diversify the portfolio. The following is a summary, by asset class, of the various liquidity restrictions on its alternative investments classified as Level 3 measurements:

- Hedge funds- Annual liquidity with 90 days notice or quarterly liquidity due to winding down of funds
- Private equity funds- Subject to lock-up provisions greater than 1 year from December 31, 2009
- Limited partnerships- Ranges from daily liquidity to monthly liquidity with 30 days notice
- Real estate investment trust- Subject to lock-up provisions greater than 1 year from December 31, 2009

Bethesda Retirement Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements (continued)

The level in the fair value hierarchy within which the fair value measurement is classified is determined based the lowest level input that is significant to the fair value measure in its entirety.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets carried at fair value.

	December 31, 2009			
	Level 1	Level 2	Level 3	Total
Assets				
Cash	\$ 6,090	\$ —	\$ —	\$ 6,090
Money market funds	4,603,562	—	—	4,603,562
U.S. government securities	976,689	—	—	976,689
Domestic common stocks	35,626,524	—	—	35,626,524
Foreign stocks	7,669,458	—	—	7,669,458
Mutual funds	31,105,969	—	—	31,105,969
Limited liability company	—	19,025,333	—	19,025,333
Hedge funds	—	21,383,626	16,037,169	37,420,795
Private equity funds	—	—	11,348,840	11,348,840
Limited partnerships	—	1,227,589	13,371,615	14,599,204
Real estate investment funds	—	—	1,974,069	1,974,069
Securities on loan	6,412,013	—	—	6,412,013
Assets limited as to use under securities lending program	6,025,847	—	—	6,025,847
Total assets at fair value	<u>\$ 92,426,152</u>	<u>\$ 41,636,547</u>	<u>\$ 42,731,693</u>	<u>\$ 176,794,393</u>
Liabilities				
Payable under securities lending program	\$ 6,761,104	\$ —	\$ —	\$ 6,761,104
Total liabilities at fair value	<u>\$ 6,761,104</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 6,761,104</u>

Bethesda Retirement Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements (continued)

	December 31, 2008			
	Level 1	Level 2	Level 3	Total
Assets				
Cash	\$ 7,055,120	\$ —	\$ —	\$ 7,055,120
Money market funds	2,563,814	—	—	2,563,814
Domestic common stocks	27,932,807	—	—	27,932,807
Foreign stocks	4,296,889	—	—	4,296,889
Mutual funds	16,983,212	—	—	16,983,212
Limited liability company	—	15,065,065	—	15,065,065
Hedge funds	—	14,595,156	14,595,367	29,190,523
Private equity funds	—	—	7,898,904	7,898,904
Limited partnerships	—	—	7,776,995	7,776,995
Real estate investment funds	—	—	1,464,091	1,464,091
Securities on loan	9,765,611	—	—	9,765,611
Assets limited as to use under securities lending program	8,822,570	—	—	8,822,570
Total assets at fair value	<u>\$ 77,420,023</u>	<u>\$ 29,660,221</u>	<u>\$ 31,735,358</u>	<u>\$ 138,815,601</u>
Liabilities				
Payable under securities lending program	\$ 9,944,501	\$ —	\$ —	\$ 9,944,501
Total liabilities at fair value	<u>\$ 9,944,501</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 9,944,501</u>

The table below sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the year ended.

	December 31	
	2009	2008
Hedge funds		
Balance, beginning of year	\$ 14,595,367	\$ 14,962,481
Unrealized gains (losses) relating to instruments still held at the reporting date	4,066,274	(5,617,114)
Purchases	—	5,250,000
Sales	(2,624,472)	—
Balance, end of year	<u>\$ 16,037,169</u>	<u>\$ 14,595,367</u>

Bethesda Retirement Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements (continued)

	December 31	
	2009	2008
Private equity		
Balance, beginning of year	\$ 7,898,904	\$ 5,043,409
Realized gains (losses)		
Unrealized gains (losses) relating to instruments still held at the reporting date	836,732	(1,699,870)
Purchases	2,672,051	4,622,917
Sales	(58,847)	(67,552)
Balance, end of year	<u>\$ 11,348,840</u>	<u>\$ 7,898,904</u>
Limited partnerships		
Balance, beginning of year	\$ 7,776,995	\$ 15,823,489
Realized gains (losses)		
Unrealized gains (losses) relating to instruments still held at the reporting date	2,968,351	(8,067,701)
Purchases	3,000,000	2,000,000
Sales	(373,732)	(1,978,793)
Balance, end of year	<u>\$ 13,371,614</u>	<u>\$ 7,776,995</u>
Real estate investment funds		
Balance, beginning of year	\$ 1,464,091	\$ 216,397
Unrealized gains (losses) relating to instruments still held at the reporting date	96,271	(620,326)
Purchases	413,706	2,043,020
Sales	—	(175,000)
Balance, end of year	<u>\$ 1,974,069</u>	<u>\$ 1,464,091</u>

Bethesda Retirement Plan

Notes to Financial Statements (continued)

5. Investments

All 2008 investment information, other than the fair value of the limited liability companies, hedge funds, private equity funds, limited partnerships, and real estate investment funds and related net depreciation, disclosed in the accompanying financial statements including investments held at December 31, 2008, investment income and net depreciation in fair value of investments for the year ended December 31, 2008, were obtained or derived from information supplied to the plan administrator and certified as complete and accurate by U.S. Bank, N.A., trustee of the Plan.

Individual investments that represent 5% or more of the Plan's net assets at are as follows:

	December 31	
	2009	2008
Mutual funds:		
Dodge & Cox International Stock Fund	\$ 8,827,761	*
Templeton Global Bd Fd Advisor	*	\$ 7,207,356
Limited liability company:		
Western Asset Abs Return Strat LLC	14,140,236	10,515,050

*Not over 5%.

Bethesda Retirement Plan

Notes to Financial Statements (continued)

5. Investments (continued)

During 2009 and 2008, the Plan's investments (including investments bought, sold, as well as held during the year) appreciated (depreciated) in fair value as follows:

	December 31	
	2009	2008
U.S. government securities	\$ (24,144)	\$ —
Domestic common stocks	6,788,854	(18,831,102)
Foreign stock	2,758,661	(6,251,311)
Mutual funds	4,928,281	(6,597,499)
Limited liability company	384,620	(6,714,467)
Real estate funds	509,977	1,247,694
Hedge funds	2,684,477	(2,884,989)
Private equity	3,449,935	3,347,225
Limited partnerships	6,644,621	(8,046,494)
Securities on loan	1,314,149	(6,581,991)
Assets limited as to use under securities lending program	(735,257)	(1,121,931)
Net appreciation (depreciation)	<u>\$ 28,704,174</u>	<u>\$ (52,434,865)</u>

At December 31, 2009, the Plan has committed capital yet to be called of approximately \$7,000,000 to private equity funds over the next one to three years.

6. Tax Status

The Plan has received a determination letter from the Internal Revenue Service (IRS) dated October 9, 2001, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Subsequent to this determination by the Internal Revenue Service, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code, and therefore, believes the Plan, as amended, is qualified and the related trust is tax-exempt.

Bethesda Retirement Plan

Notes to Financial Statements (continued)

7. Risks and Uncertainties

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

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimation and assumption processes, it is at least reasonably possible that changes in these estimates and assumptions in the near term could materially affect the amounts reported and disclosed in the financial statements.

8. Administrative Expenses

The Plan incurs administrative expenses directly related to the Plan which consist primarily of trustee fees for investments, PBGC fees, and actuarial fees. These expenses are reported on the statements of changes in net assets available for benefits as administrative expenses. Expenses relating to purchases, sales or transfers of the Plan's investments are charged to the particular investment fund to which the expenses relate. All other administrative expenses are paid by the Company on behalf of the Plan.

9. Subsequent Events

Management evaluated subsequent events for the Plan through October 13, 2010, the date the financial statements were available to be issued.

Supplemental Schedules

Bethesda Retirement Plan

EIN #31-0537122 Plan #001

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2009

Identity of Issue, Borrower, Lessor, or Similar Party		Number of Shares	Cost	Current Value
CASH			\$ 6,090	\$ 6,090
TOTAL CASH			6,090	6,090
MONEY MARKET FUNDS				
FIRST AMER PRIME OBLIG FD CL Z		4,603,562	4,603,562	4,603,562
TOTAL MONEY MARKET FUNDS			4,603,562	4,603,562
US GOVERNMENT SECURITIES				
F H L B DEB	2.750% 6/18/10	50,000	50,733	50,578
F H L B DEB	3.375% 9/10/10	100,000	102,689	101,906
F H L B DEB	4.250% 6/11/10	125,000	129,804	127,226
F H L B DEB	4.750% 12/10/10	60,000	62,639	62,306
F H L B DEB	5.125% 9/29/10	50,000	52,064	51,625
F H L M C M T N	1.700% 6/29/11	125,000	125,608	125,715
F H L M C M T N	2.125% 3/16/11	100,000	100,980	100,282
F H L M C M T N	2.875% 11/23/10	44,000	45,070	44,940
F H L M C M T N	4.250% 2/24/10	107,000	110,108	107,595
F H L M C M T N	6.875% 9/15/10	100,000	105,805	104,531
F N M A DISC NT	3/03/10	50,000	49,988	49,995
F N M A DISC NT	4/01/10	50,000	49,979	49,990
TOTAL GOVERNMENT OBLIGATIONS			985,467	976,689
DOMESTIC COMMON STOCKS				
A E S CORP		16,000	118,285	212,960
A K STEEL HLDG CORP		1,809	32,915	38,622
ACTUANT CORPORATION		2,940	36,246	54,478
ADVANCED ENERGY INDS INC		5,111	69,533	77,074
AIR PRODS CHEMICALS INC		2,850	231,776	231,021
ALBEMARLE CORP		1,775	41,447	64,557
ALCOA INC		1,200	44,760	19,344
ALLIANT ENERGY CORP		700	18,900	21,182
ALLSTATE CORP		1,800	81,599	54,072
AMAZON COM INC		2,090	189,583	281,147
AMERICAN ELECTRIC POWER CO INC		700	22,438	24,353
AMERICAN EXPRESS CO		6,670	197,766	270,268
AMERICAN FINL GROUP INC OHIO		4,150	107,325	103,543
AMERICAN GREETINGS CORP CL A		1,000	18,103	21,790

Bethesda Retirement Plan

EIN #31-0537122 Plan #001

Schedule H, Line 4i – Schedule of Assets (Held at End of Year) (continued)

December 31, 2009

Identity of Issue, Borrower, Lessor, or Similar Party	Number of Shares	Cost	Current Value
DOMESTIC COMMON STOCKS (continued)			
AMERICAN INTERNATIONAL GROUP INC	115	\$ 138,465	\$ 3,448
AMERICAN ITALIAN PASTA CO CL A	1,135	32,684	39,487
AMERICAN TOWER CORP	5,463	212,502	236,056
AMERIGROUP CORP	7,209	193,993	194,355
AMERISOURCEBERGEN CORP	1,200	17,126	31,284
AMERISTAR CASINOS INC	2,241	21,724	34,130
AMGEN INC	2,900	146,330	164,053
AMSURG CORP	2,407	62,937	53,002
AMTRUST FINANCIAL SERVICES	2,968	41,301	35,082
ANADARKO PETROLEUM CORP	1,220	61,551	76,152
ANDERSONS INC	1,019	32,739	26,311
AOL INC	48	1,367	1,117
APOGEE ENTERPRISES INC	5,850	126,561	81,900
APPLE INC	3,940	575,839	830,284
APPLIED INDL TECHNOLOGIES INC	2,550	68,888	56,279
ARCHER DANIELS MIDLAND CO	2,300	57,899	72,013
ARRIS GROUP INC	2,221	20,791	25,386
ASSOCIATED BANC CORP	200	2,226	2,202
ASSOCIATED ESTATES RLTY CORP	3,141	26,258	35,399
ATLAS AIR WORLDWIDE HLDGS INC	1,044	37,141	38,889
ATMEL CORP	8,607	37,330	39,678
ATMOS ENERGY CORP	5,950	158,707	174,930
AUTOLIV INC	1,100	24,402	47,696
AVON PRODS INC	8,705	297,755	274,208
B E AEROSPACE INC	8,486	182,866	199,421
B J S WHOLESALE CLUB INC	600	20,835	19,626
BAKER HUGHES INC	600	24,706	24,288
BALDOR ELECTRIC	1,610	22,954	45,225
BANK OF THE OZARKS INC	300	8,177	8,781
BAXTER INTL INC	5,200	171,722	305,136
BENCHMARK ELECTRONICS INC	3,298	51,984	62,365
BERKSHIRE HATHAWAY INC CL B	31	95,714	101,866
BEST BUY CO INC	7,395	287,664	291,807
BIOGEN IDEC INC	800	39,270	42,800
BIOMED REALTY TRUST INC	7,200	114,923	113,616
BLACK BOX CORPORATION	3,950	101,281	111,943

Bethesda Retirement Plan

EIN #31-0537122 Plan #001

Schedule H, Line 4i – Schedule of Assets (Held at End of Year) (continued)

December 31, 2009

Identity of Issue, Borrower, Lessor, or Similar Party	Number of Shares	Cost	Current Value
DOMESTIC COMMON STOCKS (continued)			
BRADY CORPORATION CL A	1,850	\$ 64,955	\$ 55,519
BROADCOM CORP CL A	2,120	52,799	66,716
BROWN SHOE COMPANY INC	5,430	115,737	53,594
C E C ENTERTAINMENT INC COM NEW	1,983	63,852	63,297
C S X CORP	6,000	127,482	290,940
CACI INTERNATIONAL INC CL A	3,200	144,724	156,320
CAPITAL ONE FINANCIAL CORP	600	30,491	23,004
CARDINAL FINL CORP	3,702	24,710	32,355
CASH AMERICA INTL INC	2,329	69,529	81,422
CATERPILLAR INC	4,900	169,565	279,251
CBS CORP CLASS B NON VOTING	1,500	42,754	21,075
CELGENE CORP	900	48,563	50,112
CENTENE CORP	6,200	116,113	131,254
CENTURY TEL INC	1,300	49,940	47,073
CHEVRON CORPORATION	5,100	259,787	392,649
CHUBB CORPORATION	1,000	52,776	49,180
CIGNA CORP	600	14,506	21,162
CINCINNATI BELL INC	11,924	54,411	41,138
CINCINNATI FINL CORP	400	17,435	10,496
CINEMARK HLDGS INC	2,941	48,489	42,262
CISCO SYS INC	20,405	466,003	488,496
CITIGROUP INC	9,800	197,044	32,438
CLECO CORPORATION	2,657	63,852	72,616
CLIFFS NATURAL RESOURCES INC	2,316	60,619	106,744
COCA COLA ENTERPRISES INC	1,200	24,183	25,440
COGDELL SPENCER INC	6,900	26,124	39,054
COLONIAL PROPERTIES TRUST	3,860	38,815	45,278
COMERICA INC	1,000	59,381	29,570
COMMERCIAL METALS CO	1,922	33,831	30,079
COMMScope INC	1,939	28,611	51,442
COMPUTER SCIENCES CORP	900	39,687	51,777
COMSTOCK RESOURCES INC	796	31,578	32,294
COMTECH TELECOMMUNICATIONS CORP	1,390	44,250	48,706
CONAGRA FOODS INC	2,300	49,959	53,015
CONOCOPHILLIPS	2,400	113,614	122,568
CONSOLIDATED GRAPHICS INC	1,562	66,384	54,701

Bethesda Retirement Plan

EIN #31-0537122 Plan #001

Schedule H, Line 4i – Schedule of Assets (Held at End of Year) (continued)

December 31, 2009

Identity of Issue, Borrower, Lessor, or Similar Party	Number of Shares	Cost	Current Value
DOMESTIC COMMON STOCKS (continued)			
CONSTELLATION ENERGY GROUP INC	1,100	\$ 29,507	\$ 38,687
COOPER TIRE & RUBR CO	2,045	9,268	41,002
COSTCO WHSL CORP	3,800	128,017	224,846
CRACKER BARREL OLD CTRY STORE	1,545	53,973	58,695
CRANE CO	3,650	130,093	111,763
DANA HOLDING CORP	5,021	33,951	54,428
DEL MONTE FOODS CO	1,300	14,443	14,742
DELPHI FINL GROUP INC CL A	4,950	154,532	110,732
DELTA AIR LINES INC	18,650	163,683	212,237
DEVELOPERS DIVERSIFIED RLTY CORP	9,981	589,970	92,424
DIRECTV CL A	9,279	216,173	309,455
DONNELLEY R R & SONS CO	1,300	28,449	28,951
DU PONT E I DE NEMOURS & CO	6,500	253,916	218,855
DYCOM INDS INC	4,938	28,288	39,652
DYNCORP INTL INC	4,700	65,199	67,445
E BAY INC	10,860	246,397	255,536
E M C CORP MASS	10,785	168,179	188,414
EASTMAN CHEM CO	700	40,632	42,168
EDISON INTL	600	15,856	20,868
EDUCATION REALTY TRUST INC	9,090	41,548	43,996
ELI LILLY & CO	1,600	77,822	57,136
EMCOR GROUP INC	5,850	153,867	157,365
EMPIRE DIST ELEC CO	5,650	102,660	105,825
ENCORE ACQUISITION CO	796	28,294	38,224
ENDO PHARMACEUTICALS HOLDINGS INC	5,250	104,171	107,730
ENTEGRIS INC	12,101	42,614	63,893
ENTERCOM COMMUNICATIONS CORP CL A	4,992	115,204	35,293
ESTERLINE TECHNOLOGIES CORP	2,100	50,333	85,617
ETHAN ALLEN INTERIORS INC	2,014	55,232	27,028
EXPRESS SCRIPTS INC CL A	3,575	297,668	308,952
EXXON MOBIL CORP	3,990	261,537	272,078
EZCORP INC CL A NON VTG	13,600	158,162	233,920
FAMILY DOLLAR STORES	1,200	35,264	33,396
FIRST FINANCIAL BANCORP	12,570	152,565	183,019
FIRSTMERIT CORP	3,925	77,957	79,050
FOOT LOCKER INC	4,160	33,394	46,342

Bethesda Retirement Plan

EIN #31-0537122 Plan #001

Schedule H, Line 4i – Schedule of Assets (Held at End of Year) (continued)

December 31, 2009

Identity of Issue, Borrower, Lessor, or Similar Party	Number of Shares	Cost	Current Value
DOMESTIC COMMON STOCKS (continued)			
FORD MOTOR COMPANY	900	\$ 6,098	\$ 9,000
FOREST LABS INC	900	20,741	28,899
FPIC INS GROUP INC	1,176	54,521	45,417
FREEPORT MCMORAN COPPER	3,058	172,502	245,527
FULTON FINL CORP PA	1,840	11,697	16,045
GANNETT INC	800	46,611	11,880
GAP INC	16,900	335,777	354,055
GENESCO INC	2,210	50,432	60,687
GENESEE & WYO INC CL A	1,562	41,853	50,984
GENTIVA HEALTH SVCS INC	6,700	119,253	180,967
GENWORTH FINANCIAL INC CL A	2,600	92,430	29,510
GOLDMAN SACHS GROUP INC	1,210	189,036	204,297
GOODRICH CORP.	700	22,316	44,975
GOOGLE INC CL A	140	73,130	86,797
GREAT LAKES DREDGE & DOCK CORP NEW	8,983	57,771	58,210
GREIF INC CL A	1,750	48,225	94,465
H C C INS HLDGS INC	3,100	92,659	86,707
HALLIBURTON CO	2,100	53,159	63,189
HANCOCK HLDG CO	1,567	58,266	68,650
HANOVER INS GROUP INC	1,983	87,448	88,105
HARLEY DAVIDSON INC	200	9,415	5,040
HARRIS CORP DEL	900	30,487	42,795
HARRIS STRATEX NETWORKS INC	3,928	45,735	27,142
HARTFORD FINANCIAL SERVICES GRP INC	800	50,279	18,608
HASBRO INC	700	19,336	22,442
HELIX ENERGY SOLUTIONS GROUP INC	3,018	32,453	35,462
HEWLETT PACKARD CO	600	19,282	30,906
HEXCEL CORP NEW	6,427	66,281	83,422
HIGHWOODS PROPERTIES INC	2,350	70,228	78,373
HOLLY CORP	4,000	177,167	102,520
HONEYWELL INTERNATIONAL INC	600	19,763	23,520
HORNBECK OFFSHORE SERVICES	1,782	87,982	41,485
HUBBELL INC CL B	1,300	57,074	61,490
HUMANA INC	5,500	248,438	241,395
HUNTINGTON BANCSHARES INC	1,100	16,911	4,015
IDACORP INC	2,225	72,092	71,089

Bethesda Retirement Plan

EIN #31-0537122 Plan #001

Schedule H, Line 4i – Schedule of Assets (Held at End of Year) (continued)

December 31, 2009

Identity of Issue, Borrower, Lessor, or Similar Party	Number of Shares	Cost	Current Value
DOMESTIC COMMON STOCKS (continued)			
ILLINOIS TOOL WORKS	5,640	\$ 253,743	\$ 270,664
INLAND AMERN REAL ESTATE TR INC	3,700,630	3,673,663	3,700,630
INLAND REAL ESTATE CORP	4,611	34,084	37,580
INNOPHOS HOLDINGS	3,162	46,231	72,663
INTEGRATED DEVICE TECHNOLOGY INC	11,471	91,028	74,217
INTEL CORP	3,800	77,062	77,520
INTERNATIONAL BUSINESS MACHINES CORP	90	11,305	11,781
INVESTMENT TECHNOLOGY GROUP INC	6,782	235,732	133,605
ISLE CAPRI CASINOS INC	2,770	29,342	20,720
J D A SOFTWARE GROUP INC	10,022	199,357	255,260
J P MORGAN CHASE & CO	8,400	254,549	350,028
JABIL CIRCUIT INC	6,687	76,327	116,153
JONES APPAREL GROUP INC	3,085	23,641	49,545
JUNIPER NETWORKS INC	17,815	420,257	475,126
KBW INC	1,459	35,871	39,918
KEY ENERGY SERVICES INC	9,964	73,355	87,584
KEYCORP NEW	1,200	39,911	6,660
KING PHARMACEUTICALS INC	6,574	69,730	80,663
KNIGHT CAP GROUP INC	7,050	111,059	108,570
KROGER CO	3,600	84,920	73,908
L-3 COMMUNICATIONS HLDGS INC	500	38,387	43,475
LANCE INC	1,714	38,947	45,078
LEAR CORP W I	600	39,026	40,584
LIFEPOINT HOSPITALS INC	5,799	198,132	188,641
LINCOLN NATL CORP IND	500	21,094	12,440
LOWES COS INC	8,000	192,231	187,120
LUBRIZOL CORP	500	25,802	36,475
M G I C INVT CORP	500	32,922	2,890
M K S INSTRUMENTS INC	2,883	41,635	50,164
MAGELLAN HEALTH SVCS INC	1,617	65,641	65,860
MANITOWOC COMPANY INC	3,293	22,841	32,831
MANTECH INTL CORP A	3,150	117,030	152,271
MARATHON OIL CORPORATION	6,800	266,394	212,296
MARSH & MCLENNAN COS INC	1,200	26,567	26,496
MARTIN MARIETTA MATLS INC	40	3,473	3,576
MASTERCARD INC	30	7,111	7,679

Bethesda Retirement Plan

EIN #31-0537122 Plan #001

Schedule H, Line 4i – Schedule of Assets (Held at End of Year) (continued)

December 31, 2009

Identity of Issue, Borrower, Lessor, or Similar Party	Number of Shares	Cost	Current Value
DOMESTIC COMMON STOCKS (continued)			
MAXIMUS INC	2,520	\$ 92,552	\$ 126,000
MCKESSON CORPORATION	1,400	63,748	87,500
MEDICIS PHARMACEUTICAL CORP CL A	2,650	37,806	71,683
MEDTRONIC INC	1,600	52,524	70,368
MENTOR GRAPHICS CORP	9,023	76,678	79,673
MERCK AND CO INC NEW	6,326	166,367	231,152
METLIFE INC	7,700	315,188	272,195
MICROSOFT CORP	20,740	483,137	632,155
MIRANT CORP	1,100	16,940	16,797
MORGAN STANLEY GROUP INC	8,300	341,562	245,680
MOTOROLA INC	41,665	361,796	323,320
MUELLER WTR PRODS INC	10,663	37,747	55,448
MYERS INDS INC	3,834	50,670	34,889
MYLAN INC	1,657	14,405	30,539
N B T Y INC	3,850	134,709	167,629
N C R CORP NEW	1,700	23,493	18,921
NATIONAL PENN BANCSHARES INC	9,239	54,410	53,494
NAVIGATORS GROUP INC	3,215	149,000	151,459
NETAPP INC	4,045	134,002	138,986
NETEZZA CORPORATION	2,400	25,808	23,280
NEW JERSEY RESOURCES CORP	1,461	45,785	54,641
NEWMONT MINING CORP	2,100	95,943	99,351
NOBLE ENERGY INC	3,265	198,624	232,534
NORDSTROM INC	3,668	121,452	137,843
NORTHROP GRUMMAN CORPORATION	500	21,914	27,925
NV ENERGY INC	9,250	81,998	114,515
OCCIDENTAL PETROLEUM CORPORATION	1,240	98,943	100,874
ODYSSEY HEALTHCARE INC	5,300	81,117	82,627
OIL STATES INTERNATIONAL INC	4,010	125,179	157,553
OLD DOMINION FGHT LINE INC	1,364	42,550	41,875
ORACLE CORPORATION	16,710	374,863	409,896
P N C FINANCIAL SERVICES GROUP INC	800	81,023	42,232
P N M RESOURCES INC	5,824	101,834	73,674
PAETEC HOLDING CORP	7,457	29,393	30,947
PARAMETRIC TECHNOLOGY CORP	5,057	80,180	82,631
PAREXEL INTL CORP	8,000	80,427	112,800

Bethesda Retirement Plan

EIN #31-0537122 Plan #001

Schedule H, Line 4i – Schedule of Assets (Held at End of Year) (continued)

December 31, 2009

Identity of Issue, Borrower, Lessor, or Similar Party	Number of Shares	Cost	Current Value
DOMESTIC COMMON STOCKS (continued)			
PENNEY J C COMPANY INC	5,400	\$ 110,633	\$ 143,694
PEPSI BOTTLING GROUP INC	900	29,341	33,750
PEPSICO INC	1,600	97,853	97,280
PERRIGO CO	250	4,891	9,958
PETSMART INC	1,100	23,428	29,359
PFIZER INC	18,668	389,911	339,571
PHILLIPS VAN HEUSEN CORP	1,386	50,603	56,382
PINNACLE WEST CAP CORP	800	33,569	29,264
PIONEER DRILLING CO	5,811	41,540	45,907
PLEXUS CORP	2,242	48,733	63,852
POST PPTYS INC	2,975	54,319	58,310
PRAXAIR INC	3,010	98,410	241,733
PRICELINE COM INC	1,315	216,516	287,209
PROGRESS SOFTWARE CORP	1,933	43,267	56,482
PRUDENTIAL FINANCIAL INC	7,200	306,163	358,272
QUAKER CHEM CORP	2,214	44,454	45,697
QUALCOMM INC	6,504	291,687	300,875
RADIAN GROUP INC	5,430	37,933	39,693
RC2 CORP	2,932	82,358	43,247
RENT A CTR INC	7,150	133,470	126,698
RES CARE INC	6,500	115,897	72,800
RLI CORP	935	48,439	49,789
ROBBINS & MYERS INC	1,560	29,028	36,691
ROCKWOOD HLDGS INC	3,822	39,807	90,046
RUDDICK CORP	5,426	149,791	139,611
RYDER SYSTEM INC	800	21,250	32,936
RYLAND GROUP INC	2,424	61,368	47,753
SAFEWAY INC	2,000	44,661	42,580
SAPIENT CORP	4,810	36,023	39,779
SCHNITZER STL INDS INC CL A	663	33,438	31,625
SEMPRA ENERGY	500	20,220	27,990
SHERWIN WILLIAMS CO	3,500	201,567	215,775
SILGAN HLDGS INC	687	37,959	39,764
SMITH A O CORP	870	32,333	37,749
SOLUTIA INC	6,414	17,544	81,458
SOUTH FINANCIAL GROUP INC	12,806	22,019	8,256

Bethesda Retirement Plan

EIN #31-0537122 Plan #001

Schedule H, Line 4i – Schedule of Assets (Held at End of Year) (continued)

December 31, 2009

Identity of Issue, Borrower, Lessor, or Similar Party	Number of Shares	Cost	Current Value
DOMESTIC COMMON STOCKS (continued)			
SOUTHERN UN CO NEW	1,200	\$ 23,941	\$ 27,240
SPARTAN STORES INC	10,020	186,684	143,186
SPARTECH CORP	2,915	37,517	29,908
STAGE STORES INC	6,142	105,341	75,915
STANCORP FINL GROUP INC	3,700	175,576	148,074
STANDEX INTL CORP	1,550	30,407	31,140
SUN HEALTHCARE GROUP INC	4,367	39,329	40,045
SUNOCO INC	1,000	46,222	26,100
SUNSTONE HOTEL INVS INC	8,807	44,704	78,206
SUNTRUST BKS INC	277	5,207	5,620
SUPERVALU INC	1,800	52,793	22,878
SYNIVERSE HLDGS INC	1,368	21,173	23,913
SYNTEL INC	650	15,125	24,720
T J X COS INC	4,620	160,505	168,861
T3 ENERGY SERVICES INC	1,780	48,492	45,390
TEMPLE INLAND INC	3,347	54,619	70,655
TENNECO INC	3,154	29,131	55,920
TEXAS INSTRUMENTS INC	9,695	249,518	252,652
TEXTRON INC	400	14,304	7,524
TIDEWATER INC	500	22,477	23,975
TIME WARNER INC	533	19,653	15,532
TOWER GROUP INC	3,950	95,422	92,470
TRAVELERS COS INC	6,500	239,969	324,090
TREEHOUSE FOODS INC	1,826	51,887	70,958
TRIUMPH GROUP INC	2,280	121,221	110,010
TRUSTMARK CORPORATION	2,972	61,616	66,989
TUTOR PERINI CORP	7,900	225,291	142,832
TYSON FOODS INC CL A	26,000	344,562	319,020
U N U M GROUP	15,000	293,224	292,800
U STORE IT TRUST	8,340	49,751	61,049
UNION PACIFIC CORP	3,500	123,469	223,650
UNIVERSAL HEALTH SVCS INC CL B	800	24,054	24,400
US BANCORP	11,000	298,688	247,610
VALERO ENERGY CORP	9,400	155,286	157,450
VECTREN CORPORATION	2,272	62,314	56,073
VENOCO INC	1,357	16,554	17,695

Bethesda Retirement Plan

EIN #31-0537122 Plan #001

Schedule H, Line 4i – Schedule of Assets (Held at End of Year) (continued)

December 31, 2009

Identity of Issue, Borrower, Lessor, or Similar Party	Number of Shares	Cost	Current Value
DOMESTIC COMMON STOCKS (continued)			
VERISK ANALYTICS INC CL A	1,680	\$ 45,213	\$ 50,870
VERIZON COMMUNICATIONS INC	3,100	123,712	102,703
VMWARE INC CL A	300	12,623	12,714
VULCAN MATERIALS CO	1,400	69,895	73,738
WAL MART STORES INC	3,500	173,783	187,075
WASHINGTON FEDERAL INC	3,298	65,160	63,783
WATSON PHARMACEUTICALS INC	2,600	99,442	102,986
WAUSAU PAPER CORP	3,659	35,959	42,444
WELLS FARGO CO	2,700	49,936	72,873
WERNER ENTERPRISES INC	1,692	36,759	33,502
WESTERN DIGITAL CORP	1,400	25,570	61,810
WHITING PETROLEUM CORP	564	16,311	40,298
WHITNEY HLDG CORP	8,090	78,635	73,700
WILLBROS GROUP INC	3,595	87,523	60,648
WILLIAMS COS INC	12,000	250,432	252,960
WORLD ACCEP CORP	392	14,019	14,045
WYNDHAM WORLDWIDE CORP	1,900	12,391	38,323
X T O ENERGY INC	1,075	45,041	50,020
XCEL ENERGY INC	1,200	22,710	25,464
YAHOO! INC	15,550	264,992	260,929
TOTAL DOMESTIC COMMON STOCKS		33,856,229	35,626,524
FOREIGN STOCKS			
A X A ADR	1,050	41,719	24,864
ABB LTD A D R	2,700	41,299	51,570
ACE LTD	2,200	103,115	110,880
AGRIUM INC	4,440	149,823	273,060
AMDOCS LTD	1,800	38,034	51,354
ARGO GROUP INTL HLDGS LTD	2,702	139,938	78,736
ASPEN INSURANCE HOLDINGS LTD	6,050	171,196	153,973
B A E SYSTEMS P L C A D R	1,440	44,180	33,379
B A S F A G A D R	1,725	81,338	107,123
B H P BILLITON LIMITED	6,185	283,961	473,647
BRITISH AMERN TOB PLC ADR	1,610	111,122	104,103
BROOKFIELD ASSET MANAGE CL A	1,315	42,296	29,167
BUNGE LIMITED	1,620	83,820	103,405

Bethesda Retirement Plan

EIN #31-0537122 Plan #001

Schedule H, Line 4i – Schedule of Assets (Held at End of Year) (continued)

December 31, 2009

Identity of Issue, Borrower, Lessor, or Similar Party	Number of Shares	Cost	Current Value
FOREIGN STOCKS (continued)			
CADBURY PLC A D R	1,262	\$ 60,399	\$ 64,854
CANADIAN NATL RY CO	2,105	96,841	114,428
CANADIAN NATURAL RESOURCES LTD	905	48,230	65,115
CANADIAN PACIFIC RAILWAY LTD	2,335	137,596	126,090
COOPER INDUSTRIES PLC	2,300	104,441	98,072
CORE LABORATORIES N V	140	12,349	16,537
COVIDIEN PLC	4,670	206,005	223,646
DIAGEO PLC SPONSORED A D R	1,075	83,612	74,616
ENSCO INTERNATIONAL SPON A D R	2,400	101,428	95,856
ENSIGN ENERGY SVCS INC	2,800	47,676	40,063
EVEREST RE GROUP LTD	400	42,314	34,272
FOSTER WHEELER LTD	2,910	67,443	85,670
INGERSOLL RAND PLC	8,643	274,271	308,901
INVESCO LTD	6,560	116,718	154,094
MANULIFE FINANCIAL CORP	1,225	41,687	22,467
MARVELL TECHNOLOGY GROUP LTD	11,315	211,351	234,786
NABORS INDUSTRIES LTD	2,725	89,553	59,650
NESTLE SA SPONSORED A D R	3,320	118,534	160,522
NOBLE CORP	6,645	262,054	270,452
NORTEL NETWORKS CORP	1,784	2	41
NOVARTIS AG A D R	1,475	85,645	80,284
PARTNERRE LTD	570	40,746	42,556
PETROLEO BRASILEIRO S A A D R	560	13,142	26,701
POTASH CORP OF SASKATCHEWAN	3,175	202,645	344,488
RIO TINTO PLC A D R	930	197,954	200,313
ROCHE HLDG LTD SPONSORED ADR	2,500	104,056	105,500
RWE AG SPONSORED ADR	350	40,618	33,915
SCHLUMBERGER LTD	3,560	230,652	231,720
SEAGATE TECHNOLOGY	2,400	39,676	43,656
SUNCOR ENERGY INC	12,745	430,748	450,026
SYNGENTA A G A D R	1,850	71,941	104,100
TALISMAN ENERGY INC	2,775	47,330	51,726
TECK RESOURCES LIMITED	2,100	82,253	73,437
TENARIS SA ADR	3,275	151,045	139,679
TEVA PHARMACEUTICAL INDS LTD A D R	6,510	305,937	365,732
TRANSOCEAN LTD	6,261	698,522	518,410

Bethesda Retirement Plan

EIN #31-0537122 Plan #001

Schedule H, Line 4i – Schedule of Assets (Held at End of Year) (continued)

December 31, 2009

Identity of Issue, Borrower, Lessor, or Similar Party	Number of Shares	Cost	Current Value
FOREIGN STOCKS (continued)			
TYCO INTERNATIONAL LTD	7,645	\$ 151,915	\$ 272,774
UBS AG REG	1,470	84,412	22,800
UNILEVER N V A D R	3,650	126,483	118,005
VALE SA SP A D R	10,585	157,923	307,283
WEATHERFORD INTERNATIONAL LTD	10,475	232,902	187,607
XSTRATA PLC A D R	22,700	45,987	82,855
YARA INTL A D R	450	10,047	20,498
TOTAL FOREIGN STOCKS		7,006,924	7,669,458
MUTUAL FUNDS			
ABERDEEN FDS EMRGN	299,805	3,063,755	3,468,744
DODGE & COX INTERNATIONAL STOCK FUND	277,167	11,641,718	8,827,761
ISHARES RUSSELL 2000 GROWTH FD	89,800	5,520,769	6,112,686
PIMCO TOTAL RETURN FUND	380,069	3,897,156	4,104,743
TEMPLETON GLOBAL BD FD ADVISOR	677,071	7,927,015	8,592,035
TOTAL MUTUAL FUNDS		32,050,413	31,105,969
LIMITED LIABILITY COMPANY			
MERGANSER SHORT TERM BOND FUND	4,375,727	4,674,859	4,885,097
WESTERN ASSET ABS RETURN STRAT LLC	1,030,629	11,431,742	14,140,236
TOTAL LIMITED LIABILITY COMPANIES		16,106,601	19,025,333
HEDGE FUNDS			
ARTHA EMER MARKETS FUND 3E 2009-07	8	7,933	9,045
ARTHA EMERGING MARKETS FUND LTD	3,150	3,768,569	6,112,654
ARTHA EMERGING MKTS FD, LTD. 2009-04	14	14,245	17,898
AXIOM OFFSHORE OPPORTUNITY FUND LTD	41,490	4,180,226	4,450,621
KARSCH CAPITAL, LTD.	14,605	3,000,000	3,126,478
M. KINGDON OFFSHORE LTD.	16,270	1,750,000	2,012,416
MOON CAPITAL GLOBAL EQUITY CLASS A	487	556,938	575,384
MOON CAPTL GBL EQTY OFFSHORE FD LTD	3,895	3,896,078	4,901,891
MOON CAPTL GBL EQTY OFFSHORE FD LTD	145	145,202	177,239
BERENS GLOBAL VALUE FUND, LTD	52,500	5,250,000	5,458,266
DRAKE CAPITAL OFFSHORE PARTNERS LP	7,309,302	7,309,302	7,309,302
GLEACHER DIVERSIFIED STRATEGIES FD	2,729	3,269,601	3,269,601
TOTAL HEDGE FUNDS		33,148,094	37,420,795

Bethesda Retirement Plan

EIN #31-0537122 Plan #001

Schedule H, Line 4i – Schedule of Assets (Held at End of Year) (continued)

December 31, 2009

Identity of Issue, Borrower, Lessor, or Similar Party	Number of Shares	Cost	Current Value
PRIVATE EQUITY FUNDS			
SIGULER GUFF BRIC II	414,791	\$ 414,791	\$ 414,791
SIGULER GUFF DIST OPP II LP BETH R	2,212,062	2,212,062	2,212,062
SIGULER GUFF DOF III	2,637,767	2,637,767	2,637,767
PORTFOLIO AD PVT IV LP CL A BETH RET	939,655	939,655	939,655
PORTFOLIO AD PVT IV LP CL B BETH RET	449,836	449,836	449,836
PORTFOLIO AD PVT IV LP CL C BETH RET	753,649	753,649	753,649
SPECIAL SITUATION PTNR II LP BETH RE	1,352,488	1,352,488	1,352,488
FORT WASHINGTON PEI VI	648,334	648,334	648,334
GOLDMAN SACHS PRV EQ 2005 OFF HLD LP	1,676,850	1,676,850	1,676,850
PRIVATE EQUITY INVESTMENT FUND V, L	236,012	236,012	236,012
KAYNE ANDERSON ENERGY FUND V (QP)	27,396	27,396	27,396
TOTAL PRIVATE EQUITY FUNDS		11,348,840	11,348,840
REAL ESTATE INVESTMENT FUNDS			
BLUE VISTA EQUITY BETHESDA RETIREMNT	300,211	300,211	300,211
WCP REAL ESTATE FUND II, L.P.	1,673,858	1,673,858	1,673,858
TOTAL REAL ESTATE INVESTMENT FUNDS		1,974,069	1,974,069
LIMITED PARTNERHIPS			
LOOMIS SAYLES CREDIT ASSET FUND, LTD	2,992	2,997,208	3,386,262
RHUMBLINE ADVISERSCOMMON TRUST FD	165,275	5,840,102	5,546,127
PIMCO TALF INV & RECOVERY FUND	1,227,589	1,227,589	1,227,589
SCHROEDER CAPITAL MGMT COLLECTIVE TR	747	4,439,226	4,439,226
TOTAL LIMITED PARTNERSHIPS		14,504,125	14,599,204
SECURITIES ON LOAN			
ADC TELECOMMUNICATIONS INC	7,424	91,545	46,103
AMERICREDIT CORP	2,000	49,881	38,080
AT&T INC	6,200	202,044	173,786
BANK OF AMERICA CORP	51,715	996,548	778,828
BEAZER HOMES USA INC	5,190	21,656	25,120
BERRY PETE CO CL A	1,497	33,295	43,638
BIG LOTS INC	4,050	56,105	117,369
BRISTOL-MYERS SQUIBB CO	12,000	276,772	303,000
BROADCOM CORP CL A	5,173	128,835	162,794
BUNGE LIMITED	1,000	57,459	63,830

Bethesda Retirement Plan

EIN #31-0537122 Plan #001

Schedule H, Line 4i – Schedule of Assets (Held at End of Year) (continued)

December 31, 2009

Identity of Issue, Borrower, Lessor, or Similar Party	Number of Shares	Cost	Current Value
SECURITIES ON LOAN (continued)			
CALLAWAY GOLF CO	4,843	\$ 52,885	\$ 36,516
CARRIZO OIL & GAS INC	1,891	52,886	50,130
CASH AMERICA INTL INC	623	18,599	21,780
CONTINENTAL AIRLINES INC CL B	3,074	45,256	55,086
DEVELOPERS DIVERSIFIED RLTY CORP	3,925	32,315	36,346
DIAMONDROCK HOSPITALITY CO	10,150	173,816	85,971
DIODES INC	3,375	74,983	68,884
DIRECTV CL A	4,000	94,083	133,400
EASTMAN KODAK CO	1,100	38,094	4,642
ENTERTAINMENT PPTYS TR	3,150	113,129	111,101
FAIRCHILD SEMICON INTL CL A	11,249	124,436	112,378
FORD MOTOR COMPANY	31,355	232,853	313,550
FULTON FINL CORP PA	3,242	35,863	28,270
GENCO SHIPPING & TRADING LTD	5,050	158,909	113,019
GENERAL CABLE CORPORATION	967	36,906	28,449
GENERAL ELECTRIC CO	5,100	73,843	77,163
GOOGLE INC CL A	1,048	506,994	649,739
GRANITE CONSTR INC	1,233	40,609	41,503
GYMBOREE CORP	3,200	109,956	139,296
HARLEY DAVIDSON INC	700	32,952	17,640
INTERDIGITAL INC	5,800	139,585	154,048
INTERNATIONAL BUSINESS MACHINES CORP	700	87,924	91,630
INTREPID POTASH INC	2,423	60,420	70,679
JACK IN THE BOX INC	8,300	161,678	163,261
JUNIPER NETWORKS INC	2,830	76,969	75,476
KIRBY CORP	2,600	81,001	90,558
LEXMARK INTERNATIONAL INC	800	42,376	20,784
MASTERCARD INC	1,625	382,240	415,968
MEAD JOHNSON NUTRITION CO	2,700	97,468	117,990
MEDIA GEN INC CL A	1,877	63,510	14,716
MYLAN INC	243	2,112	4,478
NATIONAL RETAIL PROPERTIES INC	3,586	79,328	76,095
NORDSTROM INC	2,332	77,215	87,637
OMNOVA SOLUTIONS INC	6,337	36,655	38,846
PACIFIC CONTINENTAL CORP	2,330	21,873	26,655
PACWEST BANCORP DEL	1,692	32,165	34,094

Bethesda Retirement Plan

EIN #31-0537122 Plan #001

Schedule H, Line 4i – Schedule of Assets (Held at End of Year) (continued)

December 31, 2009

Identity of Issue, Borrower, Lessor, or Similar Party	Number of Shares	Cost	Current Value
SECURITIES ON LOAN (continued)			
PERRIGO CO	2,350	\$ 45,975	\$ 93,601
PHOTRONICS INC	9,420	41,246	41,919
POLARIS INDS INC	1,100	56,177	47,993
REGIONS FINL CORP	2,500	65,946	13,225
SEACOAST BANKING CORP FL	11,090	25,835	18,077
SUNTRUST BKS INC	2,700	63,606	54,783
SUSQUEHANNA BANCSHARES INC PA	3,045	38,750	17,935
SYNOVUS FINL CORP	11,377	22,922	23,323
THE MOSAIC CO	1,600	81,206	95,568
TIDEWATER INC	1,700	76,420	81,515
TIME WARNER CABLE INC	133	6,889	5,505
UNITED STATES STEEL CORP	1,200	48,209	66,144
VEECO INSTRS INC DEL	2,343	40,711	77,413
VMWARE INC CL A	1,500	63,117	63,570
WASHINGTON REAL ESTATE INVT TR SBI	2,482	76,921	68,379
WERNER ENTERPRISES INC	120	2,607	2,376
WESTERN ALLIANCE BANCORPORATION	8,325	50,349	31,469
WHIRLPOOL CORP	700	64,489	56,462
WORLD ACCEP CORP	3,586	84,348	128,486
XEROX CORP	3,400	22,907	28,764
ZIONS BANCORPORATION	2,742	38,811	35,180
TOTAL SECURITIES ON LOAN		6,423,467	6,412,013
TOTAL ASSETS		\$ 162,013,881	\$ 170,768,546

Bethesda Retirement Plan

EIN #31-0537122 Plan #001

Schedule H, Line 4j – Schedule of Reportable Transactions

Year Ended December 31, 2009

Identity of Party Involved	Description of Asset	Purchase Price	Selling Price	Cost of Asset	Current Value of Asset on Transaction Date	Gain (Loss)
There were no category (i) reportable transactions during the year ended December 31, 2009.						
Category (ii) – A series of transactions with the same broker in excess of 5% of Plan assets						
Broadcort Cap Corp./Sub of Mlp	Various	\$ 4,704,431	\$ –	\$ 4,704,431	\$ 4,704,431	\$ –
		–	5,484,597	5,833,688	5,484,597	(349,091)
Knight Equity Markets	Various	5,954,509	–	5,954,509	5,954,509	–
		–	5,608,783	5,175,709	5,608,783	433,074
Category (iii) – A series of transactions in same security in excess of 5% of Plan assets						
First Amer Prime Oblig Fd Cl Z	Money Market Fund	56,889,509	–	56,889,509	56,889,509	–
		–	54,849,752	54,849,752	54,849,752	–

There were no category (iv) reportable transactions during the year ended December 31, 2009.

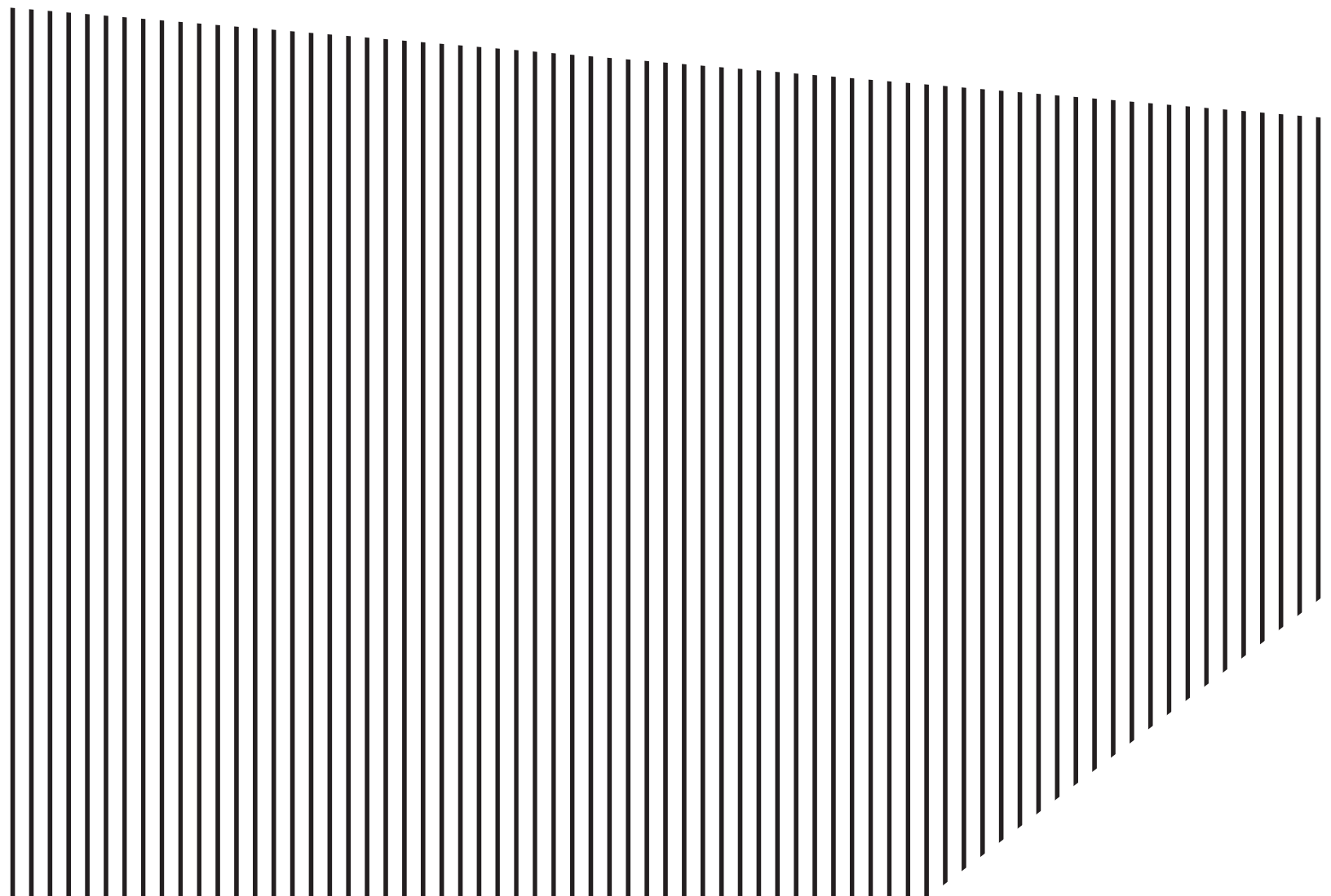
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SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule 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 2009 This Form is Open to Public Inspection
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For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

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

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

A Name of plan Bethesda Retirement Plan	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Bethesda, Inc.	D Employer Identification Number (EIN) 31-1108895
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2009</u>	
2 Assets:	
a Market value.....	2a 139,082,973
b Actuarial value.....	2b 152,991,270
3 Funding target/participant count breakdown	
	(1) Number of participants (2) Funding Target
a For retired participants and beneficiaries receiving payment.....	3a 829 25,488,685
b For terminated vested participants.....	3b 1,895 41,340,546
c For active participants:	
(1) Non-vested benefits.....	3c(1) 8,375,977
(2) Vested benefits.....	3c(2) 82,285,923
(3) Total active.....	3c(3) 4,068 90,661,900
d Total.....	3d 6,792 157,491,131
4 If the plan is at-risk, check the box and complete items (a) and (b) ☐	
a Funding target disregarding prescribed at-risk assumptions.....	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor.....	4b
5 Effective interest rate.....	5 8.36 %
6 Target normal cost.....	6 7,254,799

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	<i>Jennifer O'Block</i> Signature of actuary	10/08/2010 Date
Jennifer R. O'Block	Type or print name of actuary	08-04797 Most recent enrollment number
Hewitt Associates LLC	Firm name	(847) 295-5000 Telephone number (including area code)
100 HALF DAY ROAD		
LINCOLNSHIRE	IL 60069-3258 Address of the firm	

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

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

Schedule SB (Form 5500) 2009
v.092308.1

Part II Beginning of year carryover and prefunding balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	20,206,976	N/A
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	3,713,391	0
9	Amount remaining (Item 7 minus item 8).....	16,493,585	0
10	Interest on item 9 using prior year's actual return of <u>(26.03)</u> %	(4,293,280)	
11	Prior year's excess contributions to be added to prefunding balance:		
a	Excess contributions (Item 38 from prior year)		6,656,326
b	Interest on (a) using prior year's effective rate of <u>5.91</u> %		(792,669)
c	Total available at beginning of current plan year to add to prefunding balance		5,863,657
d	Portion of (c) to be added to prefunding balance.....		5,863,657
12	Reduction in balances due to elections or deemed elections.....	0	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d - item 12)	12,200,305	5,863,657

Part III Funding percentages			
14	Funding target attainment percentage.....	14	85.67 %
15	Adjusted funding target attainment percentage.....	15	97.14 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	101.67 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	%

Part IV Contributions and liquidity shortfalls					
18 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
03/25/2009	5,500,000				
04/15/2009	2,200,000				
07/16/2009	2,200,000				
10/15/2009	2,200,000				
01/06/2010	2,200,000				
Totals ►			18(b)	14,300,000	18(c) 0

19 Discounted employer contributions - see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contribution from prior years.	19a	
b Contributions made to avoid restrictions adjusted to valuation date	19b	
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	13,751,345

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No

b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No

c If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of Quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:				
a Segment rates:	1st segment: %	2nd segment: %	3rd segment: %	☒ N/A, full yield curve used
b Applicable month (enter code)				21b 2
22 Weighted average retirement age				22 62
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment	☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment	☒ Yes ☐ No
27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment	27

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contribution for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a)	29	
30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29)	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions)	31	7,254,799
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	0	0
b Waiver amortization installment		
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b - item 33)	34	7,254,799
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	0	0
36 Additional cash requirement (item 34 minus item 35)	36	7,254,799
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c)	37	13,751,345
38 Interest-adjusted excess contributions for current year (see instructions)	38	6,496,546
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37)	39	0
40 Unpaid minimum required contribution for all years	40	0

Schedule SB Attachment (Form 5500)—2009 Plan Year
Bethesda Retirement Plan
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Schedule SB, line 19—Discounted Employer Contributions

Year applied for contributions: 2009

Date	Amount	Interest Rate	Interest Adjusted Contribution
March 25, 2009	\$ 5,500,000	8.36%	\$ 5,400,495
April 15, 2009	2,200,000	8.36%	2,150,242
July 16, 2009	2,200,000	8.36%	2,107,165
October 15, 2009	2,200,000	8.36%	2,065,405
January 6, 2010	<u>2,200,000</u>	8.36%	<u>2,028,038</u>
Total Contribution	\$ 14,300,000		\$ 13,751,345

Schedule SB Attachment (Form 5500)—2009 Plan Year
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Schedule SB, line 22—Description of Weighted Average Retirement Age

The average retirement age shown in line 22 has been calculated by assuming the following retirement rates and no decrements other than retirement for this calculation. All retirements are assumed to occur at beginning of year for this calculation.

(a) Age	(b) Rate	(c) Weight	(d) Product (a) × (b) × (c)
55	10.00%	1.0000	5.50
56	7.00%	0.9000	3.53
57	7.00%	0.8370	3.34
58	7.00%	0.7784	3.16
59	7.00%	0.7239	2.99
60	10.00%	0.6732	4.04
61	10.00%	0.6059	3.70
62	15.00%	0.5453	5.07
63	15.00%	0.4635	4.38
64	15.00%	0.3940	3.78
65	25.00%	0.3349	5.44
66	25.00%	0.2512	4.14
67	25.00%	0.1884	3.16
68	25.00%	0.1413	2.40
69	25.00%	0.1060	1.83
70	98.00%	0.0795	5.45
71	100.00%	0.0016	0.11
Weighted Average			62.02

Schedule SB Attachment (Form 5500)—2009 Plan Year
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Schedule SB, Part V—Statement of Actuarial Assumptions/Methods

Interest Rates	Based on the full Yield Curve with a two month lookback (October 2008 yield curve), with sample rates as follows:
Yield Curve	Duration 0.5 - 5.45% Duration 5.5 - 8.25% Duration 10.5 - 8.87% Duration 15.5 - 8.65% Duration 20.5 - 8.11% Duration 25.5 - 7.71% Duration 30.5 - 7.46%
Salary Increases	
Minimum Funding Target Normal Cost	See Table 1.
Maximum Tax Expected Benefit Increase	See Table 1.
Social Security Wage Base Increases	Future wage indices are based on a national wage increase of Future wage indices are based on a national wage increase of 4.50% per year per year.
Optional Payment Form Election Percentage	Lump sum, if eligible. Else, single life annuity.
Projection of Retirement Account at 30-Year Treasury Rate	6.00%.
Retirement Age	
Active Participants	Probability by age. See Table 2.
Terminated Vested Participants	Age 60.
Mortality Rates	
Healthy and Disabled	2009 Static Mortality Table for Annuitants and Non- Annuitants Per §1.430(h)(3)-1(e).
Withdrawal Rates	See Table 3.
Disability Rates	See Table 4.
Surviving Spouse Benefit	It is assumed that 80% of males and 80% of females have an eligible spouse, and that males are 3 years older than their spouses.
Valuation Compensation	Compensation has been limited to \$245,000 based upon the provision of IRC Section 401(a)(17).

Schedule SB Attachment (Form 5500)—2009 Plan Year
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Benefit and Compensation Limits

Projected benefits and compensation are limited by the current IRC section 415 maximum benefit of \$195,000 and the 401(a)(17) compensation limit of \$245,000.

Valuation of Plan Assets

Smoothed fair market value of assets over the current and prior two years, adjusted for contributions, benefit payments, administrative expenses, and expected earnings. The average value of assets calculated in this manner is further limited to not less than 90% nor more than 110% of fair market value.

A characteristic of this method is that the expected distribution of the value of plan assets is skewed toward understatement relative to the corresponding market values for expected long-term rates of return in excess of the third segment rate under IRC section 430(h)(2)(C)(iii).

Trustee Expenses Included in Target Normal Cost

\$400,000. Based on prior year's administrative expenses, rounded.

Expected Return on Assets

2007 Plan Year

6.09%

2008 Plan Year

6.38%

Actuarial Method

Standard Unit Credit Cost Method.

Valuation Date

January 1, 2009.

Schedule SB Attachment (Form 5500)—2009 Plan Year
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Table 1
Salary Merit Increase Rates

Age	Rate	Age	Rate
15	7.00%	45	4.50%
16	7.00%	46	4.50%
17	7.00%	47	4.50%
18	7.00%	48	4.50%
19	7.00%	49	4.50%
20	7.00%	50+	4.00%
21	7.00%		
22	7.00%		
23	7.00%		
24	7.00%		
25	6.50%		
26	6.50%		
27	6.50%		
28	6.50%		
29	6.50%		
30	6.00%		
31	6.00%		
32	6.00%		
33	6.00%		
34	6.00%		
35	5.50%		
36	5.50%		
37	5.50%		
38	5.50%		
39	5.50%		
40	5.00%		
41	5.00%		
42	5.00%		
43	5.00%		
44	5.00%		

Schedule SB Attachment (Form 5500)—2009 Plan Year
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Table 2
Retirement Rates

Age	Rate
55	10.00%
56	7.00%
57	7.00%
58	7.00%
59	7.00%
60	10.00%
61	10.00%
62	15.00%
63	15.00%
64	15.00%
65	25.00%
66	25.00%
67	25.00%
68	25.00%
69	25.00%
70	98.00%
71+	100.00%

Schedule SB Attachment (Form 5500)—2009 Plan Year
Bethesda Retirement Plan
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Table 3
Termination Rates

Age	Years of Service			
	0-1	2-3	4	5+
15	25.00%	15.00%	12.00%	9.00%
16	25.00%	15.00%	12.00%	9.00%
17	25.00%	15.00%	12.00%	9.00%
18	25.00%	15.00%	12.00%	9.00%
19	25.00%	15.00%	12.00%	9.00%
20	25.00%	15.00%	12.00%	9.00%
21	25.00%	15.00%	12.00%	9.00%
22	25.00%	15.00%	12.00%	9.00%
23	25.00%	15.00%	12.00%	9.00%
24	25.00%	15.00%	12.00%	9.00%
25	25.00%	15.00%	12.00%	9.00%
26	25.00%	15.00%	12.00%	9.00%
27	25.00%	15.00%	12.00%	9.00%
28	25.00%	15.00%	12.00%	9.00%
29	25.00%	15.00%	12.00%	9.00%
30	25.00%	15.00%	12.00%	8.00%
31	25.00%	15.00%	12.00%	8.00%
32	25.00%	15.00%	12.00%	8.00%
33	25.00%	15.00%	12.00%	8.00%
34	25.00%	15.00%	12.00%	8.00%
35	25.00%	15.00%	12.00%	7.00%
36	25.00%	15.00%	12.00%	7.00%
37	25.00%	15.00%	12.00%	7.00%
38	25.00%	15.00%	12.00%	7.00%
39	25.00%	15.00%	12.00%	7.00%
40	25.00%	15.00%	12.00%	6.00%
41	25.00%	15.00%	12.00%	6.00%
42	25.00%	15.00%	12.00%	6.00%
43	25.00%	15.00%	12.00%	6.00%
44	25.00%	15.00%	12.00%	6.00%
45	25.00%	15.00%	12.00%	5.00%
46	25.00%	15.00%	12.00%	5.00%
47	25.00%	15.00%	12.00%	5.00%
48	25.00%	15.00%	12.00%	5.00%
49	25.00%	15.00%	12.00%	5.00%
50+	25.00%	15.00%	12.00%	4.00%

Schedule SB Attachment (Form 5500)—2009 Plan Year
 Bethesda Retirement Plan
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Table 4
Disability Rates

Age	Male	Female	Age	Male	Female
15	0.015%	0.015%	45	0.080%	0.120%
16	0.015%	0.015%	46	0.090%	0.135%
17	0.015%	0.015%	47	0.105%	0.150%
18	0.015%	0.015%	48	0.125%	0.165%
19	0.015%	0.015%	49	0.140%	0.180%
20	0.015%	0.015%	50	0.165%	0.200%
21	0.015%	0.015%	51	0.195%	0.220%
22	0.015%	0.015%	52	0.230%	0.245%
23	0.015%	0.015%	53	0.265%	0.270%
24	0.015%	0.015%	54	0.305%	0.295%
25	0.015%	0.015%	55	0.345%	0.320%
26	0.015%	0.015%	56	0.385%	0.345%
27	0.015%	0.015%	57	0.430%	0.370%
28	0.015%	0.020%	58	0.475%	0.400%
29	0.015%	0.020%	59	0.525%	0.425%
30	0.015%	0.020%	60	0.575%	0.450%
31	0.015%	0.025%	61	0.630%	0.480%
32	0.015%	0.025%	62	0.690%	0.505%
33	0.015%	0.030%	63	0.755%	0.525%
34	0.015%	0.030%	64	0.820%	0.545%
35	0.020%	0.035%	65+	0.000%	0.000%
36	0.020%	0.040%			
37	0.025%	0.045%			
38	0.030%	0.050%			
39	0.035%	0.060%			
40	0.040%	0.065%			
41	0.045%	0.075%			
42	0.050%	0.085%			
43	0.060%	0.095%			
44	0.070%	0.110%			

Schedule SB Attachment (Form 5500)—2009 Plan Year
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Schedule SB, line 25—Change in Funding Method

The January 1, 2009 funding valuation reflects the following method changes:

- A change in the asset valuation method from a Smoothed Value method to the 3-point smoothed value method as of January 1, 2009.
- A change in the interest rate assumption from the September 2007 segment rates to the full yield curve with a two month lookback (October 2008 yield curve).
- An addition to the Target Normal Cost of assumed expenses payable from the trust, as required by WRERA.

These changes have automatic approval under final regulations, Notice 2009-22 or other IRS guidance.

Schedule SB Attachment (Form 5500)—2009 Plan Year
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Schedule SB, line 26—Schedule of Active Participant Data as of January 1, 2009

Number of Participants, Average Compensation and Average Cash Balance Account

Attained Age	Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25		209 \$22,452 \$722	16							
25-29		257 \$32,210 \$1,526	89 \$39,273 \$5,527	1						
30-34		199 \$35,771 \$2,873	104 \$43,634 \$9,301	29 \$42,989 \$17,090	1					
35-39		224 \$36,219 \$3,267	144 \$41,779 \$11,564	84 \$50,058 \$23,690	28 \$49,588 \$36,374	4				
40-44		208 \$37,978 \$4,423	152 \$43,182 \$14,202	55 \$49,713 \$28,891	47 \$50,840 \$47,645	40 \$54,011 \$62,318	2			
45-49		189 \$37,194 \$4,957	150 \$49,470 \$19,668	70 \$44,534 \$29,268	64 \$58,395 \$61,059	70 \$54,684 \$69,155	68 \$50,078 \$82,545	7		
50-54		177 \$38,903 \$6,347	155 \$47,970 \$20,274	75 \$53,388 \$43,757	68 \$52,307 \$67,088	48 \$51,542 \$72,459	50 \$49,747 \$98,145	50 \$58,704 \$131,171	5	
55-59		147 \$39,304 \$7,612	119 \$53,368 \$28,037	58 \$52,474 \$49,006	50 \$55,145 \$77,693	47 \$54,718 \$100,902	40 \$51,523 \$123,704	46 \$54,114 \$141,328	24 \$55,514 \$163,666	1
60-64		65 \$43,309 \$9,202	61 \$45,491 \$26,253	34 \$52,940 \$50,895	28 \$46,701 \$69,951	29 \$70,875 \$137,410	32 \$61,612 \$149,350	23 \$55,622 \$157,305	16	7
65-69		17	11	8	7	6	10	8	2	2
70+		2	9	6	6	3	2	1	2	

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Schedule SB, Part V—Summary of Plan Provisions

This section highlights key plan provisions reflected in the January 1, 2009 valuation. Reference should be made to the Plan Document for additional clarification and details.

Status of Plan	Plan is ongoing with participants earning service and pay accruals.
Effective Date	Originally established as of January 1, 1973. Plan was amended and restated as of July 1, 1999.
Eligibility for Participation	All employees of Bethesda Hospital, Inc. and Consolidated Health Services are covered by the plan from their date of hire, upon completion of at least 800 hours of service in one year. Certain "Optional Employees" of Consolidated Health Services as defined by the employer and the Plan Document are not eligible to participate.
Normal Retirement Eligibility	Age 65.
Benefit	The annual normal retirement benefit, payable monthly, is the Retirement Account converted to an actuarially equivalent annuity. In no event will the benefit be less than the benefit accrued as of June 30, 1999 under the prior plan formula.
Early Retirement Eligibility	Effective January 1, 2008, age 55 and 3 years of Vesting Service (previously, 5 years).
Benefit	Same as the normal retirement benefit based on the Retirement Account at the date of retirement.
Vested Termination Eligibility	Effective January 1, 2008, 3 years of Vesting Service (previously, 5 years).
Benefit	Same as the normal retirement benefit based on the Retirement Account at the date of termination. Payments may begin any time after eligibility for early retirement. Interest on the Retirement Account will accrue at the Applicable 30-Year Treasury Rate until benefits commence.
Disability Eligibility	Effective January 1, 2008, total and permanent disability and 3 years of Vesting Service (previously, 5 years).
Benefit	Same as the normal retirement benefit based on the Retirement Account at the date of disability. Payments may begin immediately.

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Preretirement Death

Eligibility

Effective January 1, 2008, 3 years of Vesting Service (previously, 5 years).

Benefit

Without Spouse: Retirement Account at the date of death.

With Spouse: Retirement Account at the date of death or actuarially equivalent life annuity to the surviving spouse.

Normal Form of Annuity

Without Spouse: Life Annuity

With Spouse: Joint and survivor annuity actuarially equivalent to the retirement benefit payable for employee's lifetime. Participant receives reduced lifetime benefit and, in the event of participant's death, 50% of the reduced benefit continued to surviving spouse.

Optional Forms of Annuity

Lump sum; life annuity; joint and survivor with spouse beneficiary only (50%, 75%, 100%); 60 or 120 month period certain only; 60 or 120 month period certain and life annuity.

Actuarial Equivalent

A benefit having the same value as the benefit which it replaces, based on the applicable mortality table and the applicable interest rates defined in IRC Section 417(e)(3). For purposes of converting a single life annuity to a qualified joint and survivor annuity or period certain annuity, an 8.0% interest rate is used.

Definitions

Retirement Account

Highest Average Compensation times Total Annual Credits

plus

2% per year of Credited Service times Highest Average Compensation over Social Security Covered Compensation

Highest Average Compensation

Generally, highest five consecutive years of W-2 pay during career (including years at a Joint Operating Entity and excluding years in which a participant does not complete 800 Hours of Service).

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Total Annual Credits

Accumulated credits (earned at end of each plan year)
based on the following table:

Age plus Benefit Service	Annual Credits
<30	2%
30-39	4%
40-49	6%
50-59	8%
60-69	10%
70-79	12%
80+	14%

Vesting Service

Generally, one year of service is earned for each year the participant is paid for at least 800 hours (including years at a Joint Operating Entity). Used primarily to determine eligibility for benefits.

Benefit Service

Generally, one year of service is earned for each year the participant is paid for at least 800 hours (including years at a Joint Operating Entity). Used primarily to determine annual credits.

Credited Service

Generally, one year of service is earned for each year the participant is paid for at least 800 hours and employed at the end of the year (or prior to termination). Used primarily to determine how many years of annual credits have been earned under the Plan.

Social Security
Covered Compensation

35-year average of Social Security Wage Bases based on year of birth table. \$56,628 for age 65 retirees in 2009.

Applicable 30-Year
Treasury Rate

Interest rate equal to the annual rate of interest on 30-year Treasury securities, determined for the second calendar month preceding the first day of the applicable plan year. Used to credit interest on the Retirement Account after termination but prior to commencement.

Joint Operating Entity

Good Samaritan Hospital of Cincinnati or TriHealth, Inc. and any affiliate that participates in the Good Samaritan Hospital Retirement Plan or the TriHealth, Inc. Retirement Plan.

Summary of Plan Changes

The January 1, 2009 funding valuation reflects the following additional plan changes:

- An increase in the annual pay limit under IRC Section 401(a)(17) from \$230,000 in 2008 to \$245,000 in 2009.

Schedule SB Attachment (Form 5500)—2009 Plan Year
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- An increase in the annual maximum benefit limit under IRC Section 415 from \$185,000 in 2008 to \$195,000 in 2009.

Other Information to Fully and Fairly Disclose the Actuarial Position of the Plan

- The target liability was calculated using the full yield curve based on corporate bonds rates for October. As such, "2" was entered on line 21b as the applicable lookback month.
- Effective December 31, 2008, assets and liabilities were transferred among the following pension plans: the Bethesda Retirement Plan, the Good Samaritan Hospital Retirement Plan, and the TriHealth, Inc. Retirement Plan. The transfers were made in order to reflect the transfers of employment for active employees during 2008. After the transfer, each active employee's total retirement account will be held within the plan sponsored by the employee's current employer. The asset transfer amounts were determined as of December 31, 2008 in accordance with Internal Revenue Code Section 414(l), and we believe the amounts to be de minimus in size.
- The market value of assets as shown on Schedule SB line 2(a), less receivable contributions, is not equal to the net assets shown on Schedule H line I(1)(a), less receivable contributions, for the following reasons:
 - The assets shown on Schedule SB line 2(a) do not reflect adjustments made to the asset figures after the valuation was prepared, while Schedule H line I(1)(a) reflects the final audited asset figures. The difference between the two amounts was immaterial to the valuation, and Schedule SB line 2(a) was left unadjusted in order to maintain consistency with the development of Schedule SB line 2(b).
 - The assets shown on Schedule SB line 2(a) reflects the net transfer of assets between plans, as described in the bullet above. Schedule SB 2(a) is shown after the asset transfers in order to maintain consistency between the assets and liabilities on lines 2 and 3 of the Schedule B.

Bethesda Retirement Plan

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Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2009

Identity of Issue, Borrower, Lessor, or Similar Party		Number of Shares	Cost	Current Value
CASH			\$ 6,090	\$ 6,090
TOTAL CASH			6,090	6,090
MONEY MARKET FUNDS				
FIRST AMER PRIME OBLIG FD CL Z		4,603,562	4,603,562	4,603,562
TOTAL MONEY MARKET FUNDS			4,603,562	4,603,562
US GOVERNMENT SECURITIES				
F H L B DEB	2.750% 6/18/10	50,000	50,733	50,578
F H L B DEB	3.375% 9/10/10	100,000	102,689	101,906
F H L B DEB	4.250% 6/11/10	125,000	129,804	127,226
F H L B DEB	4.750% 12/10/10	60,000	62,639	62,306
F H L B DEB	5.125% 9/29/10	50,000	52,064	51,625
F H L M C M T N	1.700% 6/29/11	125,000	125,608	125,715
F H L M C M T N	2.125% 3/16/11	100,000	100,980	100,282
F H L M C M T N	2.875% 11/23/10	44,000	45,070	44,940
F H L M C M T N	4.250% 2/24/10	107,000	110,108	107,595
F H L M C M T N	6.875% 9/15/10	100,000	105,805	104,531
F N M A DISC NT	3/03/10	50,000	49,988	49,995
F N M A DISC NT	4/01/10	50,000	49,979	49,990
TOTAL GOVERNMENT OBLIGATIONS			985,467	976,689
DOMESTIC COMMON STOCKS				
A E S CORP		16,000	118,285	212,960
A K STEEL HLDG CORP		1,809	32,915	38,622
ACTUANT CORPORATION		2,940	36,246	54,478
ADVANCED ENERGY INDS INC		5,111	69,533	77,074
AIR PRODS CHEMICALS INC		2,850	231,776	231,021
ALBEMARLE CORP		1,775	41,447	64,557
ALCOA INC		1,200	44,760	19,344
ALLIANT ENERGY CORP		700	18,900	21,182
ALLSTATE CORP		1,800	81,599	54,072
AMAZON COM INC		2,090	189,583	281,147
AMERICAN ELECTRIC POWER CO INC		700	22,438	24,353
AMERICAN EXPRESS CO		6,670	197,766	270,268
AMERICAN FINL GROUP INC OHIO		4,150	107,325	103,543
AMERICAN GREETINGS CORP CL A		1,000	18,103	21,790

Bethesda Retirement Plan

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Schedule H, Line 4i – Schedule of Assets (Held at End of Year) (continued)

December 31, 2009

Identity of Issue, Borrower, Lessor, or Similar Party	Number of Shares	Cost	Current Value
DOMESTIC COMMON STOCKS (continued)			
AMERICAN INTERNATIONAL GROUP INC	115	\$ 138,465	\$ 3,448
AMERICAN ITALIAN PASTA CO CL A	1,135	32,684	39,487
AMERICAN TOWER CORP	5,463	212,502	236,056
AMERIGROUP CORP	7,209	193,993	194,355
AMERISOURCEBERGEN CORP	1,200	17,126	31,284
AMERISTAR CASINOS INC	2,241	21,724	34,130
AMGEN INC	2,900	146,330	164,053
AMSURG CORP	2,407	62,937	53,002
AMTRUST FINANCIAL SERVICES	2,968	41,301	35,082
ANADARKO PETROLEUM CORP	1,220	61,551	76,152
ANDERSONS INC	1,019	32,739	26,311
AOL INC	48	1,367	1,117
APOGEE ENTERPRISES INC	5,850	126,561	81,900
APPLE INC	3,940	575,839	830,284
APPLIED INDL TECHNOLOGIES INC	2,550	68,888	56,279
ARCHER DANIELS MIDLAND CO	2,300	57,899	72,013
ARRIS GROUP INC	2,221	20,791	25,386
ASSOCIATED BANC CORP	200	2,226	2,202
ASSOCIATED ESTATES RLTY CORP	3,141	26,258	35,399
ATLAS AIR WORLDWIDE HLDGS INC	1,044	37,141	38,889
ATMEL CORP	8,607	37,330	39,678
ATMOS ENERGY CORP	5,950	158,707	174,930
AUTOLIV INC	1,100	24,402	47,696
AVON PRODS INC	8,705	297,755	274,208
B E AEROSPACE INC	8,486	182,866	199,421
B J S WHOLESALE CLUB INC	600	20,835	19,626
BAKER HUGHES INC	600	24,706	24,288
BALDOR ELECTRIC	1,610	22,954	45,225
BANK OF THE OZARKS INC	300	8,177	8,781
BAXTER INTL INC	5,200	171,722	305,136
BENCHMARK ELECTRONICS INC	3,298	51,984	62,365
BERKSHIRE HATHAWAY INC CL B	31	95,714	101,866
BEST BUY CO INC	7,395	287,664	291,807
BIOGEN IDEC INC	800	39,270	42,800
BIOMED REALTY TRUST INC	7,200	114,923	113,616
BLACK BOX CORPORATION	3,950	101,281	111,943

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Schedule H, Line 4i – Schedule of Assets (Held at End of Year) (continued)

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Identity of Issue, Borrower, Lessor, or Similar Party	Number of Shares	Cost	Current Value
DOMESTIC COMMON STOCKS (continued)			
BRADY CORPORATION CL A	1,850	\$ 64,955	\$ 55,519
BROADCOM CORP CL A	2,120	52,799	66,716
BROWN SHOE COMPANY INC	5,430	115,737	53,594
C E C ENTERTAINMENT INC COM NEW	1,983	63,852	63,297
C S X CORP	6,000	127,482	290,940
CACI INTERNATIONAL INC CL A	3,200	144,724	156,320
CAPITAL ONE FINANCIAL CORP	600	30,491	23,004
CARDINAL FINL CORP	3,702	24,710	32,355
CASH AMERICA INTL INC	2,329	69,529	81,422
CATERPILLAR INC	4,900	169,565	279,251
CBS CORP CLASS B NON VOTING	1,500	42,754	21,075
CELGENE CORP	900	48,563	50,112
CENTENE CORP	6,200	116,113	131,254
CENTURY TEL INC	1,300	49,940	47,073
CHEVRON CORPORATION	5,100	259,787	392,649
CHUBB CORPORATION	1,000	52,776	49,180
CIGNA CORP	600	14,506	21,162
CINCINNATI BELL INC	11,924	54,411	41,138
CINCINNATI FINL CORP	400	17,435	10,496
CINEMARK HLDGS INC	2,941	48,489	42,262
CISCO SYS INC	20,405	466,003	488,496
CITIGROUP INC	9,800	197,044	32,438
CLECO CORPORATION	2,657	63,852	72,616
CLIFFS NATURAL RESOURCES INC	2,316	60,619	106,744
COCA COLA ENTERPRISES INC	1,200	24,183	25,440
COGDELL SPENCER INC	6,900	26,124	39,054
COLONIAL PROPERTIES TRUST	3,860	38,815	45,278
COMERICA INC	1,000	59,381	29,570
COMMERCIAL METALS CO	1,922	33,831	30,079
COMMSCOPE INC	1,939	28,611	51,442
COMPUTER SCIENCES CORP	900	39,687	51,777
COMSTOCK RESOURCES INC	796	31,578	32,294
COMTECH TELECOMMUNICATIONS CORP	1,390	44,250	48,706
CONAGRA FOODS INC	2,300	49,959	53,015
CONOCOPHILLIPS	2,400	113,614	122,568
CONSOLIDATED GRAPHICS INC	1,562	66,384	54,701

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Schedule H, Line 4i – Schedule of Assets (Held at End of Year) (continued)

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Identity of Issue, Borrower, Lessor, or Similar Party	Number of Shares	Cost	Current Value
DOMESTIC COMMON STOCKS (continued)			
CONSTELLATION ENERGY GROUP INC	1,100	\$ 29,507	\$ 38,687
COOPER TIRE & RUBR CO	2,045	9,268	41,002
COSTCO WHSL CORP	3,800	128,017	224,846
CRACKER BARREL OLD CTRY STORE	1,545	53,973	58,695
CRANE CO	3,650	130,093	111,763
DANA HOLDING CORP	5,021	33,951	54,428
DEL MONTE FOODS CO	1,300	14,443	14,742
DELPHI FINL GROUP INC CL A	4,950	154,532	110,732
DELTA AIR LINES INC	18,650	163,683	212,237
DEVELOPERS DIVERSIFIED RLTY CORP	9,981	589,970	92,424
DIRECTV CL A	9,279	216,173	309,455
DONNELLEY R R & SONS CO	1,300	28,449	28,951
DU PONT E I DE NEMOURS & CO	6,500	253,916	218,855
DYCOM INDS INC	4,938	28,288	39,652
DYNACORP INTL INC	4,700	65,199	67,445
E BAY INC	10,860	246,397	255,536
E M C CORP MASS	10,785	168,179	188,414
EASTMAN CHEM CO	700	40,632	42,168
EDISON INTL	600	15,856	20,868
EDUCATION REALTY TRUST INC	9,090	41,548	43,996
ELI LILLY & CO	1,600	77,822	57,136
EMCOR GROUP INC	5,850	153,867	157,365
EMPIRE DIST ELEC CO	5,650	102,660	105,825
ENCORE ACQUISITION CO	796	28,294	38,224
ENDO PHARMACEUTICALS HOLDINGS INC	5,250	104,171	107,730
ENTEGRIS INC	12,101	42,614	63,893
ENTERCOM COMMUNICATIONS CORP CL A	4,992	115,204	35,293
ESTERLINE TECHNOLOGIES CORP	2,100	50,333	85,617
ETHAN ALLEN INTERIORS INC	2,014	55,232	27,028
EXPRESS SCRIPTS INC CL A	3,575	297,668	308,952
EXXON MOBIL CORP	3,990	261,537	272,078
EZCORP INC CL A NON VTG	13,600	158,162	233,920
FAMILY DOLLAR STORES	1,200	35,264	33,396
FIRST FINANCIAL BANCORP	12,570	152,565	183,019
FIRSTMERIT CORP	3,925	77,957	79,050
FOOT LOCKER INC	4,160	33,394	46,342

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Schedule H, Line 4i – Schedule of Assets (Held at End of Year) (continued)

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Identity of Issue, Borrower, Lessor, or Similar Party	Number of Shares	Cost	Current Value
DOMESTIC COMMON STOCKS (continued)			
FORD MOTOR COMPANY	900	\$ 6,098	\$ 9,000
FOREST LABS INC	900	20,741	28,899
FPIC INS GROUP INC	1,176	54,521	45,417
FREEPORT MCMORAN COPPER	3,058	172,502	245,527
FULTON FINL CORP PA	1,840	11,697	16,045
GANNETT INC	800	46,611	11,880
GAP INC	16,900	335,777	354,055
GENESCO INC	2,210	50,432	60,687
GENESEE & WYO INC CL A	1,562	41,853	50,984
GENTIVA HEALTH SVCS INC	6,700	119,253	180,967
GENWORTH FINANCIAL INC CL A	2,600	92,430	29,510
GOLDMAN SACHS GROUP INC	1,210	189,036	204,297
GOODRICH CORP.	700	22,316	44,975
GOOGLE INC CL A	140	73,130	86,797
GREAT LAKES DREDGE & DOCK CORP NEW	8,983	57,771	58,210
GREIF INC CL A	1,750	48,225	94,465
H C C INS HLDGS INC	3,100	92,659	86,707
HALLIBURTON CO	2,100	53,159	63,189
HANCOCK HLDG CO	1,567	58,266	68,650
HANOVER INS GROUP INC	1,983	87,448	88,105
HARLEY DAVIDSON INC	200	9,415	5,040
HARRIS CORP DEL	900	30,487	42,795
HARRIS STRATEX NETWORKS INC	3,928	45,735	27,142
HARTFORD FINANCIAL SERVICES GRP INC	800	50,279	18,608
HASBRO INC	700	19,336	22,442
HELIX ENERGY SOLUTIONS GROUP INC	3,018	32,453	35,462
HEWLETT PACKARD CO	600	19,282	30,906
HEXCEL CORP NEW	6,427	66,281	83,422
HIGHWOODS PROPERTIES INC	2,350	70,228	78,373
HOLLY CORP	4,000	177,167	102,520
HONEYWELL INTERNATIONAL INC	600	19,763	23,520
HORNBECK OFFSHORE SERVICES	1,782	87,982	41,485
HUBBELL INC CL B	1,300	57,074	61,490
HUMANA INC	5,500	248,438	241,395
HUNTINGTON BANCSHARES INC	1,100	16,911	4,015
IDACORP INC	2,225	72,092	71,089

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Schedule H, Line 4i – Schedule of Assets (Held at End of Year) (continued)

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Identity of Issue, Borrower, Lessor, or Similar Party	Number of Shares	Cost	Current Value
DOMESTIC COMMON STOCKS (continued)			
ILLINOIS TOOL WORKS	5,640	\$ 253,743	\$ 270,664
INLAND AMERN REAL ESTATE TR INC	3,700,630	3,673,663	3,700,630
INLAND REAL ESTATE CORP	4,611	34,084	37,580
INNOPHOS HOLDINGS	3,162	46,231	72,663
INTEGRATED DEVICE TECHNOLOGY INC	11,471	91,028	74,217
INTEL CORP	3,800	77,062	77,520
INTERNATIONAL BUSINESS MACHINES CORP	90	11,305	11,781
INVESTMENT TECHNOLOGY GROUP INC	6,782	235,732	133,605
ISLE CAPRI CASINOS INC	2,770	29,342	20,720
J D A SOFTWARE GROUP INC	10,022	199,357	255,260
J P MORGAN CHASE & CO	8,400	254,549	350,028
JABIL CIRCUIT INC	6,687	76,327	116,153
JONES APPAREL GROUP INC	3,085	23,641	49,545
JUNIPER NETWORKS INC	17,815	420,257	475,126
KBW INC	1,459	35,871	39,918
KEY ENERGY SERVICES INC	9,964	73,355	87,584
KEYCORP NEW	1,200	39,911	6,660
KING PHARMACEUTICALS INC	6,574	69,730	80,663
KNIGHT CAP GROUP INC	7,050	111,059	108,570
KROGER CO	3,600	84,920	73,908
L-3 COMMUNICATIONS HLDGS INC	500	38,387	43,475
LANCE INC	1,714	38,947	45,078
LEAR CORP W I	600	39,026	40,584
LIFEPOINT HOSPITALS INC	5,799	198,132	188,641
LINCOLN NATL CORP IND	500	21,094	12,440
LOWES COS INC	8,000	192,231	187,120
LUBRIZOL CORP	500	25,802	36,475
M G I C INVT CORP	500	32,922	2,890
M K S INSTRUMENTS INC	2,883	41,635	50,164
MAGELLAN HEALTH SVCS INC	1,617	65,641	65,860
MANITOWOC COMPANY INC	3,293	22,841	32,831
MANTECH INTL CORP A	3,150	117,030	152,271
MARATHON OIL CORPORATION	6,800	266,394	212,296
MARSH & MCLENNAN COS INC	1,200	26,567	26,496
MARTIN MARIETTA MATLS INC	40	3,473	3,576
MASTERCARD INC	30	7,111	7,679

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Schedule H, Line 4i – Schedule of Assets (Held at End of Year) (continued)

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Identity of Issue, Borrower, Lessor, or Similar Party	Number of Shares	Cost	Current Value
DOMESTIC COMMON STOCKS (continued)			
MAXIMUS INC	2,520	\$ 92,552	\$ 126,000
MCKESSON CORPORATION	1,400	63,748	87,500
MEDICIS PHARMACEUTICAL CORP CL A	2,650	37,806	71,683
MEDTRONIC INC	1,600	52,524	70,368
MENTOR GRAPHICS CORP	9,023	76,678	79,673
MERCK AND CO INC NEW	6,326	166,367	231,152
METLIFE INC	7,700	315,188	272,195
MICROSOFT CORP	20,740	483,137	632,155
MIRANT CORP	1,100	16,940	16,797
MORGAN STANLEY GROUP INC	8,300	341,562	245,680
MOTOROLA INC	41,665	361,796	323,320
MUELLER WTR PRODS INC	10,663	37,747	55,448
MYERS INDS INC	3,834	50,670	34,889
MYLAN INC	1,657	14,405	30,539
N B T Y INC	3,850	134,709	167,629
N C R CORP NEW	1,700	23,493	18,921
NATIONAL PENN BANCSHARES INC	9,239	54,410	53,494
NAVIGATORS GROUP INC	3,215	149,000	151,459
NETAPP INC	4,045	134,002	138,986
NETEZZA CORPORATION	2,400	25,808	23,280
NEW JERSEY RESOURCES CORP	1,461	45,785	54,641
NEWMONT MINING CORP	2,100	95,943	99,351
NOBLE ENERGY INC	3,265	198,624	232,534
NORDSTROM INC	3,668	121,452	137,843
NORTHROP GRUMMAN CORPORATION	500	21,914	27,925
NV ENERGY INC	9,250	81,998	114,515
OCCIDENTAL PETROLEUM CORPORATION	1,240	98,943	100,874
ODYSSEY HEALTHCARE INC	5,300	81,117	82,627
OIL STATES INTERNATIONAL INC	4,010	125,179	157,553
OLD DOMINION FGHT LINE INC	1,364	42,550	41,875
ORACLE CORPORATION	16,710	374,863	409,896
P N C FINANCIAL SERVICES GROUP INC	800	81,023	42,232
P N M RESOURCES INC	5,824	101,834	73,674
PAETEC HOLDING CORP	7,457	29,393	30,947
PARAMETRIC TECHNOLOGY CORP	5,057	80,180	82,631
PAREXEL INTL CORP	8,000	80,427	112,800

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Schedule H, Line 4i – Schedule of Assets (Held at End of Year) (continued)

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Identity of Issue, Borrower, Lessor, or Similar Party	Number of Shares	Cost	Current Value
DOMESTIC COMMON STOCKS (continued)			
PENNEY J C COMPANY INC	5,400	\$ 110,633	\$ 143,694
PEPSI BOTTLING GROUP INC	900	29,341	33,750
PEPSICO INC	1,600	97,853	97,280
PERRIGO CO	250	4,891	9,958
PETSMART INC	1,100	23,428	29,359
PFIZER INC	18,668	389,911	339,571
PHILLIPS VAN HEUSEN CORP	1,386	50,603	56,382
PINNACLE WEST CAP CORP	800	33,569	29,264
PIONEER DRILLING CO	5,811	41,540	45,907
PLEXUS CORP	2,242	48,733	63,852
POST PPTYS INC	2,975	54,319	58,310
PRAXAIR INC	3,010	98,410	241,733
PRICELINE COM INC	1,315	216,516	287,209
PROGRESS SOFTWARE CORP	1,933	43,267	56,482
PRUDENTIAL FINANCIAL INC	7,200	306,163	358,272
QUAKER CHEM CORP	2,214	44,454	45,697
QUALCOMM INC	6,504	291,687	300,875
RADIAN GROUP INC	5,430	37,933	39,693
RC2 CORP	2,932	82,358	43,247
RENT A CTR INC	7,150	133,470	126,698
RES CARE INC	6,500	115,897	72,800
RLI CORP	935	48,439	49,789
ROBBINS & MYERS INC	1,560	29,028	36,691
ROCKWOOD HLDGS INC	3,822	39,807	90,046
RUDDICK CORP	5,426	149,791	139,611
RYDER SYSTEM INC	800	21,250	32,936
RYLAND GROUP INC	2,424	61,368	47,753
SAFEWAY INC	2,000	44,661	42,580
SAPIENT CORP	4,810	36,023	39,779
SCHNITZER STL INDS INC CL A	663	33,438	31,625
SEMPRA ENERGY	500	20,220	27,990
SHERWIN WILLIAMS CO	3,500	201,567	215,775
SILGAN HLDGS INC	687	37,959	39,764
SMITH A O CORP	870	32,333	37,749
SOLUTIA INC	6,414	17,544	81,458
SOUTH FINANCIAL GROUP INC	12,806	22,019	8,256

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Schedule H, Line 4i – Schedule of Assets (Held at End of Year) (continued)

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Identity of Issue, Borrower, Lessor, or Similar Party	Number of Shares	Cost	Current Value
DOMESTIC COMMON STOCKS (continued)			
SOUTHERN UN CO NEW	1,200	\$ 23,941	\$ 27,240
SPARTAN STORES INC	10,020	186,684	143,186
SPARTECH CORP	2,915	37,517	29,908
STAGE STORES INC	6,142	105,341	75,915
STANCORP FINL GROUP INC	3,700	175,576	148,074
STANDEX INTL CORP	1,550	30,407	31,140
SUN HEALTHCARE GROUP INC	4,367	39,329	40,045
SUNOCO INC	1,000	46,222	26,100
SUNSTONE HOTEL INVS INC	8,807	44,704	78,206
SUNTRUST BKS INC	277	5,207	5,620
SUPERVALU INC	1,800	52,793	22,878
SYNIVERSE HLDGS INC	1,368	21,173	23,913
SYNTEL INC	650	15,125	24,720
T J X COS INC	4,620	160,505	168,861
T3 ENERGY SERVICES INC	1,780	48,492	45,390
TEMPLE INLAND INC	3,347	54,619	70,655
TENNECO INC	3,154	29,131	55,920
TEXAS INSTRUMENTS INC	9,695	249,518	252,652
TEXTRON INC	400	14,304	7,524
TIDEWATER INC	500	22,477	23,975
TIME WARNER INC	533	19,653	15,532
TOWER GROUP INC	3,950	95,422	92,470
TRAVELERS COS INC	6,500	239,969	324,090
TREEHOUSE FOODS INC	1,826	51,887	70,958
TRIUMPH GROUP INC	2,280	121,221	110,010
TRUSTMARK CORPORATION	2,972	61,616	66,989
TUTOR PERINI CORP	7,900	225,291	142,832
TYSON FOODS INC CL A	26,000	344,562	319,020
U N U M GROUP	15,000	293,224	292,800
U STORE IT TRUST	8,340	49,751	61,049
UNION PACIFIC CORP	3,500	123,469	223,650
UNIVERSAL HEALTH SVCS INC CL B	800	24,054	24,400
US BANCORP	11,000	298,688	247,610
VALERO ENERGY CORP	9,400	155,286	157,450
VECTREN CORPORATION	2,272	62,314	56,073
VENOCO INC	1,357	16,554	17,695

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Schedule H, Line 4i – Schedule of Assets (Held at End of Year) (continued)

December 31, 2009

Identity of Issue, Borrower, Lessor, or Similar Party	Number of Shares	Cost	Current Value
DOMESTIC COMMON STOCKS (continued)			
VERISK ANALYTICS INC CL A	1,680	\$ 45,213	\$ 50,870
VERIZON COMMUNICATIONS INC	3,100	123,712	102,703
VMWARE INC CL A	300	12,623	12,714
VULCAN MATERIALS CO	1,400	69,895	73,738
WAL MART STORES INC	3,500	173,783	187,075
WASHINGTON FEDERAL INC	3,298	65,160	63,783
WATSON PHARMACEUTICALS INC	2,600	99,442	102,986
WAUSAU PAPER CORP	3,659	35,959	42,444
WELLS FARGO CO	2,700	49,936	72,873
WERNER ENTERPRISES INC	1,692	36,759	33,502
WESTERN DIGITAL CORP	1,400	25,570	61,810
WHITING PETROLEUM CORP	564	16,311	40,298
WHITNEY HLDG CORP	8,090	78,635	73,700
WILLBROS GROUP INC	3,595	87,523	60,648
WILLIAMS COS INC	12,000	250,432	252,960
WORLD ACCEP CORP	392	14,019	14,045
WYNDHAM WORLDWIDE CORP	1,900	12,391	38,323
X T O ENERGY INC	1,075	45,041	50,020
XCEL ENERGY INC	1,200	22,710	25,464
YAHOO! INC	15,550	264,992	260,929
TOTAL DOMESTIC COMMON STOCKS		33,856,229	35,626,524
FOREIGN STOCKS			
A X A ADR	1,050	41,719	24,864
ABB LTD A D R	2,700	41,299	51,570
ACE LTD	2,200	103,115	110,880
AGRIUM INC	4,440	149,823	273,060
AMDOCS LTD	1,800	38,034	51,354
ARGO GROUP INTL HLDGS LTD	2,702	139,938	78,736
ASPEN INSURANCE HOLDINGS LTD	6,050	171,196	153,973
B A E SYSTEMS P L C A D R	1,440	44,180	33,379
B A S F A G A D R	1,725	81,338	107,123
B H P BILLITON LIMITED	6,185	283,961	473,647
BRITISH AMERN TOB PLC ADR	1,610	111,122	104,103
BROOKFIELD ASSET MANAGE CL A	1,315	42,296	29,167
BUNGE LIMITED	1,620	83,820	103,405

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Schedule H, Line 4i – Schedule of Assets (Held at End of Year) (continued)

December 31, 2009

Identity of Issue, Borrower, Lessor, or Similar Party	Number of Shares	Cost	Current Value
FOREIGN STOCKS (continued)			
CADBURY PLC A D R	1,262	\$ 60,399	\$ 64,854
CANADIAN NATL RY CO	2,105	96,841	114,428
CANADIAN NATURAL RESOURCES LTD	905	48,230	65,115
CANADIAN PACIFIC RAILWAY LTD	2,335	137,596	126,090
COOPER INDUSTRIES PLC	2,300	104,441	98,072
CORE LABORATORIES N V	140	12,349	16,537
COVIDIEN PLC	4,670	206,005	223,646
DIAGEO PLC SPONSORED A D R	1,075	83,612	74,616
ENSCO INTERNATIONAL SPON A D R	2,400	101,428	95,856
ENSIGN ENERGY SVCS INC	2,800	47,676	40,063
EVEREST RE GROUP LTD	400	42,314	34,272
FOSTER WHEELER LTD	2,910	67,443	85,670
INGERSOLL RAND PLC	8,643	274,271	308,901
INVESCO LTD	6,560	116,718	154,094
MANULIFE FINANCIAL CORP	1,225	41,687	22,467
MARVELL TECHNOLOGY GROUP LTD	11,315	211,351	234,786
NABORS INDUSTRIES LTD	2,725	89,553	59,650
NESTLE SA SPONSORED A D R	3,320	118,534	160,522
NOBLE CORP	6,645	262,054	270,452
NORTEL NETWORKS CORP	1,784	2	41
NOVARTIS AG A D R	1,475	85,645	80,284
PARTNERRE LTD	570	40,746	42,556
PETROLEO BRASILEIRO S A A D R	560	13,142	26,701
POTASH CORP OF SASKATCHEWAN	3,175	202,645	344,488
RIO TINTO PLC A D R	930	197,954	200,313
ROCHE HLDG LTD SPONSORED ADR	2,500	104,056	105,500
RWE AG SPONSORED ADR	350	40,618	33,915
SCHLUMBERGER LTD	3,560	230,652	231,720
SEAGATE TECHNOLOGY	2,400	39,676	43,656
SUNCOR ENERGY INC	12,745	430,748	450,026
SYNGENTA A G A D R	1,850	71,941	104,100
TALISMAN ENERGY INC	2,775	47,330	51,726
TECK RESOURCES LIMITED	2,100	82,253	73,437
TENARIS SA ADR	3,275	151,045	139,679
TEVA PHARMACEUTICAL INDS LTD A D R	6,510	305,937	365,732
TRANSOCEAN LTD	6,261	698,522	518,410

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Schedule H, Line 4i – Schedule of Assets (Held at End of Year) (continued)

December 31, 2009

Identity of Issue, Borrower, Lessor, or Similar Party	Number of Shares	Cost	Current Value
FOREIGN STOCKS (continued)			
TYCO INTERNATIONAL LTD	7,645	\$ 151,915	\$ 272,774
UBS AG REG	1,470	84,412	22,800
UNILEVER N V A D R	3,650	126,483	118,005
VALE SA SP A D R	10,585	157,923	307,283
WEATHERFORD INTERNATIONAL LTD	10,475	232,902	187,607
XSTRATA PLC A D R	22,700	45,987	82,855
YARA INTL A D R	450	10,047	20,498
TOTAL FOREIGN STOCKS		7,006,924	7,669,458
MUTUAL FUNDS			
ABERDEEN FDS EMRGN	299,805	3,063,755	3,468,744
DODGE & COX INTERNATIONAL STOCK FUND	277,167	11,641,718	8,827,761
ISHARES RUSSELL 2000 GROWTH FD	89,800	5,520,769	6,112,686
PIMCO TOTAL RETURN FUND	380,069	3,897,156	4,104,743
TEMPLETON GLOBAL BD FD ADVISOR	677,071	7,927,015	8,592,035
TOTAL MUTUAL FUNDS		32,050,413	31,105,969
LIMITED LIABILITY COMPANY			
MERGANSER SHORT TERM BOND FUND	4,375,727	4,674,859	4,885,097
WESTERN ASSET ABS RETURN STRAT LLC	1,030,629	11,431,742	14,140,236
TOTAL LIMITED LIABILITY COMPANIES		16,106,601	19,025,333
HEDGE FUNDS			
ARTHA EMER MARKETS FUND 3E 2009-07	8	7,933	9,045
ARTHA EMERGING MARKETS FUND LTD	3,150	3,768,569	6,112,654
ARTHA EMERGING MKTS FD, LTD. 2009-04	14	14,245	17,898
AXIOM OFFSHORE OPPORTUNITY FUND LTD	41,490	4,180,226	4,450,621
KARSCH CAPITAL, LTD.	14,605	3,000,000	3,126,478
M. KINGDON OFFSHORE LTD.	16,270	1,750,000	2,012,416
MOON CAPITAL GLOBAL EQUITY CLASS A	487	556,938	575,384
MOON CAPTL GBL EQTY OFFSHORE FD LTD	3,895	3,896,078	4,901,891
MOON CAPTL GBL EQTY OFFSHORE FD LTD	145	145,202	177,239
BERENS GLOBAL VALUE FUND, LTD	52,500	5,250,000	5,458,266
DRAKE CAPITAL OFFSHORE PARTNERS LP	7,309,302	7,309,302	7,309,302
GLEACHER DIVERSIFIED STRATEGIES FD	2,729	3,269,601	3,269,601
TOTAL HEDGE FUNDS		33,148,094	37,420,795

Bethesda Retirement Plan

EIN #31-0537122 Plan #001

Schedule H, Line 4i – Schedule of Assets (Held at End of Year) (continued)

December 31, 2009

Identity of Issue, Borrower, Lessor, or Similar Party	Number of Shares	Cost	Current Value
PRIVATE EQUITY FUNDS			
SIGULER GUFF BRIC II	414,791	\$ 414,791	\$ 414,791
SIGULER GUFF DIST OPP II LP BETH R	2,212,062	2,212,062	2,212,062
SIGULER GUFF DOF III	2,637,767	2,637,767	2,637,767
PORTFOLIO AD PVT IV LP CL A BETH RET	939,655	939,655	939,655
PORTFOLIO AD PVT IV LP CL B BETH RET	449,836	449,836	449,836
PORTFOLIO AD PVT IV LP CL C BETH RET	753,649	753,649	753,649
SPECIAL SITUATION PTNR II LP BETH RE	1,352,488	1,352,488	1,352,488
FORT WASHINGTON PEI VI	648,334	648,334	648,334
GOLDMAN SACHS PRV EQ 2005 OFF HLD LP	1,676,850	1,676,850	1,676,850
PRIVATE EQUITY INVESTMENT FUND V, L	236,012	236,012	236,012
KAYNE ANDERSON ENERGY FUND V (QP)	27,396	27,396	27,396
TOTAL PRIVATE EQUITY FUNDS		11,348,840	11,348,840
REAL ESTATE INVESTMENT FUNDS			
BLUE VISTA EQUITY BETHESDA RETIREMNT	300,211	300,211	300,211
WCP REAL ESTATE FUND II, L.P.	1,673,858	1,673,858	1,673,858
TOTAL REAL ESTATE INVESTMENT FUNDS		1,974,069	1,974,069
LIMITED PARTNERHIPS			
LOOMIS SAYLES CREDIT ASSET FUND, LTD	2,992	2,997,208	3,386,262
RHUMBLINE ADVISERSCOMMON TRUST FD	165,275	5,840,102	5,546,127
PIMCO TALF INV & RECOVERY FUND	1,227,589	1,227,589	1,227,589
SCHROEDER CAPITAL MGMT COLLECTIVE TR	747	4,439,226	4,439,226
TOTAL LIMITED PARTNERSHIPS		14,504,125	14,599,204
SECURITIES ON LOAN			
ADC TELECOMMUNICATIONS INC	7,424	91,545	46,103
AMERICREDIT CORP	2,000	49,881	38,080
AT&T INC	6,200	202,044	173,786
BANK OF AMERICA CORP	51,715	996,548	778,828
BEAZER HOMES USA INC	5,190	21,656	25,120
BERRY PETE CO CL A	1,497	33,295	43,638
BIG LOTS INC	4,050	56,105	117,369
BRISTOL-MYERS SQUIBB CO	12,000	276,772	303,000
BROADCOM CORP CL A	5,173	128,835	162,794
BUNGE LIMITED	1,000	57,459	63,830

Bethesda Retirement Plan

EIN #31-0537122 Plan #001

Schedule H, Line 4i – Schedule of Assets (Held at End of Year) (continued)

December 31, 2009

Identity of Issue, Borrower, Lessor, or Similar Party	Number of Shares	Cost	Current Value
SECURITIES ON LOAN (continued)			
CALLAWAY GOLF CO	4,843	\$ 52,885	\$ 36,516
CARRIZO OIL & GAS INC	1,891	52,886	50,130
CASH AMERICA INTL INC	623	18,599	21,780
CONTINENTAL AIRLINES INC CL B	3,074	45,256	55,086
DEVELOPERS DIVERSIFIED RLTY CORP	3,925	32,315	36,346
DIAMONDROCK HOSPITALITY CO	10,150	173,816	85,971
DIODES INC	3,375	74,983	68,884
DIRECTV CL A	4,000	94,083	133,400
EASTMAN KODAK CO	1,100	38,094	4,642
ENTERTAINMENT PPTYS TR	3,150	113,129	111,101
FAIRCHILD SEMICON INTL CL A	11,249	124,436	112,378
FORD MOTOR COMPANY	31,355	232,853	313,550
FULTON FINL CORP PA	3,242	35,863	28,270
GENCO SHIPPING & TRADING LTD	5,050	158,909	113,019
GENERAL CABLE CORPORATION	967	36,906	28,449
GENERAL ELECTRIC CO	5,100	73,843	77,163
GOOGLE INC CL A	1,048	506,994	649,739
GRANITE CONSTR INC	1,233	40,609	41,503
GYMBOREE CORP	3,200	109,956	139,296
HARLEY DAVIDSON INC	700	32,952	17,640
INTERDIGITAL INC	5,800	139,585	154,048
INTERNATIONAL BUSINESS MACHINES CORP	700	87,924	91,630
INTREPID POTASH INC	2,423	60,420	70,679
JACK IN THE BOX INC	8,300	161,678	163,261
JUNIPER NETWORKS INC	2,830	76,969	75,476
KIRBY CORP	2,600	81,001	90,558
LEXMARK INTERNATIONAL INC	800	42,376	20,784
MASTERCARD INC	1,625	382,240	415,968
MEAD JOHNSON NUTRITION CO	2,700	97,468	117,990
MEDIA GEN INC CL A	1,877	63,510	14,716
MYLAN INC	243	2,112	4,478
NATIONAL RETAIL PROPERTIES INC	3,586	79,328	76,095
NORDSTROM INC	2,332	77,215	87,637
OMNOVA SOLUTIONS INC	6,337	36,655	38,846
PACIFIC CONTINENTAL CORP	2,330	21,873	26,655
PACWEST BANCORP DEL	1,692	32,165	34,094

Bethesda Retirement Plan

EIN #31-0537122 Plan #001

Schedule H, Line 4i – Schedule of Assets (Held at End of Year) (continued)

December 31, 2009

Identity of Issue, Borrower, Lessor, or Similar Party	Number of Shares	Cost	Current Value
SECURITIES ON LOAN (continued)			
PERRIGO CO	2,350	\$ 45,975	\$ 93,601
PHOTRONICS INC	9,420	41,246	41,919
POLARIS INDS INC	1,100	56,177	47,993
REGIONS FINL CORP	2,500	65,946	13,225
SEACOAST BANKING CORP FL	11,090	25,835	18,077
SUNTRUST BKS INC	2,700	63,606	54,783
SUSQUEHANNA BANCSHARES INC PA	3,045	38,750	17,935
SYNOVUS FINL CORP	11,377	22,922	23,323
THE MOSAIC CO	1,600	81,206	95,568
TIDEWATER INC	1,700	76,420	81,515
TIME WARNER CABLE INC	133	6,889	5,505
UNITED STATES STEEL CORP	1,200	48,209	66,144
VEECO INSTRS INC DEL	2,343	40,711	77,413
VMWARE INC CL A	1,500	63,117	63,570
WASHINGTON REAL ESTATE INVT TR SBI	2,482	76,921	68,379
WERNER ENTERPRISES INC	120	2,607	2,376
WESTERN ALLIANCE BANCORPORATION	8,325	50,349	31,469
WHIRLPOOL CORP	700	64,489	56,462
WORLD ACCEP CORP	3,586	84,348	128,486
XEROX CORP	3,400	22,907	28,764
ZIONS BANCORPORATION	2,742	38,811	35,180
TOTAL SECURITIES ON LOAN		6,423,467	6,412,013
TOTAL ASSETS		\$ 162,013,881	\$ 170,768,546

Bethesda Retirement Plan

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Schedule H, Line 4j – Schedule of Reportable Transactions

Year Ended December 31, 2009

Identity of Party Involved	Description of Asset	Purchase Price	Selling Price	Cost of Asset	Current Value of Asset on Transaction Date	Gain (Loss)
There were no category (i) reportable transactions during the year ended December 31, 2009.						
Category (ii) – A series of transactions with the same broker in excess of 5% of Plan assets						
Broadcort Cap Corp./Sub of Mlp	Various	\$ 4,704,431	\$ –	\$ 4,704,431	\$ 4,704,431	\$ –
		–	5,484,597	5,833,688	5,484,597	(349,091)
Knight Equity Markets	Various	5,954,509	–	5,954,509	5,954,509	–
		–	5,608,783	5,175,709	5,608,783	433,074
Category (iii) – A series of transactions in same security in excess of 5% of Plan assets						
First Amer Prime Oblig Fd Cl Z	Money Market Fund	56,889,509	–	56,889,509	56,889,509	–
		–	54,849,752	54,849,752	54,849,752	–

There were no category (iv) reportable transactions during the year ended December 31, 2009.