

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 07/01/2009 and ending 06/30/2010			
A This return/report is for:	☐ a multiemployer plan;	☐ a multiple-employer plan; or	
	☒ a single-employer plan;	☐ a DFE (specify) ____	
B This return/report is:	☐ the first return/report;	☐ the final return/report;	
	☐ an amended return/report;	☐ a short plan year return/report (less than 12 months).	
C If the plan is a collectively-bargained plan, check here.	☒		
D Check box if filing under:	☒ Form 5558;	☐ automatic extension;	☐ the DFVC program;
	☐ special extension (enter description)		

Part II	Basic Plan Information —enter all requested information		
1a Name of plan RETIREMENT PLAN FOR BARGAINING UNIT EMPLOYEES OF THE ALTOONA REGIONAL HEALTH SYSTEM	1b Three-digit plan number (PN) ►	002	
	1c Effective date of plan	07/01/1963	
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) ALTOONA REGIONAL HEALTH SYSTEM HOWARD AVENUE AND 7TH STREET ALTOONA, PA 16603	2b Employer Identification Number (EIN)	23-1352155	
	2c Sponsor's telephone number	814-889-4100	
	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.	04/15/2011	CHARLES ZORGER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	04/15/2011	CHARLES ZORGER
	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")

ALTOONA REGIONAL HEALTH SYSTEM

HOWARD AVENUE AND 7TH STREET
ALTOONA, PA 16603**3b** Administrator's EIN

23-1352155

3c Administrator's telephone number

814-889-4100

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:**a** Sponsor's name**4b** EIN**4c** PN**5** Total number of participants at the beginning of the plan year**5**

1545

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**

986

b Retired or separated participants receiving benefits.....**6b**

259

c Other retired or separated participants entitled to future benefits.....**6c**

259

d Subtotal. Add lines **6a**, **6b**, and **6c**.....**6d**

1504

e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....**6e**

17

f Total. Add lines **6d** and **6e**.....**6f**

1521

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**

21

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

1A 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

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 07/01/2009 and ending 06/30/2010

▶ **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>RETIREMENT PLAN FOR BARGAINING UNIT EMPLOYEES OF THE ALTOONA REGIONAL HEALTH SYSTEM</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>ALTOONA REGIONAL HEALTH SYSTEM</u>	D Employer Identification Number (EIN) <u>23-1352155</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>07</u> Day <u>01</u> Year <u>2009</u>
2	Assets:
a	Market value 2a <u>24447513</u>
b	Actuarial value 2b <u>26892264</u>
3	Funding target/participant count breakdown
	(1) Number of participants (2) Funding Target
a	For retired participants and beneficiaries receiving payment 3a <u>247</u> <u>11478858</u>
b	For terminated vested participants 3b <u>238</u> <u>3093572</u>
c	For active participants:
(1)	Non-vested benefits 3c(1) <u>60413</u>
(2)	Vested benefits 3c(2) <u>15027468</u>
(3)	Total active 3c(3) <u>1060</u> <u>15087881</u>
d	Total 3d <u>1545</u> <u>29660311</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>7.62 %</u>
6	Target normal cost 6 <u>3469566</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>04/11/2011</u>
Signature of actuary	Date
<u>JON KETZNER MAAA FCA</u>	<u>11-01826</u>
Type or print name of actuary	Most recent enrollment number
<u>CBIZ</u>	<u>301-777-1500</u>
Firm name	Telephone number (including area code)
<u>44 BALTIMORE STREET</u> <u>CUMBERLAND, MD 21502</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)	490677	0
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	0	0
9	Amount remaining (Item 7 minus item 8).....	490677	0
10	Interest on item 9 using prior year's actual return of <u>-10.00</u> %	-49068	
11	Prior year's excess contributions to be added to prefunding balance:		
a	Excess contributions (Item 38 from prior year)		0
b	Interest on (a) using prior year's effective rate of <u>6.97</u> %		0
c	Total available at beginning of current plan year to add to prefunding balance		0
d	Portion of (c) to be added to prefunding balance.....		0
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).....	441609	0

Part III		Funding percentages	
14	Funding target attainment percentage.....	14	89.17 %
15	Adjusted funding target attainment percentage.....	15	89.17 %
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	107.37 %
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	
03/15/2010	1019770		
04/15/2010	400000		
07/15/2010	400000		
10/15/2010	650000		
01/14/2011	650000		
03/15/2011	1000000		
		Totals ►	18(b) 4119770 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 0
b Contributions made to avoid restrictions adjusted to valuation date	19b 0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c 3770603
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

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 4
22 Weighted average retirement age				22 68
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	0
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	3469566
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	1430037	245414
b Waiver amortization installment	0	0
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	3714980
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	0	0
36 Additional cash requirement (item 34 minus item 35).....	36	3714980
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....	37	3770603
38 Interest-adjusted excess contributions for current year (see instructions).....	38	55623
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 07/01/2009 and ending 06/30/2010		
A Name of plan RETIREMENT PLAN FOR BARGAINING UNIT EMPLOYEES OF THE ALTOONA REGIONAL HEALTH SYSTEM		B Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 ALTOONA REGIONAL HEALTH SYSTEM		D Employer Identification Number (EIN) 23-1352155

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

(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)

CBIZ BENEFITS & INSURANCE SERVICES

52-0807416

(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 16 17	NONE	181637	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

M&T TRUST COMPANY

16-0538020

(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?
24 15 27	TRUSTEE	93585	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

ING INV MGMT

06-0888148

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	7980	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

SPRUCEGROVE INVESTMENT MANAGEMENT L

181 UNIVERSITY AVE., SUITE 1300
TORONTO, ONTARIO M5H 3M7 CA

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	7647	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

FLIPPIN, BRUCE & PORTER

54-1310469

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	9792	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

STERLING CAPITAL MANAGEMENT LLC

42-1658828

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	6137	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

JP MORGAN INVESTMENT MANAGEMENT INC

31-1192865

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	7264	Yes ☐ No ☒	Yes ☐ No ☒		Yes ☐ No ☐

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

EAGLE ASSET MGMT

59-2385219

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	5252	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
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(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:	DELOITTE AND TOUCHE LLP	b EIN:	13-3891517
c Position:	ACCOUNTANT		
d Address:	2500 ONE PPG PLACE PITTSBURGH, PA 15222-5401	e Telephone:	412-338-7200

Explanation: THE FIRM'S PLAN AUDITING SERVICES WERE TERMINATED APRIL 15, 2010. THERE WERE NO OUTSTANDING DISPUTES OR DISAGREEMENTS WITH DELOITTE AND TOUCHE LLP. THE PLAN AUDITING SERVICE WAS PUT OUT FOR BID AND A NEW ACCOUNTING FIRM WAS SELECTED.

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <div style="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2009</div> This Form is Open to Public Inspection
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For calendar plan year 2009 or fiscal plan year beginning 07/01/2009 and ending 06/30/2010		
A Name of plan RETIREMENT PLAN FOR BARGAINING UNIT EMPLOYEES OF THE ALTOONA REGIONAL HEALTH SYSTEM	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 ALTOONA REGIONAL HEALTH SYSTEM	D Employer Identification Number (EIN) 23-1352155	

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	1015230	2700000
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	92349	75843
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	2160541	2550794
(2) U.S. Government securities.....	1c(2)	4493979	3415631
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	2943870	3179993
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	
(B) Common	1c(4)(B)	5035856	6110419
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)		
(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)	8753841	11624958
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	-1113	

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	24494553	29657638

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		305322
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	305322

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	24494553	29352316
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	4119770	
(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)		4119770
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	569	
(B) U.S. Government securities	2b(1)(B)	163185	
(C) Corporate debt instruments	2b(1)(C)	139802	
(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)		303556
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	87534	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	216798	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		304332
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	7944573	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	7143951	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		800622

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)	301710	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		301710
(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)		815138
c Other income.....	2c		15983
d Total income. Add all income amounts in column (b) and enter total.....	2d		6661111

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1397166	
(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)		1397166
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)	181637	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	137724	
(4) Other	2i(4)	86821	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		406182
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1803348

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		4857763
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: BKD,LLP

(2) EIN: 44-0160260

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		2000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....			
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)

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 07/01/2009 and ending 06/30/2010

A Name of plan <u>RETIREMENT PLAN FOR BARGAINING UNIT EMPLOYEES OF THE ALTOONA REGIONAL HEALTH SYSTEM</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ALTOONA REGIONAL HEALTH SYSTEM</u>	D Employer Identification Number (EIN) <u>23-1352155</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>16-0538020</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>11</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: 43% Investment-Grade Debt: 53% High-Yield Debt: _____% Real Estate: _____% Other: 4%

- 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): _____

**Retirement Plan for Bargaining Unit Employees of the
Altoona Regional Health System**

EIN 23-1352155 PN 002

Accountants' Report and Financial Statements

June 30, 2010 and 2009

Retirement Plan for Bargaining Unit Employees of the Altoona Regional Health System

June 30, 2010 and 2009

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Independent Accountants' Report

Plan Administrator
Retirement Plan for Bargaining Unit Employees of the Altoona Regional Health System
Altoona, Pennsylvania

We were engaged to audit the accompanying statement of net assets available for benefits for the Retirement Plan for Bargaining Unit Employees of the Altoona Regional Health System as of June 30, 2010, and the related statement of changes in net assets available for benefits for the year then ended and the accompanying supplemental schedules. These financial statements and schedules are the responsibility of the Plan's management. Other accountants were engaged to audit the financial statements of the Retirement Plan for Bargaining Unit Employees of the Altoona Regional Health System as of and for the year ended June 30, 2009, whose report dated April 13, 2010, did not express an opinion on those financial statements as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Income Security Act of 1974.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, auditing procedures with respect to the information summarized in *Note 3*, which was certified by Manufacturers and Traders Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the year ended June 30, 2010, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying 2010 financial statements and schedules taken as a whole. The form and content of the information included in the 2010 financial statements and schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

BKD, LLP

Springfield, Missouri
April 14, 2011

Federal Employer Identification Number: 44-0160260

Retirement Plan for Bargaining Unit Employees of the Altoona Regional Health System

Statements of Net Assets Available for Benefits

June 30, 2010 and 2009

Assets

	2010	2009
Investments, At Fair Value		
U.S. Treasury obligations	\$ 2,224,476	\$ 2,503,662
U.S. government agencies	1,191,155	1,990,317
Corporate and foreign bonds	3,179,993	3,450,002
Closed-end, fixed-income securities	2,609,916	2,333,022
Common and preferred equity securities	6,110,419	5,035,856
Mutual funds	9,015,042	5,914,687
Cash and cash equivalents	2,550,794	2,160,541
Options and futures	-	(1,113)
	<u>26,881,795</u>	<u>23,386,974</u>
Receivables		
Employer's contribution	2,700,000	1,015,230
Accrued income receivable	75,843	92,349
	<u>2,775,843</u>	<u>1,107,579</u>
Total assets	<u>29,657,638</u>	<u>24,494,553</u>
Liabilities		
Due to brokers	<u>305,322</u>	<u>-</u>
Total liabilities	<u>305,322</u>	<u>-</u>
Net Assets Available for Benefits, At Fair Value	<u><u>\$ 29,352,316</u></u>	<u><u>\$ 24,494,553</u></u>

Retirement Plan for Bargaining Unit Employees of the Altoona Regional Health System

Statements of Changes in Net Assets Available for Benefits Years Ended June 30, 2010 and 2009

	<u>2010</u>	<u>2009</u>
Investment Income (Loss)		
Net appreciation (depreciation) in fair value of investments	\$ 1,933,454	\$ (3,062,157)
Interest and dividend income	<u>607,888</u>	<u>456,449</u>
Net investment income (loss)	2,541,342	(2,605,708)
Employer Contributions	<u>4,119,770</u>	<u>1,015,230</u>
Net additions	<u>6,661,112</u>	<u>(1,590,478)</u>
Deductions		
Benefits paid directly to participants	1,397,166	1,193,724
Administrative expenses	<u>406,183</u>	<u>342,375</u>
Total deductions	<u>1,803,349</u>	<u>1,536,099</u>
Net Increase (Decrease)	4,857,763	(3,126,577)
Net Assets Available for Benefits, Beginning of Year	<u>24,494,553</u>	<u>27,621,130</u>
Net Assets Available for Benefits, End of Year	<u><u>\$ 29,352,316</u></u>	<u><u>\$ 24,494,553</u></u>

Retirement Plan for Bargaining Unit Employees of the Altoona Regional Health System

Notes to Financial Statements

June 30, 2010 and 2009

Note 1: Description of the Plan

The following description of the Retirement Plan for Bargaining Unit Employees of the Altoona Regional Health System (Plan) provides only general information. Additional information about the vesting and benefit provisions and the Pension Benefit Guarantee Corporation's (PBGC) benefit guarantee is contained in the plan document and *Summary Plan Description*, which are available from the plan administrator.

General

The Plan is a noncontributory defined benefit plan that covers substantially all union employees of Altoona Regional Health System (the "Hospital") and provides for retirement, death and disability benefits. Employee eligibility is limited to participants with 12 months of service and 1,000 hours. The Plan is subject to provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Manufacturers and Traders Trust Company is the trustee of the Plan.

On February 21, 2008, the Board of Directors unanimously approved a recommendation to migrate from this defined benefit retirement plan to a defined benefit contribution retirement plan, effective June 30, 2008. Retirement benefits under the Plan were frozen and there are no new entrants after June 30, 2008 (soft freeze). No current employees will lose any benefits. Participants were able to make an irrevocable election to have their benefit frozen as of June 30, 2009, and participate in the Altoona Regional Health System 403(b) Plan.

Contributions

The Hospital has agreed to voluntarily contribute such additional amounts that are necessary to provide assets sufficient to meet the benefits to be paid to Plan members. The Hospital's present intention is to make contributions in amounts sufficient to annually fund the Plan's current service cost and the initial past-service costs plus interest on them over a period of 30 years. The Plan has met the minimum funding requirements established by the federal government.

Pension Benefits

Benefits under the Plan are based on 1.5% of the employees' average monthly compensation (average monthly compensation is calculated by taking the average compensation earned in the 60 consecutive months that produce the highest average) multiplied by the employee's total number of years of service. Compensation earned after June 30, 2009, shall not be taken into account. Normal retirement age for plan benefits is 65. Participants may elect to receive reduced benefits upon early retirement at age 55. Monthly pension benefit payments are determined for each participant according to the retirement option selected. When a married participant retires, the normal benefit under the Plan is a qualified joint and 50% survivor annuity with the participant's spouse. For an unmarried participant, the normal retirement benefit is a single life annuity and is guaranteed for 60 months. A participant may elect to receive benefits in a form other than noted above, with a spouse's written permission, as applicable.

Retirement Plan for Bargaining Unit Employees of the Altoona Regional Health System

Notes to Financial Statements

June 30, 2010 and 2009

Death Benefits

The spouse of a participant will receive a 50% survivor annuity, as defined in the Plan, upon the death of the participant. The surviving spouse annuity is equal to 50% of the participant's monthly benefit. This benefit is immediately payable to the spouse if the participant was already receiving benefits. If the participant was not already receiving benefits, payments to the spouse may commence as of the earliest date the participant would have received benefits.

Vesting

The pension benefits for the Plan are fully vested after five years. However, a participant is always fully vested upon reaching the normal retirement age.

Plan Termination

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

- (a) Annuity benefits that former employees or their beneficiaries have been receiving for at least three years, or that employees eligible to retire for that three-year period would have been receiving if they had retired with benefits in the normal form of annuity under the Plan. The priority amount is limited to the lowest benefit that was payable (or would have been payable) during those three years. The amount is further limited to the lowest benefit that would be payable under plan provisions in effect at any time during the five years preceding plan termination.
- (b) Other vested benefits insured by the Pension Benefit Guaranty Corporation (PBGC) up to the applicable limitations discussed below.
- (c) Vested benefits not insured by the PBGC.
- (d) All nonvested benefits.

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

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

Retirement Plan for Bargaining Unit Employees of the Altoona Regional Health System

Notes to Financial Statements

June 30, 2010 and 2009

Note 2: Summary of Significant Accounting Policies

Basis of Accounting

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

Use of Estimates

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

Valuation of Investments and Income Recognition

Marketable securities are stated at fair value. Securities traded on a national securities exchange are valued at the last reported sales price on the last business day of the plan year; investments traded in the over-the-counter market and listed securities for which no sale was reported on that date are valued at the average of the last reported bid and ask prices.

For certain investments consisting of corporate bonds and notes that do not have an established fair value, the plan administrator has established a fair value based on yields currently available on comparable securities of issuers with similar credit ratings.

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

Cash equivalents include investments with original maturities of three months or less. The carrying value reported in the statement of net assets available for benefits approximates fair value.

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

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Administrative Expenses

Administrative expenses may be paid by the Hospital or the Plan, at the Hospital's discretion.

Retirement Plan for Bargaining Unit Employees of the Altoona Regional Health System

Notes to Financial Statements

June 30, 2010 and 2009

Accumulated Plan Benefits

Accumulated plan benefits (see *Note 4*) are those estimated future periodic payments, including lump-sum distributions, that are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to:

- (a) Retired or terminated employees or their beneficiaries
- (b) Present employees or their beneficiaries

Benefits under the Plan are based on employees' compensation during their last five years of credited service. 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. Benefits to be provided via annuity contracts excluded from plan assets are excluded from accumulated plan benefits.

Plan Tax Status

The Plan obtained its latest determination letter on November 21, 2002, in which the Internal Revenue Service stated that the Plan and related trust, as then designed, were in compliance with the applicable requirements of the Internal Revenue Code and therefore not subject to tax. The Plan has been amended since receiving the determination letter. However, the plan administrator believes that the Plan and related trust are currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

With a few exceptions, the Plan is no longer subject to federal, state and local income tax examinations by tax authorities for years before 2007.

Reclassifications

Certain reclassifications have been made to the 2009 financial statement to conform to the 2010 financial statement presentation. These reclassifications had no effect on changes in net assets available for benefits.

Subsequent Events

Subsequent events have been evaluated through April 14, 2011, which is the date the financial statements were available to be issued.

Retirement Plan for Bargaining Unit Employees of the Altoona Regional Health System

Notes to Financial Statements

June 30, 2010 and 2009

Note 3: Investments

The Plan's investments are held by a bank-administered trust fund. The Plan's investments (including investments bought, sold and held during the year) appreciated (depreciated) in fair value as follows:

	2010	
	Net Appreciation (Depreciation) in Fair Value During Year	Fair Value at End of Year
U.S. Treasury obligations	\$ 52,092	\$ 2,224,476
U.S. government agencies	(3,050)	1,191,155
Corporate and foreign bonds	190,452	3,179,993
Closed-end, fixed-income securities	276,894	2,609,916
Common and preferred equity securities	863,267	6,110,419
Mutual funds	555,783	9,015,042
Cash and cash equivalents	-	2,550,794
Options and futures	(1,984)	-
	\$ 1,933,454	\$ 26,881,795
	\$ 1,933,454	\$ 26,881,795

	2009	
	Net Appreciation (Depreciation) in Fair Value During Year	Fair Value at End of Year
U.S. Treasury obligations	\$ 10,342	\$ 2,503,662
U.S. government agencies	77,832	1,990,317
Corporate and foreign bonds	27,589	2,943,870
Closed-end, fixed-income securities	188,962	2,333,022
Common and preferred equity securities	(1,868,254)	5,035,856
Mutual funds	(1,498,628)	6,420,819
Cash and cash equivalents	-	2,160,541
Options and futures	-	(1,113)
	\$ (3,062,157)	\$ 23,386,974
	\$ (3,062,157)	\$ 23,386,974

Retirement Plan for Bargaining Unit Employees of the Altoona Regional Health System

Notes to Financial Statements

June 30, 2010 and 2009

The fair value of individual investments that represented 5% or more of the Plan's net assets available for benefits were as follows:

	<u>2010</u>	<u>2009</u>
JPMBC Core Bond Fund	\$ 2,609,916	\$ 2,333,022
MTB U.S. Treasury Money Market Fund #958	1,298,274	2,160,541
Vanguard Institutional Index #94	3,727,147	4,219,672

Interest and dividends realized on the Plan's investments for the years ended 2010 and 2009 were \$607,888 and \$456,449, respectively.

Note 4: Accumulated Plan Benefits

An actuary from CBIZ Benefits & Insurance Services, Inc. determines the actuarial present value of accumulated plan benefits, which is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal or retirement) between the valuation date and the expected date of payment.

The accumulated plan benefit information for each plan year prepared as of July 1, 2009 and 2008, was as follows:

	<u>2010</u>	<u>2009</u>
Actuarial present value of accumulated plan benefits		
Vested benefits		
Participants currently receiving payments	\$ 11,354,195	\$ 7,842,983
Other participants	<u>18,802,122</u>	<u>24,637,723</u>
	30,156,317	32,480,706
Nonvested benefits	<u>67,369</u>	<u>87,411</u>
Total actuarial present value of accumulated plan benefits	<u><u>\$ 30,223,686</u></u>	<u><u>\$ 32,568,117</u></u>

Retirement Plan for Bargaining Unit Employees of the Altoona Regional Health System

Notes to Financial Statements

June 30, 2010 and 2009

Changes in the actuarial present value of accumulated plan benefits were as follows:

	2010	2009
Actuarial present value of accumulated plan benefits, beginning of year	<u>\$ 32,568,117</u>	<u>\$ 29,128,368</u>
Increase (decrease) during the year attributable to		
Interest due to decrease in discount period	1,959,884	1,788,729
Change in actuarial assumptions	(4,391,031)	1,510,798
Benefits accumulated	1,483,882	1,333,946
Benefits paid	<u>(1,397,166)</u>	<u>(1,193,724)</u>
Net increase (decrease)	<u>(2,344,431)</u>	<u>3,439,749</u>
Actuarial present value of accumulated plan benefits, end of year	<u><u>\$ 30,223,686</u></u>	<u><u>\$ 32,568,117</u></u>

Significant assumptions underlying the actuarial computations are:

	2010	2009
Assumed rate of return on investments	8.00%	8.00%
Mortality basis	2009 Static Mortality	2008 Static Mortality
Retirement	68 years old	68 years old

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

Note 5: Party-in-Interest Transactions

Party-in-interest transactions include those with fiduciaries or employees of the Plan, any person who provides services to the Plan, an employer whose employees are covered by the Plan, an employee organization whose members are covered by the Plan, a person who owns 50 percent or more of such an employer or employee association, or relatives of such persons.

Retirement Plan for Bargaining Unit Employees of the Altoona Regional Health System

Notes to Financial Statements

June 30, 2010 and 2009

The Plan invests in certain funds of a company affiliated with the plan trustee. Fees for investment-related services paid by the Plan to this trustee were \$93,785 and \$51,294 for the years ended June 30, 2010 and 2009, respectively.

The Hospital provides certain administrative services at no cost to the Plan including audit and legal fees.

Note 6: Fair Value of Plan Assets

ASC Topic 820, *Fair Value Measurements*, defines fair value 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. Topic 820 also specifies a fair value hierarchy which requires a plan to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

- Level 1** Quoted prices in active markets for identical assets or liabilities.
- Level 2** Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3** Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

Following is a description of the valuation methodologies and inputs used for assets measured at fair value on a recurring basis and recognized in the accompanying statements of net assets available for benefits, as well as the general classification of such assets pursuant to the valuation hierarchy.

Investments

Where quoted market prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. Level 1 securities include U.S. Treasury obligations, equity securities, mutual funds and cash equivalents. If quoted market prices are not available, then fair values are estimated by using pricing models, quoted prices of securities with similar characteristics or discounted cash flows. Level 2 securities include corporate and foreign bonds and U.S. government agencies. In certain cases where Level 1 or Level 2 inputs are not available, securities are classified within Level 3 of the hierarchy. The Plan held no investments at June 30, 2010 and 2009, classified as Level 3. See Note 2 for definitions of inputs utilized to determine fair value.

Retirement Plan for Bargaining Unit Employees of the Altoona Regional Health System

Notes to Financial Statements

June 30, 2010 and 2009

The following table presents the fair value measurements of assets recognized in the accompanying statements of net assets available for benefits measured at fair value on a recurring basis and the level within the fair value hierarchy in which the fair value measurements fall at June 30, 2010 and 2009:

		2010		
		Fair Value Measurements Using		
	Fair Value	Quoted	Significant	Significant
		Prices in	Other	Unobservable
		Active	Observable	Inputs
		Markets for	Inputs	(Level 3)
		Identical	(Level 2)	
		Assets		
		(Level 1)		
U.S. Treasury obligations	\$ 2,224,476	\$ 2,224,476	\$ -	\$ -
U.S. government agencies	1,191,155	-	1,191,155	-
Corporate and foreign bonds	3,179,993	-	3,179,993	-
Closed-end, fixed-income securities	2,609,916	2,609,916	-	-
Common and preferred equity securities				
Consumer	1,235,136	1,235,136	-	-
Energy	502,759	502,759	-	-
Financial	1,035,029	1,035,029	-	-
Health Care	727,474	727,474	-	-
Information Technology	1,244,107	1,244,107	-	-
Industrials	849,687	849,687	-	-
Other	516,227	516,227	-	-
Mutual funds				
Taxable fixed income	964,826	964,826	-	-
Domestic	5,471,767	5,471,767	-	-
International	1,683,676	1,683,676	-	-
Balanced	894,773	894,773	-	-
Cash and cash equivalents	2,550,794	2,550,794	-	-

Retirement Plan for Bargaining Unit Employees of the Altoona Regional Health System

Notes to Financial Statements

June 30, 2010 and 2009

2009				
Fair Value Measurements Using				
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
U.S. Treasury obligations	\$ 2,503,662	\$ 2,503,662	\$ -	\$ -
U.S. government agencies	1,990,317	-	1,990,317	-
Corporate and foreign bonds	2,943,870	-	2,943,870	-
Closed-end, fixed-income securities	2,333,022	-	2,333,022	-
Common and preferred equity securities				
Consumer	1,050,931	1,050,931	-	-
Energy	372,077	372,077	-	-
Financial	852,359	852,359	-	-
Health Care	697,594	697,594	-	-
Information Technology	1,114,821	1,114,821	-	-
Industrials	527,929	527,929	-	-
Other	420,145	420,145	-	-
Mutual funds				
Taxable fixed income	506,132	506,132	-	-
Domestic	5,433,206	5,433,206	-	-
Balanced	481,481	481,481	-	-
Cash and cash equivalents	2,160,541	2,160,541	-	-
Options and futures	(1,113)	(1,113)	-	-

Note 7: Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. The Plan's exposure to these risks has been heightened because of the current economic environment. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits. The financial statements have been prepared using values and information currently available to the Plan.

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 process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

Supplemental Schedules

Retirement Plan for Bargaining Unit Employees of the Altoona Regional Health System

EIN 23-1352155 PN 002

Schedule H, Line 4j – Schedule of Reportable Transactions Year Ended June 30, 2010

Identity	Description	Purchase Price	Selling Price	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain or (Loss)
Category (i) – Individual Transactions in Excess of 5% of Plan Assets						
M&T Bank	U.S. Treasury Money Market Fund	\$ 2,000,000	\$ -	\$ 2,000,000	\$ 2,000,000	\$ -
M&T Bank	U.S. Treasury Money Market Fund	-	1,859,991	1,859,991	1,859,991	-
M&T Bank	U.S. Treasury Money Market Fund	2,035,000	-	2,035,000	2,035,000	-
M&T Bank	U.S. Treasury Money Market Fund	1,712,739	-	1,712,739	1,712,739	-
M&T Bank	U.S. Treasury Money Market Fund	-	2,000,000	2,000,000	2,000,000	-
M&T Bank	U.S. Treasury Money Market Fund	1,209,864	-	1,209,864	1,209,864	-
M&T Bank	U.S. Treasury Money Market Fund	-	1,200,000	1,200,000	1,200,000	-
M&T Bank	Vanguard Institutional Index	-	1,209,864	1,007,694	1,209,864	202,170
Category (iii) – Series of Transactions in Excess of 5% of Plan Assets						
M&T Bank	U.S. Treasury Money Market Fund	-	12,979,957	12,979,957	12,979,957	-
M&T Bank	U.S. Treasury Money Market Fund	13,144,598	-	13,144,598	13,144,598	-
M&T Bank	Vanguard Institutional Index	130,400	-	130,400	130,400	-
M&T Bank	Vanguard Institutional Index	-	1,209,864	1,007,694	1,209,864	202,170

There were no (ii) or (iv) reportable transactions during the year.

Retirement Plan for Bargaining Unit Employees of the Altoona Regional Health System

EIN 23-1352155 PN 002

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

June 30, 2010

Identity of Issuer (a)(b)	Description of Investment (c)	Cost (d)	Current Value (e)
U.S. Treasury obligations	See Attached	\$ 2,057,803	\$ 2,224,476
U.S. government agencies	See Attached	1,101,038	1,191,155
Corporate and foreign bonds	See Attached	2,998,689	3,179,993
Closed-end, fixed-income securities	See Attached	2,000,000	2,609,916
Common and preferred equity securities	See Attached	6,438,999	6,110,419
Mutual funds	See Attached	8,718,985	9,015,042
*Cash and cash equivalents	See Attached	2,550,794	2,550,794
Options and futures	See Attached	-	-
		<u>\$ 25,866,308</u>	<u>\$ 26,881,795</u>

*Party in interest as defined by ERISA

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
CASH & CASH EQUIVALENTS =====							
CASH -----							
-3,602.24	PENDING CASH 2000135	-3,602.24	-3,602.24	-0.01			
-17,103.87	PENDING CASH 2000137	-17,103.87	-17,103.87	-0.06			
-36,904.98	PENDING CASH 2000138	-36,904.98	-36,904.98	-0.14			
-151,311.00	PENDING CASH 910112101	-151,311.00	-151,311.00	-0.57			
-96,400.00	PENDING CASH 910112127	-96,400.00	-96,400.00	-0.36			
51.80	PRINCIPAL CASH 2000137	51.80	51.80	0.00			
126.00	PRINCIPAL CASH 2000138	126.00	126.00	0.00			
TOTAL CASH		-305,144.29	-305,144.29	-1.15		0.00	0.00

MONEY MARKET FUNDS -----							
1,298,273.98	MTB US TREAS MMKT-INST I-FD #958 8/08/03 CUSIP: 55376V846 2000134	1,298,273.98	1,298,273.98	4.89	1.000	129.83	0.01
15,704.89	MTB US TREAS MMKT-INST I-FD #958 8/08/03 CUSIP: 55376V846 2000135	15,704.89	15,704.89	0.06	1.000	1.57	0.01
81,451.16	MTB US TREAS MMKT-INST I-FD #958 8/08/03 CUSIP: 55376V846 2000137	81,451.16	81,451.16	0.31	1.000	8.15	0.01

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
121,785.09 8/08/03	MTB US TREAS MMKT-INST I-FD #958 CUSIP: 55376V846 2000138	121,785.09	121,785.09	0.46	1.000	12.18	0.01
20,107.91 8/08/03	MTB US TREAS MMKT-INST I-FD #958 CUSIP: 55376V846 2003202	20,107.91	20,107.91	0.08	1.000	2.01	0.01
696,741.80 8/08/03	MTB US TREAS MMKT-INST I-FD #958 CUSIP: 55376V846 910112101	696,741.80	696,741.80	2.62	1.000	69.67	0.01
115,322.96 8/08/03	MTB US TREAS MMKT-INST I-FD #958 CUSIP: 55376V846 910112127	115,322.96	115,322.96	0.43	1.000	11.53	0.01
1,228.66 8/08/03	MTB US TREAS MMKT-INST I-FD #958 CUSIP: 55376V846 910112150	1,228.66	1,228.66	0.01	1.000	0.12	0.01
TOTAL MONEY MARKET FUNDS		2,350,616.45	2,350,616.45	8.85		235.06	0.01

CASH EQUIVALENTS							
200,000.00 4/12/10	FCAR OWNER I IB-CP CUSIP: 3024AEXT7 910112101	0.300%	7/12/10	200,000.00	200,000.00	0.75	100.000
TOTAL CASH EQUIVALENTS				200,000.00	200,000.00	0.75	
TOTAL CASH & CASH EQUIVALENTS				2,245,472.16	2,245,472.16	8.45	0.04

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
FIXED INCOME							
=====							
U.S. TREASURY OBLIGATIONS							

228,334.00 6/30/10	TSY INFL SERIES IX CUSIP: 912828DH0 910112101	226,401.45	241,036.22	0.91	105.563	3,710.43	1.54
237,386.00 6/30/10	TSY INFL SERIES IX CUSIP: 912828BD1 910112101	238,144.25	251,090.29	0.95	105.773	4,450.99	1.77
242,488.00 6/30/10	TSY INFL SERIES IX CUSIP: 912828AF7 910112101	252,618.72	257,966.01	0.97	106.383	7,274.64	2.82
150,000.00 6/30/10	US TREASURY NOTE CUSIP: 912828EG1 910112101	147,341.32	151,137.00	0.57	100.758	5,812.50	3.85
150,000.00 6/30/10	US TREASURY NOTE CUSIP: 912828DM9 910112101	144,070.31	165,550.50	0.62	110.367	6,000.00	3.63
150,000.00 6/30/10	US TREASURY NOTE CUSIP: 912828BR0 910112101	146,490.23	165,421.50	0.62	110.281	6,375.00	3.85
150,000.00 6/30/10	US TREASURY NOTE CUSIP: 912828EW6 910112101	148,945.31	169,770.00	0.64	113.180	6,750.00	3.98
150,000.00 6/30/10	US TREASURY NOTE CUSIP: 912828CJ7 910112101	150,890.62	169,219.50	0.64	112.813	7,125.00	4.21
150,000.00 6/30/10	US TREASURY NOTE CUSIP: 912828GU8 910112101	148,365.23	161,917.50	0.61	107.945	7,125.00	4.40
150,000.00 6/30/10	US TREASURY NOTE CUSIP: 9128277L0 910112101	150,990.23	160,699.50	0.61	107.133	7,312.50	4.55
150,000.00 6/30/10	US TREASURY NOTE CUSIP: 912828FD7 910112101	149,712.89	155,625.00	0.59	103.750	7,312.50	4.70

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
150,000.00 6/30/10	US TREASURY NOTE CUSIP: 912828FF2 910112101	153,832.03	175,042.50	0.66	116.695	7,687.50	4.39
TOTAL U.S. TREASURY OBLIGATIONS		2,057,802.59	2,224,475.52	8.37		76,936.05	3.46

U.S. GOVERNMENT AGENCIES

100,000.00 6/30/10	FED HOME LN BK CUSIP: 3133MBZE0 910112101	6.875%	8/13/10	99,605.00	100,781.00	0.38	100.781	6,875.00	6.82
100,000.00 6/30/10	FED HOME LN MTG CUSIP: 3134A4UX0 910112101	4.500%	1/15/15	97,485.00	111,500.00	0.42	111.500	4,500.00	4.04
100,000.00 6/30/10	FED HOME LN MTG CUSIP: 3134A4VJ0 910112101	4.750%	1/18/11	99,271.96	102,406.00	0.39	102.406	4,750.00	4.64
100,000.00 6/30/10	FED HOME LN MTG CUSIP: 3134A4UK8 910112101	4.875%	11/15/13	99,088.00	111,781.00	0.42	111.781	4,875.00	4.36
100,000.00 6/30/10	FED HOME LN MTG CUSIP: 3134A4UU6 910112101	5.000%	7/15/14	100,028.00	112,656.00	0.42	112.656	5,000.00	4.44
100,000.00 6/30/10	FED HOME LN MTG CUSIP: 3134A4QD9 910112101	5.125%	7/15/12	100,293.00	109,031.00	0.41	109.031	5,125.00	4.70
100,000.00 6/30/10	FED HOME LN MTG CUSIP: 3137EAAJ8 910112101	5.125%	10/18/16	99,853.00	114,469.00	0.43	114.469	5,125.00	4.48
100,000.00 6/30/10	FED NATL MTG ASSN CUSIP: 31398AHZ8 910112101	4.750%	11/19/12	100,416.00	109,000.00	0.41	109.000	4,750.00	4.36
100,000.00 6/30/10	FED NATL MTG ASSN CUSIP: 31359MZL0 910112101	4.750%	12/15/10	98,062.00	102,125.00	0.39	102.125	4,750.00	4.65

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
100,000.00 6/30/10	FED NATL MTG ASSN CUSIP: 31359MW41 910112101	101,994.00	115,000.00	0.43	115.000	5,250.00	4.57
100,000.00 6/30/10	FED NATL MTG ASSN CUSIP: 31359MGJ6 910112101	104,942.00	102,406.00	0.39	102.406	6,625.00	6.47
TOTAL U.S. GOVERNMENT AGENCIES		1,101,037.96	1,191,155.00	4.48		57,625.00	4.84
CORPORATE & FOREIGN BONDS							
150,000.00 6/30/10	BB&T CORP CUSIP: 05531FAF0 910112101	149,817.00	153,918.00	0.58	102.612	5,925.00	3.85
150,000.00 6/30/10	CATERPILLAR FNL SVC CUSIP: 14912L4L2 910112101	149,943.00	151,738.50	0.57	101.159	3,000.00	1.98
150,000.00 6/30/10	CITIGROUP INC CUSIP: 172967BP5 910112101	149,412.00	154,578.00	0.58	103.052	8,437.50	5.46
150,000.00 6/30/10	COX COMMUNICATIONS CUSIP: 224044BM8 910112101	144,904.50	165,567.00	0.62	110.378	8,175.00	4.94
100,000.00 6/30/10	ELI LILLY & CO CUSIP: 532457AU2 910112101	98,966.00	108,910.00	0.41	108.910	6,000.00	5.51
150,000.00 6/30/10	GEN ELEC CAP CORP CUSIP: 36962GT38 910112101	154,225.50	157,147.50	0.59	104.765	7,500.00	4.77
150,000.00 6/30/10	GEN ELEC CAP CORP CUSIP: 36962G2S2 910112101	147,630.00	152,400.00	0.57	101.600	7,500.00	4.92
150,000.00 6/30/10	GENERAL DYNAMICS CUSIP: 369550AK4 910112101	149,694.00	161,704.50	0.61	107.803	6,375.00	3.94

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
150,000.00 6/30/10	GEORGIA POWER CO CUSIP: 373334FN6 910112101	148,032.00	162,838.50	0.61	108.559	7,687.50	4.72
150,000.00 6/30/10	GOLDMAN SACHS GROUP CUSIP: 38141GEA8 910112101	147,874.50	157,566.00	0.59	105.044	7,687.50	4.88
150,000.00 6/30/10	HONEYWELL INTL CUSIP: 438516AW6 910112101	155,037.00	161,671.50	0.61	107.781	6,375.00	3.94
150,000.00 6/30/10	HSBC FINANCE CORP CUSIP: 40429CFN7 910112101	150,474.00	160,578.00	0.61	107.052	8,250.00	5.14
150,000.00 6/30/10	IBM CORPORATION CUSIP: 459200GJ4 910112101	152,295.00	174,342.00	0.66	116.228	8,550.00	4.91
150,000.00 6/30/10	JOHN DEERE CAP CORP CUSIP: 24422EQX0 910112101	151,311.00	150,813.00	0.57	100.542	2,812.50	1.87
150,000.00 6/30/10	MERCK & CO INC CUSIP: 589331AN7 910112101	152,899.50	166,848.00	0.63	111.232	7,500.00	4.50
100,000.00 6/30/10	MORGAN STANLEY CUSIP: 617446YT0 910112101	100,289.10	99,361.00	0.37	99.361	554.38	0.56
150,000.00 6/30/10	MORGAN STANLEY CUSIP: 61747YCQ6 910112101	149,571.00	150,537.00	0.57	100.358	4,395.28	2.92
150,000.00 6/30/10	VERIZON COMM CUSIP: 92343VAG9 910112101	155,674.50	166,402.50	0.63	110.935	8,250.00	4.96
100,000.00 6/30/10	WACHOVIA CORP CUSIP: 929903BJ0 910112101	99,144.00	102,466.00	0.39	102.466	5,350.00	5.22
150,000.00 6/30/10	WAL-MART STORES INC CUSIP: 931142CR2 910112101	149,437.50	155,577.00	0.59	103.718	4,312.50	2.77
150,000.00 6/30/10	XTO ENERGY INC CUSIP: 98385XAD8 910112101	142,057.50	165,028.50	0.62	110.019	7,350.00	4.45

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	TOTAL CORPORATE & FOREIGN BONDS	2,998,688.60	3,179,992.50	11.97		131,987.16	4.15
	TAXABLE FIXED INCOME FUNDS						
37,866.03 6/30/10	VANGUARD INFLATION-PROTECTED SEC FD CUSIP: 922031737 2000134	913,247.36	964,826.34	3.63	25.480	25,597.43	2.65
	TOTAL TAXABLE FIXED INCOME FUNDS	913,247.36	964,826.34	3.63		25,597.43	2.65
	CLOSED-END FIXED INCOME FUNDS						
187,090.74 6/30/10	JPMCB CORE BOND FUND CUSIP: 4812990A4 2000134	2,000,000.00	2,609,915.81	9.82	13.950	0.00	0.00
	TOTAL CLOSED-END FIXED INCOME FUNDS	2,000,000.00	2,609,915.81	9.82		0.00	0.00
	TOTAL FIXED INCOME	9,070,776.51	10,170,365.17	38.27		292,145.65	2.87
	EQUITIES						

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COMMON EQUITY SECURITIES							
MATERIALS							
368.00 6/30/10	BALCHEM CORPORATION CLASS B CUSIP: 057665200 2000135	6,422.97	9,200.00	0.04	25.000	26.86	0.29
635.00 6/30/10	BUCKEYE TECHNOLOGIES INC CUSIP: 118255108 2000135	6,592.91	6,318.25	0.02	9.950	0.00	0.00
410.00 6/30/10	EASTMAN CHEMICAL COMPANY COM CUSIP: 277432100 2000137	25,178.65	21,877.60	0.08	53.360	721.60	3.30
506.00 6/30/10	ECOLAB INC COM CUSIP: 278865100 2000137	22,780.37	22,724.46	0.09	44.910	313.72	1.38
134.00 6/30/10	GREIF INC CL A CUSIP: 397624107 2000135	7,877.33	7,442.36	0.03	55.540	225.12	3.03
159.00 6/30/10	RAYONIER INC COM CUSIP: 754907103 2000135	5,106.95	6,999.18	0.03	44.020	318.00	4.54
325.00 6/30/10	ROCK-TENN COMPANY CLASS A CUSIP: 772739207 2000135	15,099.63	16,142.75	0.06	49.670	195.00	1.21
4,300.00 6/30/10	SEALED AIR CORP NEW COM CUSIP: 81211K100 2000138	93,547.60	84,796.00	0.32	19.720	2,064.00	2.44
696.00 6/30/10	SOLUTIA INC CUSIP: 834376501 2000135	9,967.55	9,117.60	0.04	13.100	0.00	0.00
89.00 6/30/10	STEPAN COMPANY CUSIP: 858586100 2000135	4,644.12	6,090.27	0.02	68.430	85.44	1.40
TOTAL MATERIALS		197,218.08	190,708.47	0.72		3,949.74	2.07

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INDUSTRIALS							
447.00 6/30/10	ACTUANT CORP CL A NEW CUSIP: 00508X203 2000135	9,643.07	8,417.01	0.03	18.830	17.88	0.21
720.00 6/30/10	APAC CUSTOMER SERVICES INC CUSIP: 00185E106 2000135	4,303.47	4,104.00	0.02	5.700	0.00	0.00
461.00 6/30/10	APOGEE ENTERPRISES INC CUSIP: 037598109 2000135	6,151.17	4,992.63	0.02	10.830	150.29	3.01
1,600.00 6/30/10	AVERY DENNISON CORP COM CUSIP: 053611109 2000138	61,377.87	51,408.00	0.19	32.130	1,280.00	2.49
161.00 6/30/10	CARDTRONICS INC CUSIP: 14161H108 2000135	2,125.84	2,086.56	0.01	12.960	0.00	0.00
560.00 6/30/10	CATERPILLAR INC CUSIP: 149123101 2000137	32,885.72	33,639.20	0.13	60.070	985.60	2.93
434.00 6/30/10	CHART INDUSTRIES INC CUSIP: 16115Q308 2000135	8,984.21	6,761.72	0.03	15.580	0.00	0.00
135.00 6/30/10	COINSTAR INCORPORATED CUSIP: 19259P300 2000135	7,392.51	5,800.95	0.02	42.970	0.00	0.00
1,100.00 6/30/10	COLFAX CORPORATION CUSIP: 194014106 2003202	12,028.57	11,451.00	0.04	10.410	0.00	0.00
1,160.00 6/30/10	DANAHER CORP COM CUSIP: 235851102 2000137	35,166.35	43,059.20	0.16	37.120	92.80	0.22
218.00 6/30/10	DIAMOND MGMT & TECH CONSULTANTS CUSIP: 25269L106 2000135	2,133.22	2,247.58	0.01	10.310	78.48	3.49
245.00 6/30/10	DIEBOLD INC CUSIP: 253651103 2000135	6,927.25	6,676.25	0.03	27.250	264.60	3.96

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510.00 6/30/10	DST SYSTEMS INC COM CUSIP: 233326107 2003202	19,167.13	18,431.40	0.07	36.140	306.00	1.66
388.00 6/30/10	EMCOR GROUP INC CUSIP: 29084Q100 2000135	10,758.92	8,989.96	0.03	23.170	0.00	0.00
795.00 6/30/10	EMERSON ELECTRIC CO CUSIP: 291011104 2000137	38,914.77	34,733.55	0.13	43.690	1,065.30	3.07
337.00 6/30/10	ENERSYS CUSIP: 29275Y102 2000135	6,478.23	7,201.69	0.03	21.370	0.00	0.00
300.00 6/30/10	FEDEX CORP COM CUSIP: 31428X106 2000138	18,095.02	21,033.00	0.08	70.110	144.00	0.69
7,000.00 6/30/10	FLEXTRONICS INTL LTD CUSIP: Y2573F102 2000138	65,230.52	39,200.00	0.15	5.600	0.00	0.00
0.50 6/30/10	FORWARD AIR CORP CUSIP: 349853101 2000135	12.83	13.63	0.00	27.260	0.14	1.03
2,900.00 6/30/10	GENERAL ELECTRIC COMPANY CUSIP: 369604103 2000138	86,272.00	41,818.00	0.16	14.420	1,160.00	2.77
750.00 6/30/10	GRANITE CONSTRUCTION INCORPORATED CUSIP: 387328107 2003202	23,560.99	17,685.00	0.07	23.580	390.00	2.21
613.00 6/30/10	GRIFFON CORPORATION CUSIP: 398433102 2000135	7,649.79	6,779.78	0.03	11.060	0.00	0.00
1,000.00 6/30/10	HERMAN MILLER INC CUSIP: 600544100 2003202	12,985.22	18,870.00	0.07	18.870	88.00	0.47
345.00 6/30/10	HEWITT ASSOCIATES INC CUSIP: 42822Q100 2000135	12,134.41	11,888.70	0.05	34.460	0.00	0.00
179.00 6/30/10	HOUSTON WIRE & CABLE CO CUSIP: 44244K109 2000135	2,002.31	1,942.15	0.01	10.850	60.86	3.13

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222.00 6/30/10	IHS INC CL A CUSIP: 451734107 2000135	11,882.17	12,969.24	0.05	58.420	0.00	0.00
740.00 6/30/10	INGERSOLL-RAND PUBLIC LTD CO CUSIP: G47791101 2000137	21,430.25	25,522.60	0.10	34.490	207.20	0.81
1,800.00 6/30/10	INGERSOLL-RAND PUBLIC LTD CO CUSIP: G47791101 2000138	63,227.72	62,082.00	0.23	34.490	504.00	0.81
796.00 6/30/10	INTERVAL LEISURE GROUP INC CUSIP: 46113M108 2000135	9,929.02	9,910.20	0.04	12.450	0.00	0.00
700.00 6/30/10	LOCKHEED MARTIN CORPORATION COM CUSIP: 539830109 2000138	50,200.92	52,150.00	0.20	74.500	1,764.00	3.38
2,200.00 6/30/10	MASCO CORP CUSIP: 574599106 2000138	47,554.05	23,672.00	0.09	10.760	660.00	2.79
284.00 6/30/10	MEDASSETS INC CUSIP: 584045108 2000135	6,864.27	6,554.72	0.03	23.080	0.00	0.00
1,050.00 6/30/10	MUELLER INDS INC COM CUSIP: 624756102 2003202	26,249.13	25,830.00	0.10	24.600	420.00	1.63
400.00 6/30/10	NORTHROP GRUMMAN CORP CUSIP: 666807102 2000138	23,995.92	21,776.00	0.08	54.440	752.00	3.45
385.00 6/30/10	ORBITAL SCIENCE CORP CUSIP: 685564106 2000135	6,156.66	6,071.45	0.02	15.770	0.00	0.00
665.00 6/30/10	ROPER INDUSTRIES INC CUSIP: 776696106 2000137	29,724.07	37,213.40	0.14	55.960	252.70	0.68
1,000.00 6/30/10	SAIC INC CUSIP: 78390X101 2003202	18,590.44	16,740.00	0.06	16.740	0.00	0.00
346.00 6/30/10	SPIRIT AEROSYSTEMS HOLD-CL A CUSIP: 848574109 2000135	6,719.66	6,594.76	0.03	19.060	0.00	0.00

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186.00 6/30/10	TELEDYNE TECHNOLOGIES INC COM CUSIP: 879360105 2000135	6,602.41	7,175.88	0.03	38.580	0.00	0.00
655.00 6/30/10	TYCO INTERNATIONAL LTD CUSIP: H89128104 2000137	22,146.48	23,075.65	0.09	35.230	500.42	2.17
480.00 6/30/10	UNION PACIFIC CORP COM CUSIP: 907818108 2000137	30,832.70	33,364.80	0.13	69.510	633.60	1.90
576.00 6/30/10	UNITED TECHNOLOGIES CORP COM CUSIP: 913017109 2000137	41,108.54	37,388.16	0.14	64.910	979.20	2.62
1,100.00 6/30/10	VIAD CORP CUSIP: 92552R406 2003202	18,507.97	19,415.00	0.07	17.650	176.00	0.91
249.00 6/30/10	WOODWARD GOVERNOR CO COM CUSIP: 980745103 2000135	7,047.41	6,356.97	0.02	25.530	59.76	0.94
222.00 6/30/10	WRIGHT EXPRESS CORP CUSIP: 98233Q105 2000135	7,282.05	6,593.40	0.03	29.700	0.00	0.00
TOTAL INDUSTRIALS		948,433.23	849,687.19	3.20		12,992.83	1.53
TELECOMMUNICATION SERVICES							
550.00 6/30/10	NII HOLDINGS INC-CL B CUSIP: 62913F201 2003202	20,892.80	17,886.00	0.07	32.520	0.00	0.00
TOTAL TELECOMMUNICATION SERVICES		20,892.80	17,886.00	0.07		0.00	0.00
CONSUMER DISCRETIONARY							
344.00 6/30/10	BEACON ROOFING SUPPLY INC CUSIP: 073685109 2000135	7,082.86	6,198.88	0.02	18.020	0.00	0.00

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885.00 6/30/10	BED BATH & BEYOND INC COM CUSIP: 075896100 2000137	32,850.24	32,815.80	0.12	37.080	0.00	0.00
2,800.00 6/30/10	BLOCK H & R INC CUSIP: 093671105 2000138	47,371.84	43,932.00	0.17	15.690	1,680.00	3.83
2,129.00 6/30/10	CAMBIUM LEARNING GROUP INC CUSIP: 13201A107 2003202	26,664.60	7,664.40	0.03	3.600	0.00	0.00
1,530.00 6/30/10	CBS CORP CL B CUSIP: 124857202 2000137	12,847.88	19,782.90	0.08	12.930	306.00	1.55
279.00 6/30/10	CHEROKEE INC CUSIP: 16444H102 2000135	8,467.50	4,770.90	0.02	17.100	424.08	8.89
1,900.00 6/30/10	CHICOS FAS INC CUSIP: 168615102 2003202	3,898.96	18,772.00	0.07	9.880	304.00	1.62
261.00 6/30/10	DREAMWORKS ANIMATION SKG INC-A CUSIP: 26153C103 2000135	9,381.32	7,451.55	0.03	28.550	0.00	0.00
4,000.00 6/30/10	EXIDE TECHNOLOGIES CUSIP: 302051206 2003202	15,663.86	20,800.00	0.08	5.200	0.00	0.00
188.00 6/30/10	FOSSIL INC CUSIP: 349882100 2000135	7,055.74	6,523.60	0.03	34.700	0.00	0.00
1,400.00 6/30/10	HOME DEPOT INC COM CUSIP: 437076102 2000138	47,790.60	39,298.00	0.15	28.070	1,323.00	3.37
74.00 6/30/10	HSN INCORPORATED CUSIP: 404303109 2000135	1,396.46	1,776.00	0.01	24.000	0.00	0.00
5,880.00 6/30/10	INTERPUBLIC GROUP COS INC COM CUSIP: 460690100 2003202	42,562.28	41,924.40	0.16	7.130	0.00	0.00
345.00 6/30/10	JOHN WILEY & SONS INC CUSIP: 968223206 2000135	12,964.94	13,341.15	0.05	38.670	220.80	1.66

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2,000.00	KB HOME COM	66,410.05	22,000.00	0.08	11.000	500.00	2.27
6/30/10	CUSIP: 48666K109 2000138						
500.00	KOHL'S CORP COM	23,737.03	23,750.00	0.09	47.500	0.00	0.00
6/30/10	CUSIP: 500255104 2000138						
511.00	LEGGETT & PLATT INC	11,566.21	10,250.66	0.04	20.060	531.44	5.19
6/30/10	CUSIP: 524660107 2000135						
2,700.00	MACY'S INC	74,287.67	48,330.00	0.18	17.900	540.00	1.12
6/30/10	CUSIP: 55616P104 2000138						
1,370.00	MATTEL INC	30,133.23	28,989.20	0.11	21.160	1,027.50	3.55
6/30/10	CUSIP: 577081102 2000137						
2,500.00	MC GRAW HILL COMPANIES INC	63,998.45	70,350.00	0.27	28.140	2,350.00	3.34
6/30/10	CUSIP: 580645109 2000138						
921.00	MDC PARTNERS INC	8,361.48	9,836.28	0.04	10.680	0.00	0.00
6/30/10	CUSIP: 552697104 2000135						
394.00	NATIONAL CINEMEDIA INC	7,586.36	6,564.04	0.03	16.660	283.68	4.32
6/30/10	CUSIP: 635309107 2000135						
695.00	NORDSTROM INC COM	26,308.12	22,372.05	0.09	32.190	556.00	2.49
6/30/10	CUSIP: 655664100 2000137						
1,690.00	THE DIRECTV GROUP HLDGS CL A	48,687.48	57,324.80	0.22	33.920	0.00	0.00
6/30/10	CUSIP: 25490A101 2000137						
635.00	URBAN OUTFITTERS INC	24,349.62	21,837.65	0.08	34.390	0.00	0.00
6/30/10	CUSIP: 917047102 2000137						
386.00	WABCO HOLDINGS INC	10,968.94	12,151.28	0.05	31.480	0.00	0.00
6/30/10	CUSIP: 92927K102 2000135						
526.00	WOLVERINES WORLD WIDE INC COM	12,328.91	13,265.72	0.05	25.220	231.44	1.75
6/30/10	CUSIP: 978097103 2000135						

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
1,255.00 6/30/10	WYNDHAM WORLDWIDE CORP CUSIP: 98310W108 2000137	28,393.78	25,275.70	0.10	20.140	602.40	2.38
TOTAL CONSUMER DISCRETIONARY							
	CONSUMER STAPLES	713,116.41	637,348.96	2.40		10,880.34	1.71

925.00 6/30/10	ALBERTO-CULVER COMPANY CUSIP: 013078100 2000137	26,346.49	25,058.25	0.10	27.090	314.50	1.26
2,300.00 6/30/10	AVON PRODUCTS INC CUSIP: 054303102 2000138	60,767.53	60,950.00	0.23	26.500	2,024.00	3.32
519.00 6/30/10	COCA COLA ENTERPRISES INC CUSIP: 191219104 2000137	9,594.66	13,421.34	0.05	25.860	186.84	1.39
970.00 6/30/10	CONAGRA FOODS INC CUSIP: 205887102 2000137	22,861.68	22,620.40	0.09	23.320	776.00	3.43
286.00 6/30/10	FLOWERS FOODS INC COM CUSIP: 343498101 2000135	7,113.71	6,986.98	0.03	24.430	228.80	3.28
1,250.00 6/30/10	KIMBERLY CLARK CORP CUSIP: 494368103 2000138	74,718.02	75,787.50	0.29	60.630	3,300.00	4.36
1,320.00 6/30/10	PHILIP MORRIS INTL INC CUSIP: 718172109 2000137	55,728.70	60,508.80	0.23	45.840	3,062.40	5.06
1,290.00 6/30/10	PROCTER & GAMBLE CO COM CUSIP: 742718109 2000137	80,545.53	77,374.20	0.29	59.980	2,485.83	3.21
5,200.00 6/30/10	SUPERVALU INC CUSIP: 868536103 2000138	76,922.57	56,368.00	0.21	10.840	1,820.00	3.23
1,130.00 6/30/10	WAL MART STORES INC COM CUSIP: 931142103 2000137	65,170.95	54,319.10	0.21	48.070	1,367.30	2.52

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
700.00 6/30/10	WAL MART STORES INC COM CUSIP: 931142103 2000138	35,281.76	33,649.00	0.13	48.070	847.00	2.52
870.00 6/30/10	WALGREEN CO CUSIP: 931422109 2000137	32,786.14	23,229.00	0.09	26.700	478.50	2.06
2,700.00 6/30/10	WALGREEN CO CUSIP: 931422109 2000138	85,349.91	72,090.00	0.27	26.700	1,485.00	2.06
1,600.00 6/30/10	WINN-DIXIE STORES INC CUSIP: 974280307 2003202	26,956.02	15,424.00	0.06	9.640	0.00	0.00
	TOTAL CONSUMER STAPLES	660,143.67	597,786.57	2.25		18,376.17	3.08
	ENERGY						
579.00 6/30/10	AMERICAN OIL & GAS INC CUSIP: 028723104 2000135	3,633.10	3,636.12	0.01	6.280	0.00	0.00
375.00 6/30/10	APACHE CORP COM CUSIP: 037411105 2000137	32,837.85	31,571.25	0.12	84.190	225.00	0.71
115.00 6/30/10	ATLAS ENERGY INC CUSIP: 049298102 2000135	3,875.42	3,113.05	0.01	27.070	0.00	0.00
500.00 6/30/10	CHEVRON CORP CUSIP: 166764100 2000138	36,360.86	33,930.00	0.13	67.860	1,440.00	4.25
123.00 6/30/10	COMSTOCK RESOURCES INC CUSIP: 205768203 2000135	3,963.70	3,409.56	0.01	27.720	0.00	0.00
1,300.00 6/30/10	DEVON ENERGY CORP CUSIP: 25179M103 2000138	82,068.21	79,196.00	0.30	60.920	832.00	1.05
253.00 6/30/10	DRESSER-RAND GROUP INC CUSIP: 261608103 2000135	6,641.91	7,982.15	0.03	31.550	0.00	0.00

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1,150.00 6/30/10	EXCO RESOURCES INC CUSIP: 269279402 2003202	16,455.27	16,801.50	0.06	14.610	138.00	0.82
376.00 6/30/10	EXXON MOBIL CORP CUSIP: 30231G102 2000137	23,061.33	21,458.32	0.08	57.070	661.76	3.08
695.00 6/30/10	FOREST OIL CORP CUSIP: 346091705 2003202	17,515.28	19,015.20	0.07	27.360	0.00	0.00
850.00 6/30/10	HOLLY CORPORATION CUSIP: 435758305 2003202	18,929.72	22,593.00	0.09	26.580	510.00	2.26
870.00 6/30/10	NATIONAL-OILWELL VARCO INC CUSIP: 637071101 2000137	40,808.74	28,770.90	0.11	33.070	348.00	1.21
273.00 6/30/10	NORTHERN OIL AND GAS INC CUSIP: 665531109 2000135	3,076.39	3,505.32	0.01	12.840	0.00	0.00
242.00 6/30/10	OASIS PETROLEUM INC CUSIP: 674215108 2000135	3,595.91	3,509.00	0.01	14.500	0.00	0.00
440.00 6/30/10	OCCIDENTAL PETE CORP COM CUSIP: 674599105 2000137	28,101.66	33,946.00	0.13	77.150	668.80	1.97
540.00 6/30/10	PEABODY ENERGY CORP CUSIP: 704549104 2000137	19,679.27	21,130.20	0.08	39.130	151.20	0.72
500.00 6/30/10	PIONEER NATURAL RESOURCES CO CUSIP: 723787107 2000138	21,270.53	29,725.00	0.11	59.450	40.00	0.14
2,275.00 6/30/10	RESOLUTE ENERGY CORP CUSIP: 76116A108 2003202	25,228.14	27,846.00	0.11	12.240	0.00	0.00
188.00 6/30/10	ROSETTA RESOURCES INC CUSIP: 777779307 2000135	3,844.94	3,724.28	0.02	19.810	0.00	0.00
900.00 6/30/10	ROYAL DUTCH SHELL PLC-ADR A CUSIP: 780259206 2000138	48,338.74	45,198.00	0.17	50.220	2,570.40	5.69

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250.00 RPC INC 6/30/10 CUSIP: 749660106 2000135		3,521.90	3,412.50	0.01	13.650	40.00	1.17
1,150.00 SUNCOR ENERGY INC 6/30/10 CUSIP: 867224107 2000137		39,350.02	33,856.00	0.13	29.440	0.00	0.00
740.00 TESCO CORP 6/30/10 CUSIP: 88157K101 2000135		8,805.58	9,087.20	0.04	12.280	0.00	0.00
894.00 WILLIAMS COMPANY INC (THE) 6/30/10 CUSIP: 969457100 2000137		18,929.07	16,342.32	0.06	18.280	447.00	2.74
TOTAL ENERGY		509,893.54	502,758.87	1.89		8,072.16	1.61
FINANCIAL							
830.00 AM EX CO 6/30/10 CUSIP: 025816109 2000137		28,557.31	32,951.00	0.12	39.700	597.60	1.81
579.00 AMERIPRISE FINANCIAL INC 6/30/10 CUSIP: 03076C106 2000137		23,160.75	20,919.27	0.08	36.130	416.88	1.99
429.00 AMERISAFE INC 6/30/10 CUSIP: 03071H100 2000135		7,008.34	7,528.95	0.03	17.550	0.00	0.00
1,000.00 ASPEN INSURANCE HOLDINGS LTD 6/30/10 CUSIP: G05384105 2003202		26,736.28	24,740.00	0.09	24.740	600.00	2.43
575.00 ASSURANT INC 6/30/10 CUSIP: 04621X108 2003202		13,819.28	19,952.50	0.08	34.700	368.00	1.85
3,022.00 BANK AMER CORP 6/30/10 CUSIP: 060505104 2000137		41,887.75	43,426.14	0.16	14.370	120.88	0.28
2,100.00 BANK NEW YORK MELLON CORP 6/30/10 CUSIP: 064058100 2000138		56,240.36	51,849.00	0.20	24.690	756.00	1.46

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2,180.00 6/30/10	BLACKSTONE GROUP LP (THE) CUSIP: 09253U108 2000137	26,724.00	20,840.80	0.08	9.560	872.00	4.19
1,575.00 6/30/10	BROOKLINE BANCORP INC CUSIP: 11373M107 2003202	16,058.69	13,986.00	0.05	8.880	535.50	3.83
1,126.00 6/30/10	CARDINAL FINANCIAL CORP CUSIP: 14149F109 2000135	10,411.47	10,404.24	0.04	9.240	90.08	0.87
165.00 6/30/10	COLUMBIA BANKING SYSTEM INC CUSIP: 197236102 2000135	3,595.49	3,012.90	0.01	18.260	6.60	0.22
615.00 6/30/10	COMERICA INC CUSIP: 200340107 2000137	25,662.10	22,650.45	0.09	36.830	123.00	0.54
600.00 6/30/10	COMERICA INC CUSIP: 200340107 2000138	16,301.22	22,098.00	0.08	36.830	120.00	0.54
1,000.00 6/30/10	COMERICA INC CUSIP: 200340107 2003202	17,944.98	36,830.00	0.14	36.830	200.00	0.54
35.00 6/30/10	COMMUNITY BANK SYSTEM INC CUSIP: 203607106 2000135	779.76	771.05	0.00	22.030	33.60	4.36
2,550.00 6/30/10	DISCOVER FINANCIAL SERVICES CUSIP: 254709108 2003202	30,819.71	35,649.00	0.14	13.980	204.00	0.57
271.00 6/30/10	EAGLE BANCORP INC MD CUSIP: 268948106 2000135	2,996.10	3,192.38	0.01	11.780	0.00	0.00
151.00 6/30/10	ENSTAR GROUP LIMITED CUSIP: G3075P101 2000135	12,670.25	10,032.44	0.04	66.440	0.00	0.00
249.00 6/30/10	EVERCORE PARTNERS INC CL A CUSIP: 29977A105 2000135	7,739.33	5,814.15	0.02	23.350	149.40	2.57
2,000.00 6/30/10	FIFTH THIRD BANCORP COM CUSIP: 316773100 2003202	20,835.61	24,580.00	0.09	12.290	80.00	0.33

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800.00 6/30/10	FIRST AMERICAN FINL CORP CUSIP: 31847R102 2000138	8,613.94	10,144.00	0.04	12.680	192.00	1.89
59.00 6/30/10	FIRST CITIZENS BANCSHARES INC CL A CUSIP: 31946M103 2000135	9,021.55	11,347.47	0.04	192.330	70.80	0.62
290.00 6/30/10	FIRST CITIZENS BANCSHARES INC CL A CUSIP: 31946M103 2003202	55,347.95	55,775.70	0.21	192.330	348.00	0.62
683.00 6/30/10	FOREST CITY ENTERPRISES INC CUSIP: 345550107 2000135	8,968.41	7,731.56	0.03	11.320	0.00	0.00
463.00 6/30/10	FORESTAR GROUP INC CUSIP: 346233109 2000135	9,194.08	8,315.48	0.03	17.960	0.00	0.00
120.00 6/30/10	GOLDMAN SACHS GROUP INC COM CUSIP: 38141G104 2000137	21,206.21	15,752.40	0.06	131.270	168.00	1.07
167.00 6/30/10	HANOVER INSURANCE GROUP INC CUSIP: 410867105 2000135	6,945.06	7,264.50	0.03	43.500	167.00	2.30
1,202.00 6/30/10	INVESCO LIMITED CUSIP: G491BT108 2000137	21,441.56	20,229.66	0.08	16.830	528.88	2.62
900.00 6/30/10	INVESTMENT TECHNOLOGY GROUP CUSIP: 46145F105 2003202	18,447.57	14,454.00	0.06	16.060	0.00	0.00
276.00 6/30/10	INVESTORS BANCORP INC CUSIP: 46146P102 2000135	3,554.55	3,621.12	0.01	13.120	0.00	0.00
1,703.00 6/30/10	JPMORGAN CHASE & CO CUSIP: 46625H100 2000137	54,454.93	62,346.83	0.24	36.610	340.60	0.55
2,400.00 6/30/10	JPMORGAN CHASE & CO CUSIP: 46625H100 2000138	82,649.30	87,864.00	0.33	36.610	480.00	0.55
1,700.00 6/30/10	LINCOLN NATIONAL CORP CUSIP: 534187109 2000138	64,810.58	41,293.00	0.16	24.290	68.00	0.17

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4,950.00 6/30/10	MARSHALL & ILSLEY CORP CUSIP: 571837103 2003202	50,016.64	35,541.00	0.13	7.180	198.00	0.56
600.00 6/30/10	METLIFE INC CUSIP: 59156R108 2000138	22,799.96	22,656.00	0.09	37.760	444.00	1.96
594.00 6/30/10	NORTHWEST BANCSHARES INC CUSIP: 667340103 2000135	7,043.26	6,813.18	0.03	11.470	237.60	3.49
143.00 6/30/10	OPPENHEIMER HOLDINGS INC CL A CUSIP: 683797104 2000135	4,263.59	3,424.85	0.01	23.950	62.92	1.84
183.00 6/30/10	PENSION WORLDWIDE INC CUSIP: 709600100 2000135	1,769.76	1,032.12	0.00	5.640	0.00	0.00
185.00 6/30/10	PICO HOLDINGS INC COM CUSIP: 693366205 2000135	6,347.13	5,544.45	0.02	29.970	0.00	0.00
190.00 6/30/10	PROASSURANCE CORP CUSIP: 74267C106 2000135	10,071.91	10,784.40	0.04	56.760	0.00	0.00
500.00 6/30/10	REINSURANCE GROUP OF AMERICA INC CUSIP: 759351604 2000137	24,392.81	22,855.00	0.09	45.710	240.00	1.05
109.00 6/30/10	SCBT FINANCIAL CORP CUSIP: 78401V102 2000135	3,707.95	3,838.98	0.02	35.220	74.12	1.93
6,500.00 6/30/10	SYNOVUS FINL CORP COM CUSIP: 87161C105 2003202	21,015.93	16,510.00	0.06	2.540	260.00	1.58
1,400.00 6/30/10	THE TRAVELERS COMPANIES INC CUSIP: 89417E109 2000138	56,261.97	68,950.00	0.26	49.250	2,016.00	2.92
1,422.00 6/30/10	UNUM GROUP CUSIP: 91529Y106 2000137	30,741.90	30,857.40	0.12	21.700	469.26	1.52
865.00 6/30/10	WASHINGTON FEDERAL INC COM CUSIP: 938824109 2003202	18,549.60	13,995.70	0.05	16.180	173.00	1.24

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
18.00	WESCO FINANCIAL CORP 6/30/10 CUSIP: 950817106 2000135	5,808.55	5,817.60	0.02	323.200	29.52	0.51
313.00	WESTFIELD FINANCIAL INC 6/30/10 CUSIP: 96008P104 2000135	2,781.90	2,607.29	0.01	8.330	62.60	2.40
1,651.00	XL CAPITAL LTD CL A 6/30/10 CUSIP: G98255105 2000137	30,534.97	26,432.51	0.10	16.010	660.40	2.50
TOTAL FINANCIAL		1,050,712.30	1,035,028.47	3.90		12,564.24	1.21
HEALTH CARE							
371.00	AMERICAN MEDICAL SYSTEMS HOLDINGS 6/30/10 CUSIP: 02744M108 2000135	6,340.05	8,206.52	0.03	22.120	0.00	0.00
885.00	AMERISOURCE BERGEN CORP COM 6/30/10 CUSIP: 03073E105 2000137	26,331.45	28,098.75	0.11	31.750	283.20	1.01
425.00	AMGEN INC COM 6/30/10 CUSIP: 031162100 2000137	24,348.38	22,355.00	0.09	52.600	0.00	0.00
900.00	AMGEN INC COM 6/30/10 CUSIP: 031162100 2000138	47,316.32	47,340.00	0.18	52.600	0.00	0.00
83.00	BIO RAD LABS INC CL A 6/30/10 CUSIP: 090572207 2000135	7,612.28	7,178.67	0.03	86.490	0.00	0.00
449.00	BIOVAIL CORP 6/30/10 CUSIP: 09067J109 2000135	7,291.28	8,638.76	0.03	19.240	170.62	1.98
739.00	BRUKER CORPORATION 6/30/10 CUSIP: 116794108 2000135	9,759.96	8,986.24	0.03	12.160	0.00	0.00
690.00	CARDINAL HEALTH INC 6/30/10 CUSIP: 14149Y108 2000137	21,873.14	23,190.90	0.09	33.610	538.20	2.32

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1,300.00 6/30/10	COVENTRY HEALTH CARE INC CUSIP: 222862104 2003202	19,311.25	22,984.00	0.09	17.680	0.00	0.00
850.00 6/30/10	COVIDIEN PLC CUSIP: G2554F105 2000137	43,528.37	34,153.00	0.13	40.180	612.00	1.79
94.00 6/30/10	EMERGENCY MEDICAL SERVICES-A CUSIP: 29100P102 2000135	5,210.32	4,608.82	0.02	49.030	0.00	0.00
479.00 6/30/10	EMERGENT BIOSOLUTIONS INC CUSIP: 29089Q105 2000135	7,108.01	7,826.86	0.03	16.340	0.00	0.00
815.00 6/30/10	GILEAD SCIENCES INC COM CUSIP: 375558103 2000137	33,423.83	27,938.20	0.11	34.280	0.00	0.00
575.00 6/30/10	HOSPIRA INC CUSIP: 441060100 2000137	27,513.06	33,033.75	0.13	57.450	0.00	0.00
424.00 6/30/10	ICON PLC SPONSORED ADR CUSIP: 45103T107 2000135	10,141.32	12,249.36	0.05	28.890	0.00	0.00
900.00 6/30/10	JOHNSON & JOHNSON CUSIP: 478160104 2000138	49,964.70	53,154.00	0.20	59.060	1,944.00	3.66
3,500.00 6/30/10	KING PHARMACEUTICALS INC COM CUSIP: 495582108 2003202	36,354.09	26,565.00	0.10	7.590	0.00	0.00
237.00 6/30/10	LINCARE HOLDINGS INC COM CUSIP: 532791100 2000135	5,792.20	7,704.87	0.03	32.510	47.40	0.62
975.00 6/30/10	MARTEK BIOSCIENCES CORP CUSIP: 572901106 2003202	18,881.86	23,117.25	0.09	23.710	0.00	0.00
75.00 6/30/10	MASIMO CORPORATION CUSIP: 574795100 2000135	1,793.19	1,785.75	0.01	23.810	0.00	0.00
225.00 6/30/10	MEDNAX INC CUSIP: 58502B106 2000135	12,726.71	12,512.25	0.05	55.610	0.00	0.00

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700.00 6/30/10	MERCK & CO INC CUSIP: 58933Y105 2000137	24,806.04	24,479.00	0.09	34.970	1,064.00	4.35
800.00 6/30/10	MERCK & CO INC CUSIP: 58933Y105 2000138	36,605.75	27,976.00	0.11	34.970	1,216.00	4.35
1.00 6/30/10	MERIDIAN BIOSCIENCE INC CUSIP: 589584101 2000135	21.27	17.00	0.00	17.000	0.76	4.47
47.00 6/30/10	MICRUS ENDOVASCULAR CORP CUSIP: 59518V102 2000135	909.65	977.13	0.00	20.790	0.00	0.00
800.00 6/30/10	OMNICARE INC COM CUSIP: 681904108 2003202	23,553.51	18,960.00	0.07	23.700	72.00	0.38
3,565.00 6/30/10	PFIZER INC CUSIP: 717081103 2000137	56,885.93	50,836.90	0.19	14.260	2,566.80	5.05
3,000.00 6/30/10	PFIZER INC CUSIP: 717081103 2000138	89,080.10	42,780.00	0.16	14.260	2,160.00	5.05
170.00 6/30/10	ROCHESTER MEDICAL CORP CUSIP: 771497104 2000135	2,098.83	1,606.50	0.01	9.450	0.00	0.00
591.00 6/30/10	THERMO FISHER SCIENTIFIC INC CUSIP: 883556102 2000137	24,428.42	28,988.55	0.11	49.050	0.00	0.00
465.00 6/30/10	VARIAN MEDICAL SYS INC COM CUSIP: 92220P105 2000137	25,697.38	24,310.20	0.09	52.280	0.00	0.00
512.00 6/30/10	WATERS CORP COM CUSIP: 941848103 2000137	29,937.64	33,126.40	0.13	64.700	0.00	0.00
600.00 6/30/10	WELLPOINT INC CUSIP: 94973V107 2000138	26,805.37	29,358.00	0.11	48.930	0.00	0.00
415.00 6/30/10	ZIMMER HLDGS INC COM CUSIP: 98956P102 2000137	24,393.88	22,430.75	0.09	54.050	0.00	0.00

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	-----	-----	-----	-----	-----	-----	-----
TOTAL HEALTH CARE		787,845.54	727,474.38	2.74		10,674.98	1.47
	-----	-----	-----	-----	-----	-----	-----
	INFORMATION TECHNOLOGY						

646.00 6/30/10	ACACIA RESEARCH-ACACIA TECH CUSIP: 003881307	7,232.79	9,192.58	0.04	14.230	0.00	0.00
	2000135						
651.00 6/30/10	ANAREN INC CUSIP: 032744104	9,724.25	9,725.94	0.04	14.940	0.00	0.00
	2000135						
370.00 6/30/10	APPLE INC CUSIP: 037833100	47,823.97	93,066.10	0.35	251.530	0.00	0.00
	2000137						
20,425.00 6/30/10	AXCELIS TECHNOLOGIES INC COM CUSIP: 054540109	57,990.14	31,658.75	0.12	1.550	0.00	0.00
	2003202						
565.00 6/30/10	BMC SOFTWARE INC COM CUSIP: 055921100	21,727.82	19,565.95	0.07	34.630	0.00	0.00
	2000137						
2,130.00 6/30/10	CA INC CUSIP: 12673P105	50,167.21	39,192.00	0.15	18.400	340.80	0.87
	2003202						
650.00 6/30/10	CABOT MICROELECTRONICS CORP COM CUSIP: 12709P103	20,187.05	22,483.50	0.09	34.590	0.00	0.00
	2003202						
2,895.00 6/30/10	CISCO SYSTEMS INC CUSIP: 17275R102	49,735.96	61,692.45	0.23	21.310	0.00	0.00
	2000137						
1,900.00 6/30/10	CISCO SYSTEMS INC CUSIP: 17275R102	38,839.96	40,489.00	0.15	21.310	0.00	0.00
	2000138						
615.00 6/30/10	COGNIZANT TECH SOL CORP CUSIP: 192446102	21,597.10	30,786.90	0.12	50.060	0.00	0.00
	2000137						
1,600.00 6/30/10	COMPUTER SCIENCES CORP COM CUSIP: 205363104	76,259.66	72,400.00	0.27	45.250	960.00	1.33
	2000138						

ASSET STATEMENT
AS OF 6/30/10
ALT HOSP BARG COMBINED ACCT

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
4,050.00 6/30/10	COMPUWARE CORP CUSIP: 205638109 2003202	31,151.50	32,319.00	0.12	7.980	0.00	0.00
800.00 6/30/10	CORELOGIC INC CUSIP: 21871D103 2000138	12,712.34	14,128.00	0.05	17.660	704.00	4.98
5,300.00 6/30/10	DELL INC CUSIP: 24702R101 2000138	84,880.43	63,918.00	0.24	12.060	0.00	0.00
3,500.00 6/30/10	EARTHLINK INC COM CUSIP: 270321102 2003202	27,414.53	27,860.00	0.11	7.960	2,240.00	8.04
1,000.00 6/30/10	FAIR ISAAC INC CUSIP: 303250104 2003202	21,648.03	21,790.00	0.08	21.790	80.00	0.37
532.00 6/30/10	FEI CO CUSIP: 30241L109 2000135	12,161.37	10,485.72	0.04	19.710	0.00	0.00
1,010.00 6/30/10	HEWLETT-PACKARD CO CUSIP: 428236103 2000137	51,788.56	43,712.80	0.17	43.280	323.20	0.74
1,000.00 6/30/10	HEWLETT-PACKARD CO CUSIP: 428236103 2000138	21,239.53	43,280.00	0.16	43.280	320.00	0.74
500.00 6/30/10	IBM CORPORATION CUSIP: 459200101 2000138	43,206.85	61,740.00	0.23	123.480	1,300.00	2.11
160.00 6/30/10	INTUIT INC COM CUSIP: 461202103 2000137	5,688.66	5,563.20	0.02	34.770	0.00	0.00
1,220.00 6/30/10	MARVEL TECHNOLOGY GROUP LTD CUSIP: G5876H105 2000137	23,597.12	19,227.20	0.07	15.760	0.00	0.00
2,990.00 6/30/10	MICROSOFT CORP CUSIP: 594918104 2000137	67,713.13	68,799.90	0.26	23.010	1,554.80	2.26
1,900.00 6/30/10	MICROSOFT CORP CUSIP: 594918104 2000138	49,627.58	43,719.00	0.17	23.010	988.00	2.26

ASSET STATEMENT
AS OF 6/30/10
ALT HOSP BARG COMBINED ACCT

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
500.00 6/30/10	MICROSTRATEGY INC CUSIP: 594972408 2003202	33,745.13	37,545.00	0.14	75.090	0.00	0.00
949.00 6/30/10	MONOTYPE IMAGING HOLDINGS INC CUSIP: 61022P100 2000135	10,696.23	8,550.49	0.03	9.010	0.00	0.00
1,505.00 6/30/10	NATIONAL SEMICONDUCTOR CORP COM CUSIP: 637640103 2000137	22,930.18	20,257.30	0.08	13.460	481.60	2.38
1,085.00 6/30/10	NATIONAL SEMICONDUCTOR CORP COM CUSIP: 637640103 2003202	23,256.73	14,604.10	0.06	13.460	347.20	2.38
1,663.00 6/30/10	ORACLE CORPORATION COM CUSIP: 68389X105 2000137	33,265.33	35,687.98	0.14	21.460	332.60	0.93
1,220.00 6/30/10	ORBOTECH LTD CUSIP: M75253100 2003202	23,932.16	13,261.40	0.05	10.870	0.00	0.00
1,019.00 6/30/10	PHOTRONIC LABS INC COM CUSIP: 719405102 2000135	4,603.02	4,605.88	0.02	4.520	0.00	0.00
238.00 6/30/10	PLANTRONICS INC COM NEW CUSIP: 727493108 2000135	7,578.10	6,806.80	0.03	28.600	47.60	0.70
275.00 6/30/10	PLEXUS CORP CUSIP: 729132100 2000135	8,864.67	7,353.50	0.03	26.740	0.00	0.00
115.00 6/30/10	PRICELINE.COM INCORPORATED CUSIP: 741503403 2000137	9,632.77	20,302.10	0.08	176.540	0.00	0.00
309.00 6/30/10	PROGRESS SOFTWARE CORP CUSIP: 743312100 2000135	9,639.17	9,282.36	0.04	30.040	0.00	0.00
1,365.00 6/30/10	QUALCOMM INC COM CUSIP: 747525103 2000137	52,469.56	44,826.60	0.17	32.840	1,037.40	2.32
820.00 6/30/10	QUEST SOFTWARE INC COM CUSIP: 74834T103 2000135	12,451.34	14,792.80	0.06	18.040	0.00	0.00

ASSET STATEMENT
AS OF 6/30/10
ALT HOSP BARG COMBINED ACCT

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ACCOUNT 910112002C

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
167.00 6/30/10	ROFIN-SINAR TECHNOLOGIES INC CUSIP: 775043102 2000135	3,861.94	3,476.94	0.01	20.820	0.00	0.00
1,025.00 6/30/10	SYNOPSIS INC COM CUSIP: 871607107 2003202	25,482.20	21,391.75	0.08	20.870	0.00	0.00
675.00 6/30/10	TIBCO SOFTWARE INC COM CUSIP: 88632Q103 2000135	7,722.00	8,140.50	0.03	12.060	0.00	0.00
862.00 6/30/10	TTM TECHNOLOGIES INC CUSIP: 87305R109 2000135	8,260.99	8,189.00	0.03	9.500	0.00	0.00
305.00 6/30/10	VISA INC CUSIP: 92826C839 2000137	22,767.44	21,578.75	0.08	70.750	152.50	0.71
3,800.00 6/30/10	WESTERN UNION COMPANY CUSIP: 959802109 2000138	63,845.16	56,658.00	0.21	14.910	912.00	1.61
TOTAL INFORMATION TECHNOLOGY		1,239,119.66	1,244,107.24	4.68		12,121.70	0.98
UTILITIES							
1,100.00 6/30/10	ALLEGHENY ENERGY INC CUSIP: 017361106 2003202	26,898.73	22,748.00	0.09	20.680	660.00	2.90
470.00 6/30/10	ALLETE INC CUSIP: 018522300 2003202	20,426.28	16,092.80	0.06	34.240	827.20	5.14
136.00 6/30/10	ITC HOLDINGS CORP CUSIP: 465685105 2000135	7,325.21	7,195.76	0.03	52.910	174.08	2.42
352.00 6/30/10	UGI CORP CUSIP: 902681105 2000135	8,045.87	8,954.88	0.03	25.440	352.00	3.93
TOTAL UTILITIES		62,696.09	54,991.44	0.21		2,013.28	3.66

ASSET STATEMENT
AS OF 6/30/10
ALT HOSP BARG COMBINED ACCT

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ACCOUNT 910112002C

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
COMMON STOCK							
1,500.00 6/30/10	ASSURED GUARANTY LTD CUSIP: G0585R106 2003202	30,998.09	19,905.00	0.08	13.270	270.00	1.36
1,125.00 6/30/10	ENDURANCE SPECIALTY HOLDINGS LTD CUSIP: G30397106 2003202	31,551.34	42,221.25	0.16	37.530	1,125.00	2.67
2,200.00 6/30/10	UTI WORLDWIDE INC CUSIP: G87210103 2003202	30,381.38	27,236.00	0.10	12.380	132.00	0.49
TOTAL COMMON STOCK		92,930.81	89,362.25	0.34		1,527.00	1.71
MISCELLANEOUS							
244.00 6/30/10	FTI CONSULTING CUSIP: 302941109 2000135	10,359.75	10,635.96	0.04	43.590	0.00	0.00
525.00 6/30/10	FTI CONSULTING CUSIP: 302941109 2003202	21,670.57	22,884.75	0.09	43.590	0.00	0.00
323.00 6/30/10	LASALLE HOTEL PROP REIT CUSIP: 517942108 2000135	7,146.57	6,644.11	0.03	20.570	12.92	0.20
1,200.00 6/30/10	PARKWAY PROPERTIES INCORPORATED CUSIP: 70159Q104 2003202	23,888.13	17,484.00	0.07	14.570	360.00	2.06
450.00 6/30/10	REGENCY CENTERS CORPORATION (REIT) CUSIP: 758849103 2003202	15,222.06	15,480.00	0.06	34.400	832.50	5.38
3,357.00 6/30/10	VOYAGER LEARNING CORP (CVR) CUSIP: 929ESC960 2003202	1.00	0.00	0.00	0.000	0.00	0.00
2,100.00 6/30/10	WILLIS GROUP HOLDINGS PLC CUSIP: G96666105 2000138	55,667.19	63,105.00	0.24	30.050	2,184.00	3.46

ASSET STATEMENT
AS OF 6/30/10
ALT HOSP BARG COMBINED ACCT

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
900.00 6/30/10	WILLIS GROUP HOLDINGS PLC CUSIP: G96666105 2003202	22,041.93	27,045.00	0.10	30.050	936.00	3.46
TOTAL MISCELLANEOUS		155,997.20	163,278.82	0.62		4,325.42	2.65
TOTAL COMMON EQUITY SECURITIES		6,438,999.33	6,110,418.66	22.99		97,497.86	1.60
DOMESTIC EQUITY MUTUAL FUNDS							
123,551.43 6/30/10	PIMCO COMMODITY RR STRATEGY FD -D CUSIP: 722005550 2000134	915,135.30	901,925.48	3.39	7.300	85,250.49	9.45
21,705.99 6/30/10	SPRUCEGROVE US GROUP TRUST CUSIP: 2309373Y8 910112150	402,750.54	842,693.82	3.17	38.823	0.00	0.00
39,528.55 6/30/10	VANGUARD INSTITUTIONAL INDEX #94 CUSIP: 922040100 910112127	3,701,427.47	3,727,147.45	14.03	94.290	86,686.12	2.33
TOTAL DOMESTIC EQUITY MUTUAL FUNDS		5,019,313.31	5,471,766.75	20.59		171,936.61	3.14
INTL EQUITY MUTUAL FUNDS							
47,922.18 6/30/10	ARTISAN INTL FD INV CUSIP: 04314H204 2000134	962,000.00	845,826.55	3.18	17.650	11,788.86	1.39
29,512.14 6/30/10	DODGE & COX INTL STK FD CUSIP: 256206103 2000134	958,000.00	837,849.74	3.15	28.390	12,867.29	1.54

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
	TOTAL INTL EQUITY MUTUAL FUNDS	1,920,000.00	1,683,676.29	6.34		24,656.15	1.47
	BALANCED EQUITY MUTUAL FUNDS						
52,571.86 6/30/10	CALAMOS CONVERTIBLE FUND - I CUSIP: 128119864 2000134	866,425.07	894,772.99	3.37	17.020	40,322.61	4.51
	TOTAL BALANCED EQUITY MUTUAL FUNDS	866,425.07	894,772.99	3.37		40,322.61	4.51
	TOTAL EQUITIES	14,244,737.71	14,160,634.69	53.28		334,413.24	2.36
	TOTAL INVESTMENT PORTFOLIO	25,560,986.38	26,576,472.02	100.00		627,393.95	2.36
	ENDING ACCRUAL FOR PERIOD		75,843.49				
	TOTAL VALUE		26,652,315.51				

SB Actuary Signature

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</small>	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 07/01/2009 and ending 06/30/2010

▶ **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 Retirement Plan for Barg. Unit EEs of Altoona Regional Health System	B Three-digit plan number (PN) ▶	<u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Altoona Regional Health System	D Employer Identification Number (EIN) 23-1352155	
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>7</u> Day <u>1</u> Year <u>2009</u>		
2	Assets:		
	a Market value	2a	24,447,513
	b Actuarial value	2b	26,892,264
3	Funding target/participant count breakdown	(1) Number of participants	(2) Funding Target
	a For retired participants and beneficiaries receiving payment	3a	247
	b For terminated vested participants	3b	238
	c For active participants:		
	(1) Non-vested benefits	3c(1)	60,413
	(2) Vested benefits	3c(2)	15,027,468
	(3) Total active	3c(3)	1,060
	d Total	3d	1,545
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	7.62 %
6	Target normal cost	6	3,469,566

Statement by Enrolled Actuary

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

SIGN HERE	 Signature of actuary Jon Ketzner MAAA FCA Type or print name of actuary CBIZ 44 Baltimore Street Firm name Cumberland MD 21502 Address of the firm	<u>04/11/2011</u> Date <u>11-01826</u> Most recent enrollment number <u>(301) 777-1500</u> Telephone number (including area code)
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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)	490,677	0
8 Portion used to offset prior year's funding requirement (Item 35 from prior year)	0	0
9 Amount remaining (Item 7 minus item 8)	490,677	0
10 Interest on item 9 using prior year's actual return of <u>(10.00)%</u>	(49,068)	
11 Prior year's excess contributions to be added to prefunding balance:		
a Excess contributions (Item 38 from prior year)		0
b Interest on (a) using prior year's effective rate of <u>6.97 %</u>		0
c Total available at beginning of current plan year to add to prefunding balance		0
d Portion of (c) to be added to prefunding balance		0
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)	441,609	0

Part III Funding percentages

14 Funding target attainment percentage	14	89.17 %
15 Adjusted funding target attainment percentage	15	89.17 %
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	107.37 %
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
03/15/2010	1,019,770				
04/15/2010	400,000				
07/15/2010	400,000				
10/15/2010	650,000				
01/14/2011	650,000				
03/15/2011	1,000,000				
Totals ▶			18(b)	4,119,770	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 0
b Contributions made to avoid restrictions adjusted to valuation date	19b 0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c 3,770,603

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

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 4
22 Weighted average retirement age				22 68
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	0
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	3,469,566
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	1,430,037	245,414
b Waiver amortization installment	0	0
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	3,714,980
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	0	0
36 Additional cash requirement (item 34 minus item 35)	36	3,714,980
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c)	37	3,770,603
38 Interest-adjusted excess contributions for current year (see instructions)	38	55,623
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, line 22 - Description of Weighted Average Retirement Age

EIN: 23-1352155

PN: 002

Plan Name: Retirement Plan for Bargaining Unit Ees of the Altoona Regional Health System

<u>Age</u>	<u>Retirement Rate</u>	<u>Retirement Probability</u>	<u>Weighted Age</u>
62	5.00%	0.05	3.10
63	5.00%	0.05	2.99
64	5.00%	0.05	2.89
65	25.00%	0.21	13.93
66	10.00%	0.06	4.24
67	10.00%	0.06	3.88
68	10.00%	0.05	3.54
69	10.00%	0.05	3.23
70	100.00%	0.42	29.53
Total		1.0000	67.34

Retirement Plan for Bargaining Unit Employees of the Altoona Regional Health System

Actuarial Report for the Plan Year Beginning July 1, 2009

Summary of Principal Actuarial Assumptions

Funding Method: Traditional Unit Credit

Actuarial Assumptions:

Pre-retirement for Retirement and Spousal Benefits:

Investment Return - Full Yield Curve rates (March 2009)

Sample Rates:	Year 1	4.62%
	Year 5	6.67%
	Year 15	7.59%
	Year 25	7.76%

Mortality: 2009 Static Mortality for non-annuitants

Turnover: T4 table

Salary Scale: 3.00% per year

Retirement Rates:	<u>Age</u>	<u>Rate</u>
	62 - 64	5%
	65	25%
	66 - 69	10%
	70 and older	100%

Post-retirement for Retirement Benefits:

Investment Return - Full Yield Curve rates (March 2009)

Sample Rates:	Year 1	4.62%
	Year 5	6.67%
	Year 15	7.59%
	Year 25	7.76%

Mortality: 2009 Static Mortality for annuitants

Actuarial Value of Assets: 24 month average limited by 90%/110% corridor

Assumed form of Payment: Five-year certain and life annuity

Marriage Rates: 85% of participant are assumed married. Males are assumed to be four years older than females.

Effective Rate of Interest: 7.62%

**Retirement Plan for Bargaining Unit Employees of
the Altoona Regional Health System
Actuarial Report for the Plan Year Beginning July 1, 2009**

Summary of Principal Plan Provisions

Effective Date: July 1, 1963

Plan Year: July 1 through June 30

Eligibility:

Minimum Age: None

Service: Twelve months with the completion of 1,000 hours of service.

Entry Date: The earlier of the first day of the plan year or the first day of the seventh month of such plan year coinciding with or next following the date eligibility requirements were met.

Excluded: Employees not covered under the appropriate collective bargaining agreements or under another retirement plan sponsored by the Health System, as well as any person employed for the first time by the Health System after June 30, 2008 or any person rehired by the Health System after June 30, 2008.

Normal Retirement Date: A participant shall be eligible for normal retirement benefits on the first day of the month coinciding with or next following his 65th birthday.

Early Retirement Date: A participant shall be eligible for early retirement benefits on the first day of the month coinciding with or next following his 55th birthday.

Accrued Benefit: A benefit commencing at normal retirement date equal to the greatest of A, B or C:

A. 1.50% of average monthly compensation times years of credited service at retirement; or

B. \$4.00 per month for each year of credited service as of June 30, 1997; or

C. the participant's accrued benefit under the prior plan as of June 30, 1987.

plus

D. Any net increase in the accrued benefit under the Bon Secours Holy Family Regional Health System Retirement Plan as of October 31, 2004, adjusted for post-merger pay increases.

**Retirement Plan for Bargaining Unit Employees of
the Altoona Regional Health System
Actuarial Report for the Plan Year Beginning July 1, 2009**

Summary of Principal Plan Provisions

Special Minimum Benefit:	With respect to an employee who was a participant in the prior plan on June 30, 1986, and who had attained age 55, or older, and completed ten or more years of credited service as of such date; such participant's benefit shall not be less than that calculated under the plan as in effect on June 30, 1986, based on compensation and credited service as of the date of determination or June 30, 1989; whichever is earlier.
Credited Service:	<p>A year of benefit service is credited for each plan year in which the employee completed 1,560 or more hours of service. Partial credit of 1/2 year is given for each plan year in which the employee completed between 1,000 and 1,559 hours of service.</p> <p>A year of vesting service is credited for each plan year in which the employee completed 1,000 or more hours of service. Service prior to January 1, 1966 is excluded for vesting purposes. Employees excluded for benefit purposes retain vesting credit for the excluded period if their status changes.</p> <p>Partial service credit is given for accrual purposes for any plan year in which the employee completes less than 1,000 hours of service.</p> <p>Hours worked are determined by dividing the number of days worked (to a maximum of 30 per month) by 360 and multiplying the result by 2,080.</p>
Normal Form of Benefit:	Five-year certain and life annuity or actuarially equivalent joint and 50% spouse survivor annuity.
Compensation:	Total compensation, including overtime, flex benefit elections, bonuses and commissions. Final benefits based on the average of the 60 highest consecutive months within the last 120 months preceding the date of determination.

**Retirement Plan for Bargaining Unit Employees of
the Altoona Regional Health System
Actuarial Report for the Plan Year Beginning July 1, 2009**

Summary of Principal Plan Provisions

Vesting:

A participant whose employment terminated prior to eligibility for a retirement benefit shall be vested in a portion of his accrued benefit in accordance with the greater of the following:

Schedule A:

Years of Vesting Service

Vested %

Less than five

0%

Five years of service

100%

Schedule B:

Age & Service

Vested %

Less than 45

0%

45 but less than 47

50%

47 but less than 49

60%

49 but less than 51

70%

51 but less than 53

80%

53 but less than 55

90%

55 or more

100%

Other Benefits:

Benefits are payable to or on behalf of vested participants who die prior to retirement, who become disabled and qualify for total disability benefits under the plan and who retire early upon meeting the plan's requirements for early retirement. Participants who continue with the Health System after reaching their normal retirement age will generally accrue additional benefits.

Schedule SB, line 25 - Change in Method

EIN: 23-1352155

PN: 002

Plan Name: Retirement Plan for Bargaining Unit Ees of the Altoona Regional Health System

As permitted by temporary regulations, the rates used to determine the funding target were changed from the rates published for the month that includes the valuation date to the rates published for the fourth month preceding the month that includes the valuation date.

**Retirement Plan for Bargaining Unit Employees of
 the Altoona Regional Health System
 Actuarial Report for the Plan Year Beginning July 1, 2009**

Schedule of Active Participant Data

Age	Years of Service									
	Under 1	1 to 4	5 to 9	10 to 14	15 to 19	20 to 24	25 to 29	30 to 34	35 to 39	40 & up
	<u>No.</u> <u>Avg. Comp.</u>	<u>No.</u> <u>Avg. Comp.</u>	<u>No.</u> <u>Avg. Comp.</u>	<u>No.</u> <u>Avg. Comp.</u>	<u>No.</u> <u>Avg. Comp.</u>	<u>No.</u> <u>Avg. Comp.</u>	<u>No.</u> <u>Avg. Comp.</u>	<u>No.</u> <u>Avg. Comp.</u>	<u>No.</u> <u>Avg. Comp.</u>	<u>No.</u> <u>Avg. Comp.</u>
Under 25	12 0	74 30,977	2 0	0 0	0 0	0 0	0 0	0 0	0 0	0 0
25 to 29	2 0	62 29,364	41 35,070	0 0	0 0	0 0	0 0	0 0	0 0	0 0
30 to 34	2 0	37 29,521	41 35,957	19 0	0 0	0 0	0 0	0 0	0 0	0 0
35 to 39	2 0	29 34,171	48 32,724	15 0	11 0	0 0	0 0	0 0	0 0	0 0
40 to 44	1 0	22 29,759	40 32,517	10 0	15 0	20 33,582	0 0	0 0	0 0	0 0
45 to 49	3 0	19 0	47 31,996	17 0	17 0	9 0	17 0	10 0	0 0	0 0
50 to 54	0 0	13 0	71 31,686	10 0	15 0	7 0	13 0	38 33,817	5 0	0 0
55 to 59	0 0	16 0	63 32,842	13 0	16 0	6 0	7 0	20 36,174	18 0	3 0
60 to 64	0 0	6 0	26 30,734	7 0	5 0	3 0	1 0	7 0	10 0	10 0
65 to 69	0 0	0 0	3 0	1 0	0 0	0 0	1 0	0 0	1 0	1 0
70 & up	0 0	0 0	0 0	0 0	0 0	0 0	0 0	0 0	0 0	0 0

Schedule SB, line 32 - Schedule of Amortization Bases

EIN: 23-1352155

PN: 002

Plan Name: Retirement Plan for Bargaining Unit Ees of the Altoona Regional Health System

<u>Type of Base</u>	Present Value of Remaining Installment	Valuation Date that Base was Established	Amortization Years Remaining	Amortization Installment
Shortfall	\$1,430,029	7/1/2009	7	\$245,412
TOTAL	<u>\$1,430,029</u>			<u>\$245,412</u>

Retirement Plan for Bargaining Unit Employees of the Altoona Regional Health System

EIN 23-1352155 PN 002

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

June 30, 2010

Identity of Issuer (a)(b)	Description of Investment (c)	Cost (d)	Current Value (e)
U.S. Treasury obligations	See Attached	\$ 2,057,803	\$ 2,224,476
U.S. government agencies	See Attached	1,101,038	1,191,155
Corporate and foreign bonds	See Attached	2,998,689	3,179,993
Closed-end, fixed-income securities	See Attached	2,000,000	2,609,916
Common and preferred equity securities	See Attached	6,438,999	6,110,419
Mutual funds	See Attached	8,718,985	9,015,042
*Cash and cash equivalents	See Attached	2,550,794	2,550,794
Options and futures	See Attached	-	-
		<u>\$ 25,866,308</u>	<u>\$ 26,881,795</u>

*Party in interest as defined by ERISA

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
CASH & CASH EQUIVALENTS							
=====							
CASH							

-3,602.24	PENDING CASH	-3,602.24	-3,602.24	-0.01			
2000135							
-17,103.87	PENDING CASH	-17,103.87	-17,103.87	-0.06			
2000137							
-36,904.98	PENDING CASH	-36,904.98	-36,904.98	-0.14			
2000138							
-151,311.00	PENDING CASH	-151,311.00	-151,311.00	-0.57			
910112101							
-96,400.00	PENDING CASH	-96,400.00	-96,400.00	-0.36			
910112127							
51.80	PRINCIPAL CASH	51.80	51.80	0.00			
2000137							
126.00	PRINCIPAL CASH	126.00	126.00	0.00			
2000138							
TOTAL CASH		-305,144.29	-305,144.29	-1.15		0.00	0.00

MONEY MARKET FUNDS							

1,298,273.98	MTB US TREAS MMKT-INST I-FD #958	1,298,273.98	1,298,273.98	4.89	1.000	129.83	0.01
8/08/03	CUSIP: 55376V846						
2000134							
15,704.89	MTB US TREAS MMKT-INST I-FD #958	15,704.89	15,704.89	0.06	1.000	1.57	0.01
8/08/03	CUSIP: 55376V846						
2000135							
81,451.16	MTB US TREAS MMKT-INST I-FD #958	81,451.16	81,451.16	0.31	1.000	8.15	0.01
8/08/03	CUSIP: 55376V846						
2000137							

ASSET STATEMENT
AS OF 6/30/10
ALT HOSP BARG COMBINED ACCT

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
121,785.09 8/08/03	MTB US TREAS MMKT-INST I-FD #958 CUSIP: 55376V846 2000138	121,785.09	121,785.09	0.46	1.000	12.18	0.01
20,107.91 8/08/03	MTB US TREAS MMKT-INST I-FD #958 CUSIP: 55376V846 2003202	20,107.91	20,107.91	0.08	1.000	2.01	0.01
696,741.80 8/08/03	MTB US TREAS MMKT-INST I-FD #958 CUSIP: 55376V846 910112101	696,741.80	696,741.80	2.62	1.000	69.67	0.01
115,322.96 8/08/03	MTB US TREAS MMKT-INST I-FD #958 CUSIP: 55376V846 910112127	115,322.96	115,322.96	0.43	1.000	11.53	0.01
1,228.66 8/08/03	MTB US TREAS MMKT-INST I-FD #958 CUSIP: 55376V846 910112150	1,228.66	1,228.66	0.01	1.000	0.12	0.01
TOTAL MONEY MARKET FUNDS		2,350,616.45	2,350,616.45	8.85		235.06	0.01

CASH EQUIVALENTS

200,000.00 4/12/10	PCAR OWNER I IB-CP CUSIP: 3024AEXT7 910112101	200,000.00	200,000.00	0.75	100.000	600.00	0.30
TOTAL CASH EQUIVALENTS		200,000.00	200,000.00	0.75		600.00	0.30
TOTAL CASH & CASH EQUIVALENTS		2,245,472.16	2,245,472.16	8.45		835.06	0.04

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
FIXED INCOME							
=====							
U.S. TREASURY OBLIGATIONS							

228,334.00 6/30/10	TSY INFL SERIES IX CUSIP: 912828DHO 910112101	226,401.45	241,036.22	0.91	105.563	3,710.43	1.54
237,386.00 6/30/10	TSY INFL SERIES IX CUSIP: 912828BD1 910112101	238,144.25	251,090.29	0.95	105.773	4,450.99	1.77
242,488.00 6/30/10	TSY INFL SERIES IX CUSIP: 912828AF7 910112101	252,618.72	257,966.01	0.97	106.383	7,274.64	2.82
150,000.00 6/30/10	US TREASURY NOTE CUSIP: 912828EG1 910112101	147,341.32	151,137.00	0.57	100.758	5,812.50	3.85
150,000.00 6/30/10	US TREASURY NOTE CUSIP: 912828DM9 910112101	144,070.31	165,550.50	0.62	110.367	6,000.00	3.63
150,000.00 6/30/10	US TREASURY NOTE CUSIP: 912828BR0 910112101	146,490.23	165,421.50	0.62	110.281	6,375.00	3.85
150,000.00 6/30/10	US TREASURY NOTE CUSIP: 912828EW6 910112101	148,945.31	169,770.00	0.64	113.180	6,750.00	3.98
150,000.00 6/30/10	US TREASURY NOTE CUSIP: 912828CJ7 910112101	150,890.62	169,219.50	0.64	112.813	7,125.00	4.21
150,000.00 6/30/10	US TREASURY NOTE CUSIP: 912828GU8 910112101	148,365.23	161,917.50	0.61	107.945	7,125.00	4.40
150,000.00 6/30/10	US TREASURY NOTE CUSIP: 9128277L0 910112101	150,990.23	160,699.50	0.61	107.133	7,312.50	4.55
150,000.00 6/30/10	US TREASURY NOTE CUSIP: 912828FD7 910112101	149,712.89	155,625.00	0.59	103.750	7,312.50	4.70

ASSET STATEMENT
AS OF 6/30/10
ALT HOSP BARG COMBINED ACCT

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
150,000.00 US TREASURY NOTE 6/30/10 CUSIP: 912828FF2 910112101	5.125% 5/15/16	153,832.03	175,042.50	0.66	116.695	7,687.50	4.39
TOTAL U.S. TREASURY OBLIGATIONS		2,057,802.59	2,224,475.52	8.37		76,936.05	3.46

U.S. GOVERNMENT AGENCIES

100,000.00 FED HOME LN BK 6/30/10 CUSIP: 3133MBZE0 910112101	6.875% 8/13/10	99,605.00	100,781.00	0.38	100.781	6,875.00	6.82
100,000.00 FED HOME LN MTG 6/30/10 CUSIP: 3134A4UX0 910112101	4.500% 1/15/15	97,485.00	111,500.00	0.42	111.500	4,500.00	4.04
100,000.00 FED HOME LN MTG 6/30/10 CUSIP: 3134A4VJ0 910112101	4.750% 1/18/11	99,271.96	102,406.00	0.39	102.406	4,750.00	4.64
100,000.00 FED HOME LN MTG 6/30/10 CUSIP: 3134A4UK8 910112101	4.875% 11/15/13	99,088.00	111,781.00	0.42	111.781	4,875.00	4.36
100,000.00 FED HOME LN MTG 6/30/10 CUSIP: 3134A4UU6 910112101	5.000% 7/15/14	100,028.00	112,656.00	0.42	112.656	5,000.00	4.44
100,000.00 FED HOME LN MTG 6/30/10 CUSIP: 3134A4QD9 910112101	5.125% 7/15/12	100,293.00	109,031.00	0.41	109.031	5,125.00	4.70
100,000.00 FED HOME LN MTG 6/30/10 CUSIP: 3137EAAJ8 910112101	5.125% 10/18/16	99,853.00	114,469.00	0.43	114.469	5,125.00	4.48
100,000.00 FED NATL MTG ASSN 6/30/10 CUSIP: 31398AHZ8 910112101	4.750% 11/19/12	100,416.00	109,000.00	0.41	109.000	4,750.00	4.36
100,000.00 FED NATL MTG ASSN 6/30/10 CUSIP: 31359MZL0 910112101	4.750% 12/15/10	98,062.00	102,125.00	0.39	102.125	4,750.00	4.65

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
100,000.00 6/30/10	FED NATL MTG ASSN 5.250% 9/15/16 CUSIP: 31359MW41 910112101	101,994.00	115,000.00	0.43	115.000	5,250.00	4.57
100,000.00 6/30/10	FED NATL MTG ASSN 6.625% 11/15/10 CUSIP: 31359MGJ6 910112101	104,942.00	102,406.00	0.39	102.406	6,625.00	6.47
TOTAL U.S. GOVERNMENT AGENCIES		1,101,037.96	1,191,155.00	4.48		57,625.00	4.84
CORPORATE & FOREIGN BONDS							
150,000.00 6/30/10	BB&T CORP 3.950% 4/29/16 CUSIP: 05531FAF0 910112101	149,817.00	153,918.00	0.58	102.612	5,925.00	3.85
150,000.00 6/30/10	CATERPILLAR FNL SVC 2.000% 4/05/13 CUSIP: 14912L4L2 910112101	149,943.00	151,738.50	0.57	101.159	3,000.00	1.98
150,000.00 6/30/10	CITIGROUP INC 5.625% 8/27/12 CUSIP: 172967BP5 910112101	149,412.00	154,578.00	0.58	103.052	8,437.50	5.46
150,000.00 6/30/10	COX COMMUNICATIONS 5.450% 12/15/14 CUSIP: 224044EM8 910112101	144,904.50	165,567.00	0.62	110.378	8,175.00	4.94
100,000.00 6/30/10	ELI LILLY & CO 6.000% 3/15/12 CUSIP: 532457AU2 910112101	98,966.00	108,910.00	0.41	108.910	6,000.00	5.51
150,000.00 6/30/10	GEN ELEC CAP CORP 5.000% 11/15/11 CUSIP: 36962GT38 910112101	154,225.50	157,147.50	0.59	104.765	7,500.00	4.77
150,000.00 6/30/10	GEN ELEC CAP CORP 5.000% 12/01/10 CUSIP: 36962GS2 910112101	147,630.00	152,400.00	0.57	101.600	7,500.00	4.92
150,000.00 6/30/10	GENERAL DYNAMICS 4.250% 5/15/13 CUSIP: 369550AK4 910112101	149,694.00	161,704.50	0.61	107.803	6,375.00	3.94

ASSET STATEMENT
AS OF 6/30/10
ALT HOSP BARG COMBINED ACCT

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
150,000.00 6/30/10	GEORGIA POWER CO CUSIP: 373334FN6 910112101	148,032.00	162,838.50	0.61	108.559	7,687.50	4.72
150,000.00 6/30/10	GOLDMAN SACHS GROUP CUSIP: 38141GEA8 910112101	147,874.50	157,566.00	0.59	105.044	7,687.50	4.88
150,000.00 6/30/10	HONEYWELL INTL CUSIP: 438516AW6 910112101	155,037.00	161,671.50	0.61	107.781	6,375.00	3.94
150,000.00 6/30/10	HSBC FINANCE CORP CUSIP: 40429CFN7 910112101	150,474.00	160,578.00	0.61	107.052	8,250.00	5.14
150,000.00 6/30/10	IBM CORPORATION CUSIP: 459200GJ4 910112101	152,295.00	174,342.00	0.66	116.228	8,550.00	4.91
150,000.00 6/30/10	JOHN DEERE CAP CORP CUSIP: 24422EQX0 910112101	151,311.00	150,813.00	0.57	100.542	2,812.50	1.87
150,000.00 6/30/10	MERCK & CO INC CUSIP: 589331AN7 910112101	152,899.50	166,848.00	0.63	111.232	7,500.00	4.50
100,000.00 6/30/10	MORGAN STANLEY CUSIP: 617446YTO 910112101	100,289.10	99,361.00	0.37	99.361	554.38	0.56
150,000.00 6/30/10	MORGAN STANLEY CUSIP: 61747YCQ6 910112101	149,571.00	150,537.00	0.57	100.358	4,395.28	2.92
150,000.00 6/30/10	VERIZON COMM CUSIP: 92343VAG9 910112101	155,674.50	166,402.50	0.63	110.935	8,250.00	4.96
100,000.00 6/30/10	WACHOVIA CORP CUSIP: 929903BJ0 910112101	99,144.00	102,466.00	0.39	102.466	5,350.00	5.22
150,000.00 6/30/10	WAL-MART STORES INC CUSIP: 931142CR2 910112101	149,437.50	155,577.00	0.59	103.718	4,312.50	2.77
150,000.00 6/30/10	XTO ENERGY INC CUSIP: 98385XAD8 910112101	142,057.50	165,028.50	0.62	110.019	7,350.00	4.45

ASSET STATEMENT
AS OF 6/30/10
ALT HOSP BARG COMBINED ACCT

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
		2,998,688.60	3,179,992.50	11.97		131,987.16	4.15
	TOTAL CORPORATE & FOREIGN BONDS						

TAXABLE FIXED INCOME FUNDS

37,866.03	VANGUARD INFLATION-PROTECTED SEC FD	913,247.36	964,826.34	3.63	25.480	25,597.43	2.65
6/30/10	CUSIP: 922031737 2000134						
	TOTAL TAXABLE FIXED INCOME FUNDS	913,247.36	964,826.34	3.63		25,597.43	2.65

CLOSED-END FIXED INCOME FUNDS

187,090.74	JPMCB CORE BOND FUND	2,000,000.00	2,609,915.81	9.82	13.950	0.00	0.00
6/30/10	CUSIP: 4812990A4 2000134						
	TOTAL CLOSED-END FIXED INCOME FUNDS	2,000,000.00	2,609,915.81	9.82		0.00	0.00

TOTAL FIXED INCOME

9,070,776.51	10,170,365.17	38.27	292,145.65	2.87
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EQUITIES

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
COMMON EQUITY SECURITIES							
MATERIALS							
368.00 6/30/10	BALCHEM CORPORATION CLASS B CUSIP: 057665200 2000135	6,422.97	9,200.00	0.04	25.000	26.86	0.29
635.00 6/30/10	BUCKEYE TECHNOLOGIES INC CUSIP: 118255108 2000135	6,592.91	6,318.25	0.02	9.950	0.00	0.00
410.00 6/30/10	EASTMAN CHEMICAL COMPANY COM CUSIP: 277432100 2000137	25,178.65	21,877.60	0.08	53.360	721.60	3.30
506.00 6/30/10	ECOLAB INC COM CUSIP: 278865100 2000137	22,780.37	22,724.46	0.09	44.910	313.72	1.38
134.00 6/30/10	GREIF INC CL A CUSIP: 397624107 2000135	7,877.33	7,442.36	0.03	55.540	225.12	3.03
159.00 6/30/10	RAYONIER INC COM CUSIP: 754907103 2000135	5,106.95	6,999.18	0.03	44.020	318.00	4.54
325.00 6/30/10	ROCK-TENN COMPANY CLASS A CUSIP: 772739207 2000135	15,099.63	16,142.75	0.06	49.670	195.00	1.21
4,300.00 6/30/10	SEALED AIR CORP NEW COM CUSIP: 81211K100 2000138	93,547.60	84,796.00	0.32	19.720	2,064.00	2.44
696.00 6/30/10	SOLUTIA INC CUSIP: 834376501 2000135	9,967.55	9,117.60	0.04	13.100	0.00	0.00
89.00 6/30/10	STEPAN COMPANY CUSIP: 858586100 2000135	4,644.12	6,090.27	0.02	68.430	85.44	1.40
TOTAL MATERIALS		197,218.08	190,708.47	0.72		3,949.74	2.07

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
	INDUSTRIALS						
447.00 6/30/10	ACTUANT CORP CL A NEW CUSIP: 00508X203 2000135	9,643.07	8,417.01	0.03	18.830	17.88	0.21
720.00 6/30/10	APAC CUSTOMER SERVICES INC CUSIP: 00185E106 2000135	4,303.47	4,104.00	0.02	5.700	0.00	0.00
461.00 6/30/10	APOGEE ENTERPRISES INC CUSIP: 037598109 2000135	6,151.17	4,992.63	0.02	10.830	150.29	3.01
1,600.00 6/30/10	AVERY DENNISON CORP COM CUSIP: 053611109 2000138	61,377.87	51,408.00	0.19	32.130	1,280.00	2.49
161.00 6/30/10	CARDTRONICS INC CUSIP: 14161H108 2000135	2,125.84	2,086.56	0.01	12.960	0.00	0.00
560.00 6/30/10	CATERPILLAR INC CUSIP: 149123101 2000137	32,885.72	33,639.20	0.13	60.070	985.60	2.93
434.00 6/30/10	CHART INDUSTRIES INC CUSIP: 16115Q308 2000135	8,984.21	6,761.72	0.03	15.580	0.00	0.00
135.00 6/30/10	COINSTAR INCORPORATED CUSIP: 19259P300 2000135	7,392.51	5,800.95	0.02	42.970	0.00	0.00
1,100.00 6/30/10	COLEFAX CORPORATION CUSIP: 194014106 2003202	12,028.57	11,451.00	0.04	10.410	0.00	0.00
1,160.00 6/30/10	DANAHER CORP COM CUSIP: 235851102 2000137	35,166.35	43,059.20	0.16	37.120	92.80	0.22
218.00 6/30/10	DIAMOND MGMT & TECH CONSULTANTS CUSIP: 25269L106 2000135	2,133.22	2,247.58	0.01	10.310	78.48	3.49
245.00 6/30/10	DIEBOLD INC CUSIP: 253651103 2000135	6,927.25	6,676.25	0.03	27.250	264.60	3.96

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
510.00 6/30/10	DST SYSTEMS INC COM CUSIP: 233326107 2003202	19,167.13	18,431.40	0.07	36.140	306.00	1.66
388.00 6/30/10	EMCOR GROUP INC CUSIP: 29084Q100 2000135	10,758.92	8,989.96	0.03	23.170	0.00	0.00
795.00 6/30/10	EMERSON ELECTRIC CO CUSIP: 291011104 2000137	38,914.77	34,733.55	0.13	43.690	1,065.30	3.07
337.00 6/30/10	ENERSYS CUSIP: 29275Y102 2000135	6,478.23	7,201.69	0.03	21.370	0.00	0.00
300.00 6/30/10	FEDEX CORP COM CUSIP: 31428X106 2000138	18,095.02	21,033.00	0.08	70.110	144.00	0.69
7,000.00 6/30/10	FLEXTRONICS INTL LTD CUSIP: Y2573F102 2000138	65,230.52	39,200.00	0.15	5.600	0.00	0.00
0.50 6/30/10	FORWARD AIR CORP CUSIP: 349853101 2000135	12.83	13.63	0.00	27.260	0.14	1.03
2,900.00 6/30/10	GENERAL ELECTRIC COMPANY CUSIP: 369604103 2000138	86,272.00	41,818.00	0.16	14.420	1,160.00	2.77
750.00 6/30/10	GRANITE CONSTRUCTION INCORPORATED CUSIP: 387328107 2003202	23,560.99	17,685.00	0.07	23.580	390.00	2.21
613.00 6/30/10	GRIFFON CORPORATION CUSIP: 398433102 2000135	7,649.79	6,779.78	0.03	11.060	0.00	0.00
1,000.00 6/30/10	HERMAN MILLER INC CUSIP: 600544100 2003202	12,985.22	18,870.00	0.07	18.870	88.00	0.47
345.00 6/30/10	HEWITT ASSOCIATES INC CUSIP: 42822Q100 2000135	12,134.41	11,888.70	0.05	34.460	0.00	0.00
179.00 6/30/10	HOUSTON WIRE & CABLE CO CUSIP: 44244K109 2000135	2,002.31	1,942.15	0.01	10.850	60.86	3.13

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SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
222.00 6/30/10	IHS INC CL A CUSIP: 451734107 2000135	11,882.17	12,969.24	0.05	58.420	0.00	0.00
740.00 6/30/10	INGERSOLL-RAND PUBLIC LTD CO CUSIP: G47791101 2000137	21,430.25	25,522.60	0.10	34.490	207.20	0.81
1,800.00 6/30/10	INGERSOLL-RAND PUBLIC LTD CO CUSIP: G47791101 2000138	63,227.72	62,082.00	0.23	34.490	504.00	0.81
796.00 6/30/10	INTERVAL LEISURE GROUP INC CUSIP: 46113M108 2000135	9,929.02	9,910.20	0.04	12.450	0.00	0.00
700.00 6/30/10	LOCKHEED MARTIN CORPORATION COM CUSIP: 539830109 2000138	50,200.92	52,150.00	0.20	74.500	1,764.00	3.38
2,200.00 6/30/10	MASCO CORP CUSIP: 574599106 2000138	47,554.05	23,672.00	0.09	10.760	660.00	2.79
284.00 6/30/10	MEDASSETS INC CUSIP: 584045108 2000135	6,864.27	6,554.72	0.03	23.080	0.00	0.00
1,050.00 6/30/10	MUELLER INDS INC COM CUSIP: 624756102 2003202	26,249.13	25,830.00	0.10	24.600	420.00	1.63
400.00 6/30/10	NORTHROP GRUMMAN CORP CUSIP: 666807102 2000138	23,995.92	21,776.00	0.08	54.440	752.00	3.45
385.00 6/30/10	ORBITAL SCIENCE CORP CUSIP: 685564106 2000135	6,156.66	6,071.45	0.02	15.770	0.00	0.00
665.00 6/30/10	ROPER INDUSTRIES INC CUSIP: 776696106 2000137	29,724.07	37,213.40	0.14	55.960	252.70	0.68
1,000.00 6/30/10	SAIC INC CUSIP: 78390X101 2003202	18,590.44	16,740.00	0.06	16.740	0.00	0.00
346.00 6/30/10	SPIRIT AEROSYSTEMS HOLD-CL A CUSIP: 848574109 2000135	6,719.66	6,594.76	0.03	19.060	0.00	0.00

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
186.00 6/30/10	TELEDYNE TECHNOLOGIES INC COM CUSIP: 879360105 2000135	6,602.41	7,175.88	0.03	38.580	0.00	0.00
655.00 6/30/10	TYCO INTERNATIONAL LTD CUSIP: H89128104 2000137	22,146.48	23,075.65	0.09	35.230	500.42	2.17
480.00 6/30/10	UNION PACIFIC CORP COM CUSIP: 907818108 2000137	30,832.70	33,364.80	0.13	69.510	633.60	1.90
576.00 6/30/10	UNITED TECHNOLOGIES CORP COM CUSIP: 913017109 2000137	41,108.54	37,388.16	0.14	64.910	979.20	2.62
1,100.00 6/30/10	VIAQ CORP CUSIP: 92552R406 2003202	18,507.97	19,415.00	0.07	17.650	176.00	0.91
249.00 6/30/10	WOODWARD GOVERNOR CO COM CUSIP: 980745103 2000135	7,047.41	6,356.97	0.02	25.530	59.76	0.94
222.00 6/30/10	WRIGHT EXPRESS CORP CUSIP: 98233Q105 2000135	7,282.05	6,593.40	0.03	29.700	0.00	0.00
TOTAL INDUSTRIALS		948,433.23	849,687.19	3.20		12,992.83	1.53
TELECOMMUNICATION SERVICES							
550.00 6/30/10	NII HOLDINGS INC-CL B CUSIP: 62913F201 2003202	20,892.80	17,886.00	0.07	32.520	0.00	0.00
TOTAL TELECOMMUNICATION SERVICES		20,892.80	17,886.00	0.07		0.00	0.00
CONSUMER DISCRETIONARY							
344.00 6/30/10	BEACON ROOFING SUPPLY INC CUSIP: 073685109 2000135	7,082.86	6,198.88	0.02	18.020	0.00	0.00

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
885.00 6/30/10	BED BATH & BEYOND INC COM CUSIP: 075896100 2000137	32,850.24	32,815.80	0.12	37.080	0.00	0.00
2,800.00 6/30/10	BLOCK H & R INC CUSIP: 093671105 2000138	47,371.84	43,932.00	0.17	15.690	1,680.00	3.83
2,129.00 6/30/10	CAMBIUM LEARNING GROUP INC CUSIP: 13201A107 2003202	26,664.60	7,664.40	0.03	3.600	0.00	0.00
1,530.00 6/30/10	CBS CORP CL B CUSIP: 124857202 2000137	12,847.88	19,782.90	0.08	12.930	306.00	1.55
279.00 6/30/10	CHEROKEE INC CUSIP: 16444H102 2000135	8,467.50	4,770.90	0.02	17.100	424.08	8.89
1,900.00 6/30/10	CHICOS FAS INC CUSIP: 168615102 2003202	3,898.96	18,772.00	0.07	9.880	304.00	1.62
261.00 6/30/10	DREAMWORKS ANIMATION SKG INC-A CUSIP: 26153C103 2000135	9,381.32	7,451.55	0.03	28.550	0.00	0.00
4,000.00 6/30/10	EXIDE TECHNOLOGIES CUSIP: 302051206 2003202	15,663.86	20,800.00	0.08	5.200	0.00	0.00
188.00 6/30/10	FOSSIL INC CUSIP: 349882100 2000135	7,055.74	6,523.60	0.03	34.700	0.00	0.00
1,400.00 6/30/10	HOME DEPOT INC COM CUSIP: 437076102 2000138	47,790.60	39,298.00	0.15	28.070	1,323.00	3.37
74.00 6/30/10	HSN INCORPORATED CUSIP: 404303109 2000135	1,396.46	1,776.00	0.01	24.000	0.00	0.00
5,880.00 6/30/10	INTERPUBLIC GROUP COS INC COM CUSIP: 460690100 2003202	42,562.28	41,924.40	0.16	7.130	0.00	0.00
345.00 6/30/10	JOHN WILEY & SONS INC CUSIP: 968223206 2000135	12,964.94	13,341.15	0.05	38.670	220.80	1.66

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
2,000.00 KB HOME COM 6/30/10 CUSIP: 48666K109 2000138		66,410.05	22,000.00	0.08	11.000	500.00	2.27
500.00 KOHLS CORP COM 6/30/10 CUSIP: 500255104 2000138		23,737.03	23,750.00	0.09	47.500	0.00	0.00
511.00 LEGGETT & PLATT INC 6/30/10 CUSIP: 524660107 2000135		11,566.21	10,250.66	0.04	20.060	531.44	5.19
2,700.00 MACY'S INC 6/30/10 CUSIP: 55616P104 2000138		74,287.67	48,330.00	0.18	17.900	540.00	1.12
1,370.00 MATTEL INC 6/30/10 CUSIP: 577081102 2000137		30,133.23	28,989.20	0.11	21.160	1,027.50	3.55
2,500.00 MC GRAW HILL COMPANIES INC 6/30/10 CUSIP: 580645109 2000138		63,998.45	70,350.00	0.27	28.140	2,350.00	3.34
921.00 MDC PARTNERS INC 6/30/10 CUSIP: 552697104 2000135		8,361.48	9,836.28	0.04	10.680	0.00	0.00
394.00 NATIONAL CINEMEDIA INC 6/30/10 CUSIP: 635309107 2000135		7,586.36	6,564.04	0.03	16.660	283.68	4.32
695.00 NORDSTROM INC COM 6/30/10 CUSIP: 655664100 2000137		26,308.12	22,372.05	0.09	32.190	556.00	2.49
1,690.00 THE DIRECTV GROUP HLDGS CL A 6/30/10 CUSIP: 25490A101 2000137		48,687.48	57,324.80	0.22	33.920	0.00	0.00
635.00 URBAN OUTFITTERS INC 6/30/10 CUSIP: 917047102 2000137		24,349.62	21,837.65	0.08	34.390	0.00	0.00
386.00 WABCO HOLDINGS INC 6/30/10 CUSIP: 92927K102 2000135		10,968.94	12,151.28	0.05	31.480	0.00	0.00
526.00 WOLVERINES WORLD WIDE INC COM 6/30/10 CUSIP: 978097103 2000135		12,328.91	13,265.72	0.05	25.220	231.44	1.75

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1,255.00 6/30/10	WYNDHAM WORLDWIDE CORP CUSIP: 98310W108 2000137	28,393.78	25,275.70	0.10	20.140	602.40	2.38
TOTAL CONSUMER DISCRETIONARY		713,116.41	637,348.96	2.40		10,880.34	1.71
CONSUMER STAPLES							
925.00 6/30/10	ALBERTO-CULVER COMPANY CUSIP: 013078100 2000137	26,346.49	25,058.25	0.10	27.090	314.50	1.26
2,300.00 6/30/10	AVON PRODUCTS INC CUSIP: 054303102 2000138	60,767.53	60,950.00	0.23	26.500	2,024.00	3.32
519.00 6/30/10	COCA COLA ENTERPRISES INC CUSIP: 191219104 2000137	9,594.66	13,421.34	0.05	25.860	186.84	1.39
970.00 6/30/10	CONAGRA FOODS INC CUSIP: 205887102 2000137	22,861.68	22,620.40	0.09	23.320	776.00	3.43
286.00 6/30/10	FLOWERS FOODS INC COM CUSIP: 343498101 2000135	7,113.71	6,986.98	0.03	24.430	228.80	3.28
1,250.00 6/30/10	KIMBERLY CLARK CORP CUSIP: 494368103 2000138	74,718.02	75,787.50	0.29	60.630	3,300.00	4.36
1,320.00 6/30/10	PHILIP MORRIS INTL INC CUSIP: 718172109 2000137	55,728.70	60,508.80	0.23	45.840	3,062.40	5.06
1,290.00 6/30/10	PROCTER & GAMBLE CO COM CUSIP: 742718109 2000137	80,545.53	77,374.20	0.29	59.980	2,485.83	3.21
5,200.00 6/30/10	SUPERVALU INC CUSIP: 868536103 2000138	76,922.57	56,368.00	0.21	10.840	1,820.00	3.23
1,130.00 6/30/10	WAL MART STORES INC COM CUSIP: 931142103 2000137	65,170.95	54,319.10	0.21	48.070	1,367.30	2.52

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
700.00 6/30/10	WAL MART STORES INC COM CUSIP: 931142103 2000138	35,281.76	33,649.00	0.13	48.070	847.00	2.52
870.00 6/30/10	WALGREEN CO CUSIP: 931422109 2000137	32,786.14	23,229.00	0.09	26.700	478.50	2.06
2,700.00 6/30/10	WALGREEN CO CUSIP: 931422109 2000138	85,349.91	72,090.00	0.27	26.700	1,485.00	2.06
1,600.00 6/30/10	WINN-DIXIE STORES INC CUSIP: 974280307 2003202	26,956.02	15,424.00	0.06	9.640	0.00	0.00
TOTAL CONSUMER STAPLES		660,143.67	597,786.57	2.25		18,376.17	3.08
ENERGY							
579.00 6/30/10	AMERICAN OIL & GAS INC CUSIP: 028723104 2000135	3,633.10	3,636.12	0.01	6.280	0.00	0.00
375.00 6/30/10	APACHE CORP COM CUSIP: 037411105 2000137	32,837.85	31,571.25	0.12	84.190	225.00	0.71
115.00 6/30/10	ATLAS ENERGY INC CUSIP: 049298102 2000135	3,875.42	3,113.05	0.01	27.070	0.00	0.00
500.00 6/30/10	CHEVRON CORP CUSIP: 166764100 2000138	36,360.86	33,930.00	0.13	67.860	1,440.00	4.25
123.00 6/30/10	COMSTOCK RESOURCES INC CUSIP: 205768203 2000135	3,963.70	3,409.56	0.01	27.720	0.00	0.00
1,300.00 6/30/10	DEVON ENERGY CORP CUSIP: 25179M103 2000138	82,068.21	79,196.00	0.30	60.920	832.00	1.05
253.00 6/30/10	DRESSER-RAND GROUP INC CUSIP: 261608103 2000135	6,641.91	7,982.15	0.03	31.550	0.00	0.00

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
1,150.00 6/30/10	EXCO RESOURCES INC CUSIP: 269279402 2003202	16,455.27	16,801.50	0.06	14.610	138.00	0.82
376.00 6/30/10	EXXON MOBIL CORP CUSIP: 30231G102 2000137	23,061.33	21,458.32	0.08	57.070	661.76	3.08
695.00 6/30/10	FOREST OIL CORP CUSIP: 346091705 2003202	17,515.28	19,015.20	0.07	27.360	0.00	0.00
850.00 6/30/10	HOLLY CORPORATION CUSIP: 435758305 2003202	18,929.72	22,593.00	0.09	26.580	510.00	2.26
870.00 6/30/10	NATIONAL-OILWELL VARCO INC CUSIP: 637071101 2000137	40,808.74	28,770.90	0.11	33.070	348.00	1.21
273.00 6/30/10	NORTHERN OIL AND GAS INC CUSIP: 665531109 2000135	3,076.39	3,505.32	0.01	12.840	0.00	0.00
242.00 6/30/10	OASIS PETROLEUM INC CUSIP: 674215108 2000135	3,595.91	3,509.00	0.01	14.500	0.00	0.00
440.00 6/30/10	OCCIDENTAL PETE CORP COM CUSIP: 674599105 2000137	28,101.66	33,946.00	0.13	77.150	668.80	1.97
540.00 6/30/10	PEABODY ENERGY CORP CUSIP: 704549104 2000137	19,679.27	21,130.20	0.08	39.130	151.20	0.72
500.00 6/30/10	PIONEER NATURAL RESOURCES CO CUSIP: 723787107 2000138	21,270.53	29,725.00	0.11	59.450	40.00	0.14
2,275.00 6/30/10	RESOLUTE ENERGY CORP CUSIP: 76116A108 2003202	25,228.14	27,846.00	0.11	12.240	0.00	0.00
188.00 6/30/10	ROSETTA RESOURCES INC CUSIP: 777779307 2000135	3,844.94	3,724.28	0.02	19.810	0.00	0.00
900.00 6/30/10	ROYAL DUTCH SHELL PLC-ADR A CUSIP: 780259206 2000138	48,338.74	45,198.00	0.17	50.220	2,570.40	5.69

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
250.00 RPC INC 6/30/10 CUSIP: 749660106 2000135		3,521.90	3,412.50	0.01	13.650	40.00	1.17
1,150.00 SUNCOR ENERGY INC 6/30/10 CUSIP: 867224107 2000137		39,350.02	33,856.00	0.13	29.440	0.00	0.00
740.00 TESCO CORP 6/30/10 CUSIP: 88157K101 2000135		8,805.58	9,087.20	0.04	12.280	0.00	0.00
894.00 WILLIAMS COMPANY INC (THE) 6/30/10 CUSIP: 969457100 2000137		18,929.07	16,342.32	0.06	18.280	447.00	2.74
TOTAL ENERGY		509,893.54	502,758.87	1.89		8,072.16	1.61
FINANCIAL							
830.00 AM EX CO 6/30/10 CUSIP: 025816109 2000137		28,557.31	32,951.00	0.12	39.700	597.60	1.81
579.00 AMERIPRISE FINANCIAL INC 6/30/10 CUSIP: 03076C106 2000137		23,160.75	20,919.27	0.08	36.130	416.88	1.99
429.00 AMERISAFE INC 6/30/10 CUSIP: 03071H100 2000135		7,008.34	7,528.95	0.03	17.550	0.00	0.00
1,000.00 ASPEN INSURANCE HOLDINGS LTD 6/30/10 CUSIP: G05384105 2003202		26,736.28	24,740.00	0.09	24.740	600.00	2.43
575.00 ASSURANT INC 6/30/10 CUSIP: 04621X108 2003202		13,819.28	19,952.50	0.08	34.700	368.00	1.85
3,022.00 BANK AMER CORP 6/30/10 CUSIP: 060505104 2000137		41,887.75	43,426.14	0.16	14.370	120.88	0.28
2,100.00 BANK NEW YORK MELLON CORP 6/30/10 CUSIP: 064058100 2000138		56,240.36	51,849.00	0.20	24.690	756.00	1.46

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2,180.00 6/30/10	BLACKSTONE GROUP LP (THE) CUSIP: 09253U108 2000137	26,724.00	20,840.80	0.08	9.560	872.00	4.19
1,575.00 6/30/10	BROOKLINE BANCORP INC CUSIP: 11373M107 2003202	16,058.69	13,986.00	0.05	8.880	535.50	3.83
1,126.00 6/30/10	CARDINAL FINANCIAL CORP CUSIP: 14149F109 2000135	10,411.47	10,404.24	0.04	9.240	90.08	0.87
165.00 6/30/10	COLUMBIA BANKING SYSTEM INC CUSIP: 197236102 2000135	3,595.49	3,012.90	0.01	18.260	6.60	0.22
615.00 6/30/10	COMERICA INC CUSIP: 200340107 2000137	25,662.10	22,650.45	0.09	36.830	123.00	0.54
600.00 6/30/10	COMERICA INC CUSIP: 200340107 2000138	16,301.22	22,098.00	0.08	36.830	120.00	0.54
1,000.00 6/30/10	COMERICA INC CUSIP: 200340107 2003202	17,944.98	36,830.00	0.14	36.830	200.00	0.54
35.00 6/30/10	COMMUNITY BANK SYSTEM INC CUSIP: 203607106 2000135	779.76	771.05	0.00	22.030	33.60	4.36
2,550.00 6/30/10	DISCOVER FINANCIAL SERVICES CUSIP: 254709108 2003202	30,819.71	35,649.00	0.14	13.980	204.00	0.57
271.00 6/30/10	EAGLE BANCORP INC MD CUSIP: 268948106 2000135	2,996.10	3,192.38	0.01	11.780	0.00	0.00
151.00 6/30/10	ENSTAR GROUP LIMITED CUSIP: G3075P101 2000135	12,670.25	10,032.44	0.04	66.440	0.00	0.00
249.00 6/30/10	EVERCORE PARTNERS INC CL A CUSIP: 29977A105 2000135	7,739.33	5,814.15	0.02	23.350	149.40	2.57
2,000.00 6/30/10	FIFTH THIRD BANCORP COM CUSIP: 316773100 2003202	20,835.61	24,580.00	0.09	12.290	80.00	0.33

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SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
800.00 6/30/10	FIRST AMERICAN FINL CORP CUSIP: 31847R102 2000138	8,613.94	10,144.00	0.04	12.680	192.00	1.89
59.00 6/30/10	FIRST CITIZENS BANCSHARES INC CL A CUSIP: 31946M103 2000135	9,021.55	11,347.47	0.04	192.330	70.80	0.62
290.00 6/30/10	FIRST CITIZENS BANCSHARES INC CL A CUSIP: 31946M103 2003202	55,347.95	55,775.70	0.21	192.330	348.00	0.62
683.00 6/30/10	FOREST CITY ENTERPRISES INC CUSIP: 345550107 2000135	8,968.41	7,731.56	0.03	11.320	0.00	0.00
463.00 6/30/10	FORESTAR GROUP INC CUSIP: 346233109 2000135	9,194.08	8,315.48	0.03	17.960	0.00	0.00
120.00 6/30/10	GOLDMAN SACHS GROUP INC COM CUSIP: 38141G104 2000137	21,206.21	15,752.40	0.06	131.270	168.00	1.07
167.00 6/30/10	HANOVER INSURANCE GROUP INC CUSIP: 410867105 2000135	6,945.06	7,264.50	0.03	43.500	167.00	2.30
1,202.00 6/30/10	INVESCO LIMITED CUSIP: G491BT108 2000137	21,441.56	20,229.66	0.08	16.830	528.88	2.62
900.00 6/30/10	INVESTMENT TECHNOLOGY GROUP CUSIP: 46145F105 2003202	18,447.57	14,454.00	0.06	16.060	0.00	0.00
276.00 6/30/10	INVESTORS BANCORP INC CUSIP: 46146P102 2000135	3,554.55	3,621.12	0.01	13.120	0.00	0.00
1,703.00 6/30/10	JPMORGAN CHASE & CO CUSIP: 46625H100 2000137	54,454.93	62,346.83	0.24	36.610	340.60	0.55
2,400.00 6/30/10	JPMORGAN CHASE & CO CUSIP: 46625H100 2000138	82,649.30	87,864.00	0.33	36.610	480.00	0.55
1,700.00 6/30/10	LINCOLN NATIONAL CORP CUSIP: 534187109 2000138	64,810.58	41,293.00	0.16	24.290	68.00	0.17

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
4,950.00 6/30/10	MARSHALL & ILSLEY CORP CUSIP: 571837103 2003202	50,016.64	35,541.00	0.13	7.180	198.00	0.56
600.00 6/30/10	METLIFE INC CUSIP: 59156R108 2000138	22,799.96	22,656.00	0.09	37.760	444.00	1.96
594.00 6/30/10	NORTHWEST BANCSHARES INC CUSIP: 667340103 2000135	7,043.26	6,813.18	0.03	11.470	237.60	3.49
143.00 6/30/10	OPPENHEIMER HOLDINGS INC CL A CUSIP: 683797104 2000135	4,263.59	3,424.85	0.01	23.950	62.92	1.84
183.00 6/30/10	PENSION WORLDWIDE INC CUSIP: 709600100 2000135	1,769.76	1,032.12	0.00	5.640	0.00	0.00
185.00 6/30/10	PICO HOLDINGS INC COM CUSIP: 693366205 2000135	6,347.13	5,544.45	0.02	29.970	0.00	0.00
190.00 6/30/10	PROASSURANCE CORP CUSIP: 74267C106 2000135	10,071.91	10,784.40	0.04	56.760	0.00	0.00
500.00 6/30/10	REINSURANCE GROUP OF AMERICA INC CUSIP: 759351604 2000137	24,392.81	22,855.00	0.09	45.710	240.00	1.05
109.00 6/30/10	SCBT FINANCIAL CORP CUSIP: 78401V102 2000135	3,707.95	3,838.98	0.02	35.220	74.12	1.93
6,500.00 6/30/10	SYNOVUS FINL CORP COM CUSIP: 87161C105 2003202	21,015.93	16,510.00	0.06	2.540	260.00	1.58
1,400.00 6/30/10	THE TRAVELERS COMPANIES INC CUSIP: 89417E109 2000138	56,261.97	68,950.00	0.26	49.250	2,016.00	2.92
1,422.00 6/30/10	UNUM GROUP CUSIP: 91529Y106 2000137	30,741.90	30,857.40	0.12	21.700	469.26	1.52
865.00 6/30/10	WASHINGTON FEDERAL INC COM CUSIP: 938824109 2003202	18,549.60	13,995.70	0.05	16.180	173.00	1.24

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SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
18.00	WESCO FINANCIAL CORP 6/30/10 CUSIP: 950817106 2000135	5,808.55	5,817.60	0.02	323.200	29.52	0.51
313.00	WESTFIELD FINANCIAL INC 6/30/10 CUSIP: 96008F104 2000135	2,781.90	2,607.29	0.01	8.330	62.60	2.40
1,651.00	XL CAPITAL LTD CL A 6/30/10 CUSIP: G98255105 2000137	30,534.97	26,432.51	0.10	16.010	660.40	2.50
TOTAL FINANCIAL		1,050,712.30	1,035,028.47	3.90		12,564.24	1.21
HEALTH CARE							
371.00	AMERICAN MEDICAL SYSTEMS HOLDINGS 6/30/10 CUSIP: 02744M108 2000135	6,340.05	8,206.52	0.03	22.120	0.00	0.00
885.00	AMERISOURCE BERGEN CORP COM 6/30/10 CUSIP: 03073E105 2000137	26,331.45	28,098.75	0.11	31.750	283.20	1.01
425.00	AMGEN INC COM 6/30/10 CUSIP: 031162100 2000137	24,348.38	22,355.00	0.09	52.600	0.00	0.00
900.00	AMGEN INC COM 6/30/10 CUSIP: 031162100 2000138	47,316.32	47,340.00	0.18	52.600	0.00	0.00
83.00	BIO RAD LABS INC CL A 6/30/10 CUSIP: 090572207 2000135	7,612.28	7,178.67	0.03	86.490	0.00	0.00
449.00	BIOVAIL CORP 6/30/10 CUSIP: 09067J109 2000135	7,291.28	8,638.76	0.03	19.240	170.62	1.98
739.00	BRUKER CORPORATION 6/30/10 CUSIP: 116794108 2000135	9,759.96	8,986.24	0.03	12.160	0.00	0.00
690.00	CARDINAL HEALTH INC 6/30/10 CUSIP: 14149Y108 2000137	21,873.14	23,190.90	0.09	33.610	538.20	2.32

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SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
1,300.00 6/30/10	COVENTRY HEALTH CARE INC CUSIP: 222862104 2003202	19,311.25	22,984.00	0.09	17.680	0.00	0.00
850.00 6/30/10	COVIDIEN PLC CUSIP: G2554F105 2000137	43,528.37	34,153.00	0.13	40.180	612.00	1.79
94.00 6/30/10	EMERGENCY MEDICAL SERVICES-A CUSIP: 29100P102 2000135	5,210.32	4,608.82	0.02	49.030	0.00	0.00
479.00 6/30/10	EMERGENT BIOSOLUTIONS INC CUSIP: 29089Q105 2000135	7,108.01	7,836.86	0.03	16.340	0.00	0.00
815.00 6/30/10	GILEAD SCIENCES INC COM CUSIP: 375558103 2000137	33,423.83	27,938.20	0.11	34.280	0.00	0.00
575.00 6/30/10	HOSPIRA INC CUSIP: 441060100 2000137	27,513.06	33,033.75	0.13	57.450	0.00	0.00
424.00 6/30/10	ICON PLC SPONSORED ADR CUSIP: 45103T107 2000135	10,141.32	12,249.36	0.05	28.890	0.00	0.00
900.00 6/30/10	JOHNSON & JOHNSON CUSIP: 478160104 2000138	49,964.70	53,154.00	0.20	59.060	1,944.00	3.66
3,500.00 6/30/10	KING PHARMACEUTICALS INC COM CUSIP: 495582108 2003202	36,354.09	26,565.00	0.10	7.590	0.00	0.00
237.00 6/30/10	LINCARE HOLDINGS INC COM CUSIP: 532791100 2000135	5,792.20	7,704.87	0.03	32.510	47.40	0.62
975.00 6/30/10	MARTEK BIOSCIENCES CORP CUSIP: 572901106 2003202	18,881.86	23,117.25	0.09	23.710	0.00	0.00
75.00 6/30/10	MASIMO CORPORATION CUSIP: 574795100 2000135	1,793.19	1,785.75	0.01	23.810	0.00	0.00
225.00 6/30/10	MEDNAX INC CUSIP: 58502B106 2000135	12,726.71	12,512.25	0.05	55.610	0.00	0.00

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
700.00 6/30/10	MERCK & CO INC CUSIP: 58933Y105 2000137	24,806.04	24,479.00	0.09	34.970	1,064.00	4.35
800.00 6/30/10	MERCK & CO INC CUSIP: 58933Y105 2000138	36,605.75	27,976.00	0.11	34.970	1,216.00	4.35
1.00 6/30/10	MERIDIAN BIOSCIENCE INC CUSIP: 589584101 2000135	21.27	17.00	0.00	17.000	0.76	4.47
47.00 6/30/10	MICRUS ENDOVASCULAR CORP CUSIP: 59518V102 2000135	909.65	977.13	0.00	20.790	0.00	0.00
800.00 6/30/10	OMNICARE INC COM CUSIP: 681904108 2003202	23,553.51	18,960.00	0.07	23.700	72.00	0.38
3,565.00 6/30/10	PFIZER INC CUSIP: 717081103 2000137	56,885.93	50,836.90	0.19	14.260	2,566.80	5.05
3,000.00 6/30/10	PFIZER INC CUSIP: 717081103 2000138	89,080.10	42,780.00	0.16	14.260	2,160.00	5.05
170.00 6/30/10	ROCHESTER MEDICAL CORP CUSIP: 771497104 2000135	2,098.83	1,606.50	0.01	9.450	0.00	0.00
591.00 6/30/10	THERMO FISHER SCIENTIFIC INC CUSIP: 883556102 2000137	24,428.42	28,988.55	0.11	49.050	0.00	0.00
465.00 6/30/10	VARIAN MEDICAL SYS INC COM CUSIP: 92220P105 2000137	25,697.38	24,310.20	0.09	52.280	0.00	0.00
512.00 6/30/10	WATERS CORP COM CUSIP: 941848103 2000137	29,937.64	33,126.40	0.13	64.700	0.00	0.00
600.00 6/30/10	WELLPOINT INC CUSIP: 94973V107 2000138	26,805.37	29,358.00	0.11	48.930	0.00	0.00
415.00 6/30/10	ZIMMER HLDGS INC COM CUSIP: 98956P102 2000137	24,393.88	22,430.75	0.09	54.050	0.00	0.00

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TOTAL HEALTH CARE							
		787,845.54	727,474.38	2.74		10,674.98	1.47
INFORMATION TECHNOLOGY							
646.00	ACACIA RESEARCH-ACACIA TECH	7,232.79	9,192.58	0.04	14.230	0.00	0.00
6/30/10	CUSIP: 003881307						
	2000135						
651.00	ANAREN INC	9,724.25	9,725.94	0.04	14.940	0.00	0.00
6/30/10	CUSIP: 032744104						
	2000135						
370.00	APPLE INC	47,823.97	93,066.10	0.35	251.530	0.00	0.00
6/30/10	CUSIP: 037833100						
	2000137						
20,425.00	AXCELIS TECHNOLOGIES INC COM	57,990.14	31,658.75	0.12	1.550	0.00	0.00
6/30/10	CUSIP: 054540109						
	2003202						
565.00	BMC SOFTWARE INC COM	21,727.82	19,565.95	0.07	34.630	0.00	0.00
6/30/10	CUSIP: 055921100						
	2000137						
2,130.00	CA INC	50,167.21	39,192.00	0.15	18.400	340.80	0.87
6/30/10	CUSIP: 12673P105						
	2003202						
650.00	CABOT MICROELECTRONICS CORP COM	20,187.05	22,483.50	0.09	34.590	0.00	0.00
6/30/10	CUSIP: 12709P103						
	2003202						
2,895.00	CISCO SYSTEMS INC	49,735.96	61,692.45	0.23	21.310	0.00	0.00
6/30/10	CUSIP: 17275R102						
	2000137						
1,900.00	CISCO SYSTEMS INC	38,839.96	40,489.00	0.15	21.310	0.00	0.00
6/30/10	CUSIP: 17275R102						
	2000138						
615.00	COGNIZANT TECH SOL CORP	21,597.10	30,786.90	0.12	50.060	0.00	0.00
6/30/10	CUSIP: 192446102						
	2000137						
1,600.00	COMPUTER SCIENCES CORP COM	76,259.66	72,400.00	0.27	45.250	960.00	1.33
6/30/10	CUSIP: 205363104						
	2000138						

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
4,050.00 6/30/10	COMPUWARE CORP CUSIP: 205638109 2003202	31,151.50	32,319.00	0.12	7.980	0.00	0.00
800.00 6/30/10	CORELOGIC INC CUSIP: 21871D103 2000138	12,712.34	14,128.00	0.05	17.660	704.00	4.98
5,300.00 6/30/10	DELL INC CUSIP: 24702R101 2000138	84,880.43	63,918.00	0.24	12.060	0.00	0.00
3,500.00 6/30/10	EARTHLINK INC COM CUSIP: 270321102 2003202	27,414.53	27,860.00	0.11	7.960	2,240.00	8.04
1,000.00 6/30/10	FAIR ISAAC INC CUSIP: 303250104 2003202	21,648.03	21,790.00	0.08	21.790	80.00	0.37
532.00 6/30/10	FEI CO CUSIP: 30241L109 2000135	12,161.37	10,485.72	0.04	19.710	0.00	0.00
1,010.00 6/30/10	HEWLETT-PACKARD CO CUSIP: 428236103 2000137	51,788.56	43,712.80	0.17	43.280	323.20	0.74
1,000.00 6/30/10	HEWLETT-PACKARD CO CUSIP: 428236103 2000138	21,239.53	43,280.00	0.16	43.280	320.00	0.74
500.00 6/30/10	IBM CORPORATION CUSIP: 459200101 2000138	43,206.85	61,740.00	0.23	123.480	1,300.00	2.11
160.00 6/30/10	INTUIT INC COM CUSIP: 461202103 2000137	5,688.66	5,563.20	0.02	34.770	0.00	0.00
1,220.00 6/30/10	MARVEL TECHNOLOGY GROUP LTD CUSIP: G5876H105 2000137	23,597.12	19,227.20	0.07	15.760	0.00	0.00
2,990.00 6/30/10	MICROSOFT CORP CUSIP: 594918104 2000137	67,713.13	68,799.90	0.26	23.010	1,554.80	2.26
1,900.00 6/30/10	MICROSOFT CORP CUSIP: 594918104 2000138	49,627.58	43,719.00	0.17	23.010	988.00	2.26

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500.00 6/30/10	MICROSTRATEGY INC CUSIP: 594972408 2003202	33,745.13	37,545.00	0.14	75.090	0.00	0.00
949.00 6/30/10	MONOTYPE IMAGING HOLDINGS INC CUSIP: 61022F100 2000135	10,696.23	8,550.49	0.03	9.010	0.00	0.00
1,505.00 6/30/10	NATIONAL SEMICONDUCTOR CORP COM CUSIP: 637640103 2000137	22,930.18	20,257.30	0.08	13.460	481.60	2.38
1,085.00 6/30/10	NATIONAL SEMICONDUCTOR CORP COM CUSIP: 637640103 2003202	23,256.73	14,604.10	0.06	13.460	347.20	2.38
1,663.00 6/30/10	ORACLE CORPORATION COM CUSIP: 68389X105 2000137	33,265.33	35,687.98	0.14	21.460	332.60	0.93
1,220.00 6/30/10	ORBOTECH LTD CUSIP: M75253100 2003202	23,932.16	13,261.40	0.05	10.870	0.00	0.00
1,019.00 6/30/10	PHOTRONIC LABS INC COM CUSIP: 719405102 2000135	4,603.02	4,605.88	0.02	4.520	0.00	0.00
238.00 6/30/10	PLANTRONICS INC COM NEW CUSIP: 727493108 2000135	7,578.10	6,806.80	0.03	28.600	47.60	0.70
275.00 6/30/10	PLEXUS CORP CUSIP: 729132100 2000135	8,864.67	7,353.50	0.03	26.740	0.00	0.00
115.00 6/30/10	PRICELINE.COM INCORPORATED CUSIP: 741503403 2000137	9,632.77	20,302.10	0.08	176.540	0.00	0.00
309.00 6/30/10	PROGRESS SOFTWARE CORP CUSIP: 743312100 2000135	9,639.17	9,282.36	0.04	30.040	0.00	0.00
1,365.00 6/30/10	QUALCOMM INC COM CUSIP: 747525103 2000137	52,469.56	44,826.60	0.17	32.840	1,037.40	2.32
820.00 6/30/10	QUEST SOFTWARE INC COM CUSIP: 74834T103 2000135	12,451.34	14,792.80	0.06	18.040	0.00	0.00

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
167.00 6/30/10	ROFIN-SINAR TECHNOLOGIES INC CUSIP: 775043102 2000135	3,861.94	3,476.94	0.01	20.820	0.00	0.00
1,025.00 6/30/10	SYNOPSYS INC COM CUSIP: 871607107 2003202	25,482.20	21,391.75	0.08	20.870	0.00	0.00
675.00 6/30/10	TIBCO SOFTWARE INC COM CUSIP: 88632Q103 2000135	7,722.00	8,140.50	0.03	12.060	0.00	0.00
862.00 6/30/10	TTM TECHNOLOGIES INC CUSIP: 87305R109 2000135	8,260.99	8,189.00	0.03	9.500	0.00	0.00
305.00 6/30/10	VISA INC CUSIP: 92826C839 2000137	22,767.44	21,578.75	0.08	70.750	152.50	0.71
3,800.00 6/30/10	WESTERN UNION COMPANY CUSIP: 959802109 2000138	63,845.16	56,658.00	0.21	14.910	912.00	1.61
TOTAL INFORMATION TECHNOLOGY		1,239,119.66	1,244,107.24	4.68		12,121.70	0.98
UTILITIES							
1,100.00 6/30/10	ALLEGHENY ENERGY INC CUSIP: 017361106 2003202	26,898.73	22,748.00	0.09	20.680	660.00	2.90
470.00 6/30/10	ALLETE INC CUSIP: 018522300 2003202	20,426.28	16,092.80	0.06	34.240	827.20	5.14
136.00 6/30/10	ITC HOLDINGS CORP CUSIP: 465685105 2000135	7,325.21	7,195.76	0.03	52.910	174.08	2.42
352.00 6/30/10	UGI CORP CUSIP: 902681105 2000135	8,045.87	8,954.88	0.03	25.440	352.00	3.93
TOTAL UTILITIES		62,696.09	54,991.44	0.21		2,013.28	3.66

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
COMMON STOCK							
1,500.00 6/30/10	ASSURED GUARANTY LTD CUSIP: G0585R106 2003202	30,998.09	19,905.00	0.08	13.270	270.00	1.36
1,125.00 6/30/10	ENDURANCE SPECIALTY HOLDINGS LTD CUSIP: G30397106 2003202	31,551.34	42,221.25	0.16	37.530	1,125.00	2.67
2,200.00 6/30/10	UTI WORLDWIDE INC CUSIP: G87210103 2003202	30,381.38	27,236.00	0.10	12.380	132.00	0.49
TOTAL COMMON STOCK		92,930.81	89,362.25	0.34		1,527.00	1.71
MISCELLANEOUS							
244.00 6/30/10	FTI CONSULTING CUSIP: 302941109 2000135	10,359.75	10,635.96	0.04	43.590	0.00	0.00
525.00 6/30/10	FTI CONSULTING CUSIP: 302941109 2003202	21,670.57	22,884.75	0.09	43.590	0.00	0.00
323.00 6/30/10	LASALLE HOTEL PROP REIT CUSIP: 517942108 2000135	7,146.57	6,644.11	0.03	20.570	12.92	0.20
1,200.00 6/30/10	PARKWAY PROPERTIES INCORPORATED CUSIP: 70159Q104 2003202	23,888.13	17,484.00	0.07	14.570	360.00	2.06
450.00 6/30/10	REGENCY CENTERS CORPORATION (REIT) CUSIP: 758849103 2003202	15,222.06	15,480.00	0.06	34.400	832.50	5.38
3,357.00 6/30/10	VOYAGER LEARNING CORP (CVR) CUSIP: 929ESC960 2003202	1.00	0.00	0.00	0.000	0.00	0.00
2,100.00 6/30/10	WILLIS GROUP HOLDINGS PLC CUSIP: G96666105 2000138	55,667.19	63,105.00	0.24	30.050	2,184.00	3.46

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
900.00 6/30/10	WILLIS GROUP HOLDINGS PLC CUSIP: G96666105 2003202	22,041.93	27,045.00	0.10	30.050	936.00	3.46
TOTAL MISCELLANEOUS		155,997.20	163,278.82	0.62		4,325.42	2.65
TOTAL COMMON EQUITY SECURITIES		6,438,999.33	6,110,418.66	22.99		97,497.86	1.60

DOMESTIC EQUITY MUTUAL FUNDS

123,551.43 6/30/10	PIMCO COMMODITY RR STRATEGY FD -D CUSIP: 722005550 2000134	915,135.30	901,925.48	3.39	7.300	85,250.49	9.45
21,705.99 6/30/10	SPRUCEGROVE US GROUP TRUST CUSIP: 2309373Y8 910112150	402,750.54	842,693.82	3.17	38.823	0.00	0.00
39,528.55 6/30/10	VANGUARD INSTITUTIONAL INDEX #94 CUSIP: 922040100 910112127	3,701,427.47	3,727,147.45	14.03	94.290	86,686.12	2.33
TOTAL DOMESTIC EQUITY MUTUAL FUNDS		5,019,313.31	5,471,766.75	20.59		171,936.61	3.14

INTL EQUITY MUTUAL FUNDS

47,922.18 6/30/10	ARTISAN INTL FD INV CUSIP: 04314H204 2000134	962,000.00	845,826.55	3.18	17.650	11,788.86	1.39
29,512.14 6/30/10	DODGE & COX INTL STK FD CUSIP: 256206103 2000134	958,000.00	837,849.74	3.15	28.390	12,867.29	1.54

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
	TOTAL INTL EQUITY MUTUAL FUNDS	1,920,000.00	1,683,676.29	6.34		24,656.15	1.47
	BALANCED EQUITY MUTUAL FUNDS						
	52,571.86 CALAMOS CONVERTIBLE FUND - I 6/30/10 CUSIP: 128119864 2000134	866,425.07	894,772.99	3.37	17.020	40,322.61	4.51
	TOTAL BALANCED EQUITY MUTUAL FUNDS	866,425.07	894,772.99	3.37		40,322.61	4.51
	TOTAL EQUITIES	14,244,737.71	14,160,634.69	53.28		334,413.24	2.36
	TOTAL INVESTMENT PORTFOLIO	25,560,986.38	26,576,472.02	100.00		627,393.95	2.36
	ENDING ACCRUAL FOR PERIOD		75,843.49				
	TOTAL VALUE		26,652,315.51				

Retirement Plan for Bargaining Unit Employees of the Altoona Regional Health System

EIN 23-1352155 PN 002

Schedule H, Line 4j – Schedule of Reportable Transactions

Year Ended June 30, 2010

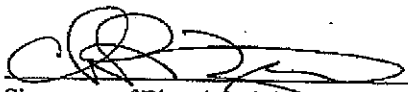
Identity	Description	Purchase Price	Selling Price	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain or (Loss)
Category (i) – Individual Transactions in Excess of 5% of Plan Assets						
M&T Bank	U.S. Treasury Money Market Fund	\$ 2,000,000	\$ -	\$ 2,000,000	\$ 2,000,000	\$ -
M&T Bank	U.S. Treasury Money Market Fund	-	1,859,991	1,859,991	1,859,991	-
M&T Bank	U.S. Treasury Money Market Fund	2,035,000	-	2,035,000	2,035,000	-
M&T Bank	U.S. Treasury Money Market Fund	1,712,739	-	1,712,739	1,712,739	-
M&T Bank	U.S. Treasury Money Market Fund	-	2,000,000	2,000,000	2,000,000	-
M&T Bank	U.S. Treasury Money Market Fund	1,209,864	-	1,209,864	1,209,864	-
M&T Bank	U.S. Treasury Money Market Fund	-	1,200,000	1,200,000	1,200,000	-
M&T Bank	Vanguard Institutional Index	-	1,209,864	1,007,694	1,209,864	202,170
Category (iii) – Series of Transactions in Excess of 5% of Plan Assets						
M&T Bank	U.S. Treasury Money Market Fund	-	12,979,957	12,979,957	12,979,957	-
M&T Bank	U.S. Treasury Money Market Fund	13,144,598	-	13,144,598	13,144,598	-
M&T Bank	Vanguard Institutional Index	130,400	-	130,400	130,400	-
M&T Bank	Vanguard Institutional Index	-	1,209,864	1,007,694	1,209,864	202,170

There were no (ii) or (iv) reportable transactions during the year.

Notice to Terminated Accountant

I, as plan administrator, verify that the explanation that is reproduced below is the explanation concerning your termination reported on the Schedule C (Form 5500) attached to the 2009 Form 5500 Annual Return/Report of Employee Benefit Plan, for the Retirement Plan for Bargaining Unit Employees of the Altoona Regional Health System. This Form 5500 is identified in line 2b by the nine-digit EIN 23-1352155 and in line 1b by the three-digit PN 002.

You have the opportunity to comment to the Department of Labor concerning any aspect of this explanation. Comments should include the name, EIN, and PN of the plan and be submitted to: Office of Enforcement, Employee Benefits Security Administration, U.S. Department of Labor, 200 Constitution Avenue, N.W., Washington, DC 20210.



Signature of Plan Administrator

4/15/11

Date

Explanation:

The firm's plan auditing services were terminated April 15, 2010.
There were no outstanding disputes or disagreements with Deloitte and Touche LLP.
The plan auditing service was put out for bid and a new accounting firm was selected.