

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	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 <u>07/01/2009</u> and ending <u>06/30/2010</u>	
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	<u>RETIREMENT PLAN FOR NON-BARG. UNIT EES OF THE ALTOONA REGIONAL HEALTH SYSTEM</u>	1b Three-digit plan number (PN) ▶	<u>001</u>
		1c Effective date of plan	<u>07/01/1963</u>
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.)	<u>ALTOONA REGIONAL HEALTH SYSTEM</u> <u>HOWARD AVENUE AND 7TH STREET</u> <u>ALTOONA, PA 16603</u>		
	2b Employer Identification Number (EIN)	<u>23-1352155</u>	
	2c Sponsor's telephone number	<u>814-889-4100</u>	
	2d Business code (see instructions)	<u>622000</u>	

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	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

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

Form 5500 (2009)
v.092307.1

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
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	2220
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	1203
b Retired or separated participants receiving benefits.....	6b	336
c Other retired or separated participants entitled to future benefits.....	6c	611
d Subtotal. Add lines 6a , 6b , and 6c	6d	2150
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	21
f Total. Add lines 6d and 6e	6f	2171
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	26
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
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)
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<div>SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Single-Employer Defined Benefit Plan Actuarial Information</div> <div>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).</div> <div>File as an attachment to Form 5500 or 5500-SF.</div>	<div>OMB No. 1210-0110</div> <div>2009</div> <div>This Form is Open to Public Inspection</div>
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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 NON-BARG. UNIT EES OF THE ALTOONA REGIONAL HEALTH SYSTEM	B Three-digit plan number (PN) 001
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 07 Day 01 Year 2009		
2 Assets:		
a Market value	2a	64453795
b Actuarial value	2b	70899174
3 Funding target/participant count breakdown	(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a 348	26538984
b For terminated vested participants	3b 605	11713161
c For active participants:		
(1) Non-vested benefits	3c(1)	129968
(2) Vested benefits	3c(2)	39374016
(3) Total active	3c(3) 1267	39503984
d Total	3d 2220	77756129
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	7.64 %
6 Target normal cost	6	3749255

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.

<div>SIGN HERE</div>	<div>04/11/2011</div>
<div>Signature of actuary</div>	<div>Date</div>
<div>JON KETZNER MAAA FCA</div>	<div>11-01826</div>
<div>Type or print name of actuary</div>	<div>Most recent enrollment number</div>
<div>CBIZ</div>	<div>301-777-1500</div>
<div>Firm name</div>	<div>Telephone number (including area code)</div>
<div>44 BALTIMORE STREET CUMBERLAND, MD 21502</div>	
<div>Address of the firm</div>	

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 ☐

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)	581624	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).....	581624	0
10 Interest on item 9 using prior year's actual return of <u>-9.87</u> %	-57406	
11 Prior year's excess contributions to be added to prefunding balance:		
a Excess contributions (Item 38 from prior year)		236254
b Interest on (a) using prior year's effective rate of <u>6.97</u> %		16467
c Total available at beginning of current plan year to add to prefunding balance		252721
d Portion of (c) to be added to prefunding balance.....		252721
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).....	524218	252721

Part III Funding percentages		
14 Funding target attainment percentage.....	14	90.18 %
15 Adjusted funding target attainment percentage.....	15	90.18 %
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	93.37 %
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	2165447				
04/15/2010	975000				
07/15/2010	975000				
10/15/2010	1100000				
01/14/2011	1100000				
03/15/2011	1750000				
			Totals ►	18(b)	8065447
				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	7381454
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No		
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☒ No		
c If 20a is "Yes," see instructions and complete the following table as applicable:		

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

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

21 Discount rate:				
a Segment rates:	1st segment: %	2nd segment: %	3rd segment: %	☒ N/A, full yield curve used
b Applicable month (enter code)				21b 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	3749255
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	2968526	620081
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	4369336
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	0	0
36 Additional cash requirement (item 34 minus item 35).....	36	4369336
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....	37	7381454
38 Interest-adjusted excess contributions for current year (see instructions).....	38	3012118
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 NON-BARG. UNIT EES OF THE ALTOONA REGIONAL HEALTH SYSTEM	B Three-digit plan number (PN) ▶ 001
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

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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 AND INSURANCE SERVICE

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	ACTUARY	108869	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	INVESTMENT MANAGER	17821	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	INVESTMENT MANAGER	24065	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	INVESTMENT MANAGER	15675	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	INVESTMENT MANAGER	18160	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	INVESTMENT MANAGER	14547	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?
21	TRUSTEE	153353	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
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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.	<small>OMB No. 1210-0110</small> 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		
A Name of plan RETIREMENT PLAN FOR NON-BARG. UNIT EES OF THE ALTOONA REGIONAL HEALTH SYSTEM	B Three-digit plan number (PN) ►	001
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	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	3799553	4925000
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	243881	211981
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	6442660	7308867
(2) U.S. Government securities.....	1c(2)	11768284	9109125
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	6955748	0
(B) All other.....	1c(3)(B)		8574608
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	
(B) Common	1c(4)(B)	12538789	15916191
(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)	22883423	30355060
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	-2495	

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	64629843	76400832

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		819951
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	819951

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	64629843	75580881
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	8065447	
(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)		8065447

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	1536	
(B) U.S. Government securities	2b(1)(B)	433989	
(C) Corporate debt instruments	2b(1)(C)	362071	
(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)		797596

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	129967	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	666886	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		796853

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

(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	22361437	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	20419259	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		1942178

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)	760971	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		760971
(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)		2113218
c Other income.....	2c		18916
d Total income. Add all income amounts in column (b) and enter total.....	2d		14495179

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2880892	
(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)		2880892
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)	198681	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	262925	
(4) Other	2i(4)	201643	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		663249
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		3544141

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		10951038
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 NON-BARG. UNIT EES OF THE ALTOONA REGIONAL HEALTH SYSTEM</u>	B Three-digit plan number (PN) ▶ <u>001</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>4</u>

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ 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 Non-Bargaining Unit Employees of the
Altoona Regional Health System**

EIN 23-1352155 PN 001

Accountants' Report and Financial Statements

June 30, 2010 and 2009

Retirement Plan for Non-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 Non-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 Non-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 Non-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 Non-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	\$ 5,976,346	\$ 6,766,633
U.S. government agencies	3,132,779	5,001,651
Corporate and foreign bonds	8,574,608	6,955,748
Closed-end, fixed-income securities	6,524,790	5,832,554
Common and preferred equity securities	15,916,191	12,538,789
Mutual funds	23,830,270	17,050,869
Cash and cash equivalents	7,308,867	6,442,660
Options and futures	-	(2,495)
	<u>71,263,851</u>	<u>60,586,409</u>
Receivables		
Employer's contribution	4,925,000	3,799,553
Accrued income receivable	211,981	243,881
	<u>5,136,981</u>	<u>4,043,434</u>
Total assets	<u>76,400,832</u>	<u>64,629,843</u>

Liabilities

Due to brokers	<u>819,951</u>	<u>-</u>
Total liabilities	<u>819,951</u>	<u>-</u>
Net Assets Available for Benefits, At Fair Value	<u><u>\$ 75,580,881</u></u>	<u><u>\$ 64,629,843</u></u>

Retirement Plan for Non-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	\$ 4,835,284	\$ (7,619,332)
Interest and dividend income	<u>1,594,449</u>	<u>1,118,969</u>
Net investment income (loss)	6,429,733	(6,500,363)
Employer Contributions	<u>8,065,447</u>	<u>3,799,553</u>
Total additions	<u>14,495,180</u>	<u>(2,700,810)</u>
Deductions		
Benefits paid directly to participants	2,880,892	2,783,896
Administrative expenses	<u>663,250</u>	<u>467,541</u>
Total deductions	<u>3,544,142</u>	<u>3,251,437</u>
Net Increase (Decrease)	10,951,038	(5,952,247)
Net Assets Available for Benefits, Beginning of Year	<u>64,629,843</u>	<u>70,582,090</u>
Net Assets Available for Benefits, End of Year	<u><u>\$ 75,580,881</u></u>	<u><u>\$ 64,629,843</u></u>

Retirement Plan for Non-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 Retirement Plan for Non-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 nonunion 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 worked. 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 Non-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 Non-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 Plan's 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 available for benefits, disclosure of contingent assets and liabilities and the actuarial present value of accumulated plan benefits 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 administrative committee 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 Non-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 statements 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 Non-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	\$ 140,400	\$ 5,976,346
U.S. government agencies	(7,549)	3,132,779
Corporate and foreign bonds	471,658	8,574,608
Closed-end, fixed-income securities	692,236	6,524,790
Common and preferred equity securities	2,073,370	15,916,191
Mutual funds	1,469,669	23,830,270
Cash and cash equivalents	-	7,308,867
Options and futures	(4,500)	-
	\$ 4,835,284	\$ 71,263,851

	2009	
	Net Appreciation (Depreciation) in Fair Value During Year	Fair Value at End of Year
U.S. Treasury obligations	\$ 299,188	\$ 6,766,633
U.S. government agencies	185,902	5,001,651
Corporate and foreign bonds	78,489	6,955,748
Closed-end, fixed-income securities	472,404	5,832,554
Common and preferred equity securities	(4,018,692)	12,538,789
Mutual funds	(4,636,623)	17,050,869
Cash and cash equivalents	-	6,442,660
Options and futures	-	(2,495)
	\$ (7,619,332)	\$ 60,586,409

Retirement Plan for Non-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	\$ 6,524,790	\$ 5,832,554
Vanguard Institutional Index #94	9,910,095	11,553,846
MTB U.S. Treasury Money Market Fund #958	6,808,408	3,787,100

Interest and dividends realized on the Plan's investments for the years ended 2010 and 2009 were \$1,594,449 and \$1,118,969, 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	\$ 26,236,333	\$ 21,521,384
Other participants	53,100,111	64,466,917
	<u>79,336,444</u>	<u>85,988,301</u>
Nonvested benefits	331,597	391,883
	<u>331,597</u>	<u>391,883</u>
Total actuarial present value of accumulated plan benefits	<u>\$ 79,668,041</u>	<u>\$ 86,380,184</u>

Retirement Plan for Non-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:

	<u>2010</u>	<u>2009</u>
Actuarial present value of accumulated plan benefits, beginning of year	\$ 86,380,184	\$ 77,623,403
Increase (decrease) during the year attributable to		
Interest due to the decrease in the discount period	5,321,988	4,779,207
Change in actuarial assumptions	(12,478,360)	3,726,881
Benefits accumulated	3,325,121	3,036,086
Benefits paid	<u>(2,880,892)</u>	<u>(2,785,393)</u>
Net increase (decrease)	<u>(6,712,143)</u>	<u>8,756,781</u>
Actuarial present value of accumulated plan benefits, end of year	<u>\$ 79,668,041</u>	<u>\$ 86,380,184</u>

Significant assumptions underlying the actuarial computations are:

	<u>2010</u>	<u>2009</u>
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 Non-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 \$159,999 and \$126,433 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 and Liabilities

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 Non-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:

	Fair Value	2010 Fair Value Measurements Using		
		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	\$ 5,976,346	\$ 5,976,346	-	-
U.S. government agencies	3,132,779	-	3,132,779	-
Corporate and foreign bonds	8,574,608	-	8,574,608	-
Closed-end, fixed-income securities	6,524,790	6,524,790	-	-
Common and preferred equity securities				
Consumer	3,217,123	3,217,123	-	-
Energy	1,319,248	1,319,248	-	-
Financial	2,717,542	2,717,542	-	-
Health Care	1,888,304	1,888,304	-	-
Information Technology	3,219,941	3,219,941	-	-
Industrials	2,205,806	2,205,806	-	-
Other	1,348,227	1,348,227	-	-
Mutual funds				
Taxable fixed income	2,541,187	2,541,187	-	-
Domestic	14,254,434	14,254,434	-	-
International	4,675,941	4,675,941	-	-
Balanced	2,358,708	2,358,708	-	-
Cash and cash equivalents	7,308,867	7,308,867	-	-

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

Notes to Financial Statements

June 30, 2010 and 2009

		2009		
		Fair Value Measurements Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	Fair Value			
U.S. Treasury obligations	\$ 6,766,633	\$ 6,766,633	-	-
U.S. government agencies	5,001,651	-	5,001,651	-
Corporate and foreign bonds	6,955,748	-	6,955,748	-
Closed-end, fixed-income securities	5,832,554	-	5,832,554	-
Common and preferred equity securities				
Consumer	2,599,237	2,599,237	-	-
Energy	912,947	912,947	-	-
Financial	2,150,723	2,150,723	-	-
Health Care	1,729,041	1,729,041	-	-
Information Technology	2,765,222	2,765,222	-	-
Industrials	1,317,077	1,317,077	-	-
Other	1,064,542	1,064,542	-	-
Mutual funds				
Taxable fixed income	1,295,668	1,295,668	-	-
Domestic	14,508,616	14,508,616	-	-
Balanced	1,246,585	1,246,585	-	-
Cash and cash equivalents	6,442,660	6,442,660	-	-
Options and futures	(2,495)	(2,495)	-	-

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 Non-Bargaining Unit Employees of the Altoona Regional Health System

EIN 23-1352155 PN 001

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	\$ 4,900,000	\$ -	\$ 4,900,000	\$ 4,900,000	\$ -
M&T Bank	U.S. Treasury Money Market Fund	-	5,189,955	5,189,955	5,189,955	-
M&T Bank	U.S. Treasury Money Market Fund	5,965,000	-	5,965,000	5,965,000	-
M&T Bank	U.S. Treasury Money Market Fund	4,118,847	-	4,118,847	4,118,847	-
M&T Bank	U.S. Treasury Money Market Fund	-	4,900,000	4,900,000	4,900,000	-
M&T Bank	U.S. Treasury Money Market Fund	3,629,593	-	3,629,593	3,629,593	-
M&T Bank	U.S. Treasury Money Market Fund	-	3,600,000	3,600,000	3,600,000	-
M&T Bank	Vanguard Institutional Index	-	3,629,593	3,023,032	3,629,593	606,561
Category (iii) – Series of Transactions in Excess of 5% of Plan Assets						
M&T Bank	U.S. Treasury Money Market Fund	\$34,629,590	\$ -	\$ 34,629,590	\$ 34,629,590	\$ -
M&T Bank	U.S. Treasury Money Market Fund	-	34,318,468	34,318,468	34,318,468	-
M&T Bank	Vanguard Institutional Index	-	3,629,593	3,023,032	3,629,593	606,561

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

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

EIN 23-1352155 PN 001

Schedule H, Line 4i – Schedule of Investment 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	\$ 5,518,161	\$ 5,976,346
U.S. government agencies	See Attached	2,908,896	3,132,779
Corporate and foreign bonds	See Attached	8,103,649	8,574,608
Closed-end, fixed-income securities	See Attached	5,000,000	6,524,790
Common and preferred equity securities	See Attached	16,784,103	15,916,191
Mutual funds	See Attached	23,091,991	23,830,270
*Cash and cash equivalents	See Attached	7,308,867	7,308,867
Options and futures	See Attached	-	-
		<u>\$ 68,715,667</u>	<u>\$ 71,263,851</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							

-11,022.16	PENDING CASH	-11,022.16	-11,022.16	-0.01			
2000130							
-44,499.97	PENDING CASH	-44,499.97	-44,499.97	-0.06			
2000132							
-95,933.14	PENDING CASH	-95,933.14	-95,933.14	-0.14			
2000133							
-403,496.00	PENDING CASH	-403,496.00	-403,496.00	-0.57			
910118108							
-265,000.00	PENDING CASH	-265,000.00	-265,000.00	-0.38			
910118124							
130.48	PRINCIPAL CASH	130.48	130.48	0.00			
2000132							
329.00	PRINCIPAL CASH	329.00	329.00	0.00			
2000133							
TOTAL CASH							
		-819,491.79	-819,491.79	-1.16		0.00	0.00
		-----		-----		-----	

MONEY MARKET FUNDS							

3,736,568.74	MTB US TREAS MMKT-INST I-FD #958	3,736,568.74	3,736,568.74	5.31	1.000	373.66	0.01
8/08/03	CUSIP: 55376V846						
2000129							
53,864.93	MTB US TREAS MMKT-INST I-FD #958	53,864.93	53,864.93	0.08	1.000	5.39	0.01
8/08/03	CUSIP: 55376V846						
2000130							
346,607.57	MTB US TREAS MMKT-INST I-FD #958	346,607.57	346,607.57	0.49	1.000	34.66	0.01
8/08/03	CUSIP: 55376V846						
2000132							

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
354,034.08 8/08/03	MTB US TREAS MKMT-INST I-FD #958 CUSIP: 55376V846 2000133	354,034.08	354,034.08	0.50	1.000	35.40	0.01
53,385.13 8/08/03	MTB US TREAS MKMT-INST I-FD #958 CUSIP: 55376V846 2003201	53,385.13	53,385.13	0.08	1.000	5.34	0.01
1,944,175.26 8/08/03	MTB US TREAS MKMT-INST I-FD #958 CUSIP: 55376V846 910118108	1,944,175.26	1,944,175.26	2.76	1.000	194.42	0.01
315,406.52 8/08/03	MTB US TREAS MKMT-INST I-FD #958 CUSIP: 55376V846 910118124	315,406.52	315,406.52	0.45	1.000	31.54	0.01
4,365.71 8/08/03	MTB US TREAS MKMT-INST I-FD #958 CUSIP: 55376V846 910118157	4,365.71	4,365.71	0.01	1.000	0.44	0.01
TOTAL MONEY MARKET FUNDS		6,808,407.94	6,808,407.94	9.67		680.84	0.01

CASH EQUIVALENTS							
500,000.00 4/12/10	FCAR OWNER I IB-CP CUSIP: 3024AEXT7 910118108	500,000.00	500,000.00	0.71	100.000	1,500.00	0.30
TOTAL CASH EQUIVALENTS		500,000.00	500,000.00	0.71		1,500.00	0.30
TOTAL CASH & CASH EQUIVALENTS		6,488,916.15	6,488,916.15	9.21		2,180.84	0.03

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							

570,835.00 6/30/10	TSY INFL SERIES IX CUSIP: 912828DH0 910118108	566,003.62	602,590.55	0.86	105.563	9,276.07	1.54
593,465.00 6/30/10	TSY INFL SERIES IX CUSIP: 912828BD1 910118108	595,360.63	627,725.73	0.89	105.773	11,127.47	1.77
606,220.00 6/30/10	TSY INFL SERIES IX CUSIP: 912828AF7 910118108	631,546.79	644,915.02	0.92	106.383	18,186.60	2.82
500,000.00 6/30/10	US TREASURY NOTE CUSIP: 912828EG1 910118108	490,384.77	503,790.00	0.72	100.758	19,375.00	3.85
500,000.00 6/30/10	US TREASURY NOTE CUSIP: 912828DM9 910118108	478,427.74	551,835.00	0.78	110.367	20,000.00	3.63
350,000.00 6/30/10	US TREASURY NOTE CUSIP: 912828BR0 910118108	341,810.55	385,983.50	0.55	110.281	14,875.00	3.85
500,000.00 6/30/10	US TREASURY NOTE CUSIP: 912828EW6 910118108	496,484.38	565,900.00	0.80	113.180	22,500.00	3.98
500,000.00 6/30/10	US TREASURY NOTE CUSIP: 912828CJ7 910118108	502,968.75	564,065.00	0.80	112.813	23,750.00	4.21
500,000.00 6/30/10	US TREASURY NOTE CUSIP: 9128277L0 910118108	503,300.78	535,665.00	0.76	107.133	24,375.00	4.55
250,000.00 6/30/10	US TREASURY NOTE CUSIP: 912828FD7 910118108	249,521.48	259,375.00	0.37	103.750	12,187.50	4.70
500,000.00 6/30/10	US TREASURY NOTE CUSIP: 912828FF2 910118108	512,773.44	583,475.00	0.83	116.695	25,625.00	4.39

ASSET STATEMENT
AS OF 6/30/10
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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: 9128276J6 910118108	149,578.12	151,026.00	0.22	100.684	8,625.00	5.71
TOTAL U.S. TREASURY OBLIGATIONS							
		5,518,161.05	5,976,345.80	8.48		209,902.64	3.51

U.S. GOVERNMENT AGENCIES

250,000.00 6/30/10	FED HOME LN BK CUSIP: 3133MBZE0 910118108	249,012.50	251,952.50	0.36	100.781	17,187.50	6.82
250,000.00 6/30/10	FED HOME LN MTG CUSIP: 3134A4UX0 910118108	243,712.50	278,750.00	0.40	111.500	11,250.00	4.04
250,000.00 6/30/10	FED HOME LN MTG CUSIP: 3134A4VJ0 910118108	248,183.38	256,015.00	0.36	102.406	11,875.00	4.64
250,000.00 6/30/10	FED HOME LN MTG CUSIP: 3134A4UK8 910118108	247,720.00	279,452.50	0.40	111.781	12,187.50	4.36
200,000.00 6/30/10	FED HOME LN MTG CUSIP: 3134A4UU6 910118108	200,056.00	225,312.00	0.32	112.656	10,000.00	4.44
250,000.00 6/30/10	FED HOME LN MTG CUSIP: 3134A4QD9 910118108	250,732.50	272,577.50	0.39	109.031	12,812.50	4.70
250,000.00 6/30/10	FED HOME LN MTG CUSIP: 3137EAAJ8 910118108	249,632.50	286,172.50	0.41	114.469	12,812.50	4.48
250,000.00 6/30/10	FED NATL MTG ASSN CUSIP: 31398AUJ9 910118108	257,853.00	262,422.50	0.37	104.969	7,187.50	2.74
250,000.00 6/30/10	FED NATL MTG ASSN CUSIP: 31398AHZ8 910118108	251,040.00	272,500.00	0.39	109.000	11,875.00	4.36

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
250,000.00 6/30/10	FED NATL MTG ASSN CUSIP: 31359MZL0 910118108	246,085.06	255,312.50	0.36	102.125	11,875.00	4.65
250,000.00 6/30/10	FED NATL MTG ASSN CUSIP: 31359MW41 910118108	254,985.00	287,500.00	0.41	115.000	13,125.00	4.57
200,000.00 6/30/10	FED NATL MTG ASSN CUSIP: 31359MGJ6 910118108	209,884.00	204,812.00	0.29	102.406	13,250.00	6.47
TOTAL U.S. GOVERNMENT AGENCIES		2,908,896.44	3,132,779.00	4.45		145,437.50	4.64

CORPORATE & FOREIGN BONDS

400,000.00 6/30/10	BB&T CORP CUSIP: 05531FAF0 910118108	399,512.00	410,448.00	0.58	102.612	15,800.00	3.85
400,000.00 6/30/10	CATERPILLAR FNL SVC CUSIP: 14912L4L2 910118108	399,848.00	404,636.00	0.58	101.159	8,000.00	1.98
400,000.00 6/30/10	CITIGROUP INC CUSIP: 172967BP5 910118108	398,432.00	412,208.00	0.59	103.052	22,500.00	5.46
400,000.00 6/30/10	COX COMMUNICATIONS CUSIP: 224044BM8 910118108	386,412.00	441,512.00	0.63	110.378	21,800.00	4.94
400,000.00 6/30/10	DUPONT EI DE NEMOURS CUSIP: 263534BY4 910118108	403,024.00	417,288.00	0.59	104.322	13,000.00	3.12
400,000.00 6/30/10	ELI LILLY & CO CUSIP: 532457AU2 910118108	395,864.00	435,640.00	0.62	108.910	24,000.00	5.51
400,000.00 6/30/10	GEN ELEC CAP CORP CUSIP: 36962GT38 910118108	411,268.00	419,060.00	0.60	104.765	20,000.00	4.77

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400,000.00 6/30/10	GEN ELEC CAP CORP CUSIP: 36962G2S2 910118108	393,680.00	406,400.00	0.58	101.600	20,000.00	4.92
400,000.00 6/30/10	GENERAL DYNAMICS CUSIP: 369550AK4 910118108	399,184.00	431,212.00	0.61	107.803	17,000.00	3.94
400,000.00 6/30/10	GOLDMAN SACHS GROUP CUSIP: 38141GEA8 910118108	394,332.00	420,176.00	0.60	105.044	20,500.00	4.88
400,000.00 6/30/10	HONEYWELL INTL CUSIP: 438516AW6 910118108	413,432.00	431,124.00	0.61	107.781	17,000.00	3.94
400,000.00 6/30/10	HSBC FINANCE CORP CUSIP: 40429CFN7 910118108	401,264.00	428,208.00	0.61	107.052	22,000.00	5.14
400,000.00 6/30/10	IBM CORPORATION CUSIP: 459200GJ4 910118108	406,120.00	464,912.00	0.66	116.228	22,800.00	4.91
400,000.00 6/30/10	JOHN DEERE CAP CORP CUSIP: 24422EQX0 910118108	403,496.00	402,168.00	0.57	100.542	7,500.00	1.87
400,000.00 6/30/10	MERCK & CO INC CUSIP: 589331AN7 910118108	407,732.00	444,928.00	0.63	111.232	20,000.00	4.50
250,000.00 6/30/10	MORGAN STANLEY 0.55438% CUSIP: 617446YT0 910118108	250,722.75	248,402.50	0.35	99.361	1,385.95	0.56
400,000.00 6/30/10	MORGAN STANLEY 2.93019% CUSIP: 61747YCQ6 910118108	398,856.00	401,432.00	0.57	100.358	11,720.76	2.92
400,000.00 6/30/10	VERIZON COMM CUSIP: 92343VAG9 910118108	415,132.00	443,740.00	0.63	110.935	22,000.00	4.96
250,000.00 6/30/10	WACHOVIA CORP CUSIP: 929903BJ0 910118108	247,860.00	256,165.00	0.36	102.466	13,375.00	5.22
400,000.00 6/30/10	WAL-MART STORES INC CUSIP: 931142CR2 910118108	398,658.00	414,872.00	0.59	103.718	11,500.00	2.77

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400,000.00 6/30/10	XTO ENERGY INC 4.900% 2/01/14 CUSIP: 98385XAD8 910118108	378,820.00	440,076.00	0.63	110.019	19,600.00	4.45
TOTAL CORPORATE & FOREIGN BONDS							
		8,103,648.75	8,574,607.50	12.17		351,481.71	4.10
TAXABLE FIXED INCOME FUNDS							
99,732.64 6/30/10	VANGUARD INFLATION-PROTECTED SEC FD CUSIP: 922031737 2000129	2,407,376.05	2,541,187.79	3.61	25.480	67,419.27	2.65
TOTAL TAXABLE FIXED INCOME FUNDS							
		2,407,376.05	2,541,187.79	3.61		67,419.27	2.65
CLOSED-END FIXED INCOME FUNDS							
467,726.85 6/30/10	JPMCB CORE BOND FUND CUSIP: 4812990A4 2000129	5,000,000.00	6,524,789.53	9.26	13.950	0.00	0.00
TOTAL CLOSED-END FIXED INCOME FUNDS							
		5,000,000.00	6,524,789.53	9.26		0.00	0.00
TOTAL FIXED INCOME							
		23,938,082.29	26,749,709.62	37.97		774,241.12	2.90

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EQUITIES							
=====							
COMMON EQUITY SECURITIES							

MATERIALS							

1,031.00 6/30/10	BALCHEM CORPORATION CLASS B CUSIP: 057665200 2000130	18,042.68	25,775.00	0.04	25.000	75.26	0.29
1,788.00 6/30/10	BUCKEYE TECHNOLOGIES INC CUSIP: 118255108 2000130	18,597.65	17,790.60	0.03	9.950	0.00	0.00
1,000.00 6/30/10	EASTMAN CHEMICAL COMPANY COM CUSIP: 277432100 2000132	61,411.26	53,360.00	0.08	53.360	1,760.00	3.30
1,320.00 6/30/10	ECOLAB INC COM CUSIP: 278865100 2000132	59,427.06	59,281.20	0.09	44.910	818.40	1.38
382.00 6/30/10	GREIF INC CL A CUSIP: 397624107 2000130	22,468.36	21,216.28	0.03	55.540	641.76	3.03
444.00 6/30/10	RAYONIER INC COM CUSIP: 754907103 2000130	14,294.32	19,544.88	0.03	44.020	888.00	4.54
916.00 6/30/10	ROCK-TENN COMPANY CLASS A CUSIP: 772739207 2000130	42,532.35	45,497.72	0.07	49.670	549.60	1.21
11,000.00 6/30/10	SEALED AIR CORP NEW COM CUSIP: 81211K100 2000133	238,614.31	216,920.00	0.31	19.720	5,280.00	2.44
1,965.00 6/30/10	SOLUTIA INC CUSIP: 834376501 2000130	28,131.22	25,741.50	0.04	13.100	0.00	0.00
251.00 6/30/10	STEPAN COMPANY CUSIP: 858586100 2000130	13,110.87	17,175.93	0.03	68.430	240.96	1.40

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TOTAL MATERIALS		516,630.08	502,303.11	0.71		10,253.98	2.04
		-----	-----	-----		-----	-----
	INDUSTRIALS						

1,266.00	ACTUANT CORP CL A NEW	27,296.19	23,838.78	0.03	18.830	50.64	0.21
6/30/10	CUSIP: 00508X203						
	2000130						
2,044.00	APAC CUSTOMER SERVICES INC	12,187.60	11,650.80	0.02	5.700	0.00	0.00
6/30/10	CUSIP: 00185E106						
	2000130						
1,304.00	APOGEE ENTERPRISES INC	17,398.22	14,122.32	0.02	10.830	425.10	3.01
6/30/10	CUSIP: 037598109						
	2000130						
4,200.00	AVERY DENNISON CORP COM	159,543.59	134,946.00	0.19	32.130	3,360.00	2.49
6/30/10	CUSIP: 053611109						
	2000133						
452.00	CARDTRONICS INC	5,968.39	5,857.92	0.01	12.960	0.00	0.00
6/30/10	CUSIP: 14161H108						
	2000130						
1,365.00	CATERPILLAR INC	80,158.94	81,995.55	0.12	60.070	2,402.40	2.93
6/30/10	CUSIP: 149123101						
	2000132						
1,225.00	CHART INDUSTRIES INC	25,312.68	19,085.50	0.03	15.580	0.00	0.00
6/30/10	CUSIP: 16115Q308						
	2000130						
380.00	COINSTAR INCORPORATED	20,809.32	16,328.60	0.02	42.970	0.00	0.00
6/30/10	CUSIP: 19259P300						
	2000130						
2,800.00	COLFAX CORPORATION	31,236.42	29,148.00	0.04	10.410	0.00	0.00
6/30/10	CUSIP: 194014106						
	2003201						
2,830.00	DANAHER CORP COM	85,731.38	105,049.60	0.15	37.120	226.40	0.22
6/30/10	CUSIP: 235851102						
	2000132						
612.00	DIAMOND MGMT & TECH CONSULTANTS	5,988.67	6,309.72	0.01	10.310	220.32	3.49
6/30/10	CUSIP: 25269L106						
	2000130						

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699.00 6/30/10	DIEBOLD INC CUSIP: 253651103 2000130	19,775.43	19,047.75	0.03	27.250	754.92	3.96
1,320.00 6/30/10	DST SYSTEMS INC COM CUSIP: 233326107 2003201	49,684.48	47,704.80	0.07	36.140	792.00	1.66
1,094.00 6/30/10	EMCOR GROUP INC CUSIP: 29084Q100 2000130	30,329.83	25,347.98	0.04	23.170	0.00	0.00
2,080.00 6/30/10	EMERSON ELECTRIC CO CUSIP: 291011104 2000132	101,812.37	90,875.20	0.13	43.690	2,787.20	3.07
947.00 6/30/10	ENERSYS CUSIP: 29275Y102 2000130	18,227.95	20,237.39	0.03	21.370	0.00	0.00
800.00 6/30/10	FEDEX CORP COM CUSIP: 31428X106 2000133	46,920.96	56,088.00	0.08	70.110	384.00	0.69
18,500.00 6/30/10	FLEXTRONICS INTL LTD CUSIP: Y2573F102 2000133	170,660.13	103,600.00	0.15	5.600	0.00	0.00
0.50 6/30/10	FORWARD AIR CORP CUSIP: 349853101 2000130	12.94	13.63	0.00	27.260	0.14	1.03
7,500.00 6/30/10	GENERAL ELECTRIC COMPANY CUSIP: 369604103 2000133	215,956.50	108,150.00	0.15	14.420	3,000.00	2.77
2,025.00 6/30/10	GRANITE CONSTRUCTION INCORPORATED CUSIP: 387328107 2003201	63,807.99	47,749.50	0.07	23.580	1,053.00	2.21
1,729.00 6/30/10	GRIFFON CORPORATION CUSIP: 398433102 2000130	21,593.61	19,122.74	0.03	11.060	0.00	0.00
2,600.00 6/30/10	HERMAN MILLER INC CUSIP: 600544100 2003201	33,756.18	49,062.00	0.07	18.870	228.80	0.47
969.00 6/30/10	HEWITT ASSOCIATES INC CUSIP: 42822Q100 2000130	34,157.02	33,391.74	0.05	34.460	0.00	0.00

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499.00 6/30/10	HOUSTON WIRE & CABLE CO CUSIP: 44244K109 2000130	5,582.91	5,414.15	0.01	10.850	169.66	3.13
620.00 6/30/10	IHS INC CL A CUSIP: 451734107 2000130	33,151.80	36,220.40	0.05	58.420	0.00	0.00
1,864.00 6/30/10	INGERSOLL-RAND PUBLIC LTD CO CUSIP: G47791101 2000132	54,455.55	64,289.36	0.09	34.490	521.92	0.81
4,700.00 6/30/10	INGERSOLL-RAND PUBLIC LTD CO CUSIP: G47791101 2000133	167,540.95	162,103.00	0.23	34.490	1,316.00	0.81
2,219.00 6/30/10	INTERVAL LEISURE GROUP INC CUSIP: 46113M108 2000130	27,711.04	27,626.55	0.04	12.450	0.00	0.00
1,800.00 6/30/10	LOCKHEED MARTIN CORPORATION COM CUSIP: 539830109 2000133	130,629.48	134,100.00	0.19	74.500	4,536.00	3.38
5,800.00 6/30/10	MASCO CORP CUSIP: 574599106 2000133	121,675.00	62,408.00	0.09	10.760	1,740.00	2.79
808.00 6/30/10	MEDASSETS INC CUSIP: 584045108 2000130	19,535.41	18,648.64	0.03	23.080	0.00	0.00
2,700.00 6/30/10	MUELLER INDS INC COM CUSIP: 624756102 2003201	67,662.86	66,420.00	0.10	24.600	1,080.00	1.63
1,000.00 6/30/10	NORTHROP GRUMMAN CORP CUSIP: 666807102 2000133	59,989.80	54,440.00	0.08	54.440	1,880.00	3.45
1,092.00 6/30/10	ORBITAL SCIENCE CORP CUSIP: 685564106 2000130	17,461.96	17,220.84	0.03	15.770	0.00	0.00
1,630.00 6/30/10	ROPER INDUSTRIES INC CUSIP: 776696106 2000132	72,933.33	91,214.80	0.13	55.960	619.40	0.68
2,600.00 6/30/10	SAIC INC CUSIP: 78390X101 2003201	48,300.31	43,524.00	0.06	16.740	0.00	0.00

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987.00 6/30/10	SPIRIT AEROSYSTEMS HOLD-CL A CUSIP: 848574109 2000130	19,175.34	18,812.22	0.03	19.060	0.00	0.00
519.00 6/30/10	TELEDYNE TECHNOLOGIES INC COM CUSIP: 879360105 2000130	18,436.43	20,023.02	0.03	38.580	0.00	0.00
1,595.00 6/30/10	TYCO INTERNATIONAL LTD CUSIP: H89128104 2000132	53,928.93	56,191.85	0.08	35.230	1,218.58	2.17
1,175.00 6/30/10	UNION PACIFIC CORP COM CUSIP: 907818108 2000132	75,475.89	81,674.25	0.12	69.510	1,551.00	1.90
1,406.00 6/30/10	UNITED TECHNOLOGIES CORP COM CUSIP: 913017109 2000132	100,344.53	91,263.46	0.13	64.910	2,390.20	2.62
2,800.00 6/30/10	VIAD CORP CUSIP: 92552R406 2003201	46,890.72	49,420.00	0.07	17.650	448.00	0.91
688.00 6/30/10	WOODWARD GOVERNOR CO COM CUSIP: 980745103 2000130	19,461.70	17,564.64	0.03	25.530	165.12	0.94
623.00 6/30/10	WRIGHT EXPRESS CORP CUSIP: 98233Q105 2000130	20,433.55	18,503.10	0.03	29.700	0.00	0.00
TOTAL INDUSTRIALS		2,459,104.28	2,205,805.80	3.13		33,320.80	1.51
TELECOMMUNICATION SERVICES							
1,400.00 6/30/10	NII HOLDINGS INC-CL B CUSIP: 62913F201 2003201	53,176.86	45,528.00	0.07	32.520	0.00	0.00
TOTAL TELECOMMUNICATION SERVICES		53,176.86	45,528.00	0.07		0.00	0.00
CONSUMER DISCRETIONARY							

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970.00 6/30/10	BEACON ROOFING SUPPLY INC CUSIP: 073685109 2000130	19,972.41	17,479.40	0.03	18.020	0.00	0.00
2,310.00 6/30/10	BED BATH & BEYOND INC COM CUSIP: 075896100 2000132	85,739.41	85,654.80	0.12	37.080	0.00	0.00
7,500.00 6/30/10	BLOCK H & R INC CUSIP: 093671105 2000133	126,895.31	117,675.00	0.17	15.690	4,500.00	3.83
5,416.00 6/30/10	CAMBIUM LEARNING GROUP INC CUSIP: 13201A107 2003201	67,945.41	19,497.60	0.03	3.600	0.00	0.00
3,990.00 6/30/10	CBS CORP CL B CUSIP: 124857202 2000132	33,505.24	51,590.70	0.07	12.930	798.00	1.55
789.00 6/30/10	CHEROKEE INC CUSIP: 16444H102 2000130	23,923.68	13,491.90	0.02	17.100	1,199.28	8.89
4,800.00 6/30/10	CHICOS FAS INC CUSIP: 168615102 2003201	9,804.56	47,424.00	0.07	9.880	768.00	1.62
741.00 6/30/10	DREAMWORKS ANIMATION SKG INC-A CUSIP: 26153C103 2000130	26,610.70	21,155.55	0.03	28.550	0.00	0.00
10,300.00 6/30/10	EXIDE TECHNOLOGIES CUSIP: 302051206 2003201	40,178.33	53,560.00	0.08	5.200	0.00	0.00
532.00 6/30/10	FOSSIL INC CUSIP: 349882100 2000130	19,983.90	18,460.40	0.03	34.700	0.00	0.00
3,500.00 6/30/10	HOME DEPOT INC COM CUSIP: 437076102 2000133	118,913.35	98,245.00	0.14	28.070	3,307.50	3.37
213.00 6/30/10	HSN INCORPORATED CUSIP: 404303109 2000130	3,988.77	5,112.00	0.01	24.000	0.00	0.00
14,745.00 6/30/10	INTERPUBLIC GROUP COS INC COM CUSIP: 460690100 2003201	107,118.68	105,131.85	0.15	7.130	0.00	0.00

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970.00 6/30/10	JOHN WILEY & SONS INC CUSIP: 968223206 2000130	36,507.59	37,509.90	0.05	38.670	620.80	1.66
5,300.00 6/30/10	KB HOME COM CUSIP: 48666K109 2000133	170,859.49	58,300.00	0.08	11.000	1,325.00	2.27
1,300.00 6/30/10	KOHL'S CORP COM CUSIP: 500255104 2000133	61,564.28	61,750.00	0.09	47.500	0.00	0.00
1,441.00 6/30/10	LEGGETT & PLATT INC CUSIP: 524660107 2000130	32,606.71	28,906.46	0.04	20.060	1,498.64	5.19
7,100.00 6/30/10	MACY'S INC CUSIP: 55616P104 2000133	194,421.62	127,090.00	0.18	17.900	1,420.00	1.12
3,580.00 6/30/10	MATTEL INC CUSIP: 577081102 2000132	78,750.14	75,752.80	0.11	21.160	2,685.00	3.55
6,500.00 6/30/10	MC GRAW HILL COMPANIES INC CUSIP: 580645109 2000133	169,899.51	182,910.00	0.26	28.140	6,110.00	3.34
2,616.00 6/30/10	MDC PARTNERS INC CUSIP: 552697104 2000130	23,898.00	27,938.88	0.04	10.680	0.00	0.00
1,114.00 6/30/10	NATIONAL CINEMEDIA INC CUSIP: 635309107 2000130	21,450.84	18,559.24	0.03	16.660	802.08	4.32
1,695.00 6/30/10	NORDSTROM INC COM CUSIP: 655664100 2000132	64,161.85	54,562.05	0.08	32.190	1,356.00	2.49
4,255.00 6/30/10	THE DIRECTV GROUP HLDGS CL A CUSIP: 25490A101 2000132	123,272.26	144,329.60	0.21	33.920	0.00	0.00
1,655.00 6/30/10	URBAN OUTFITTERS INC CUSIP: 917047102 2000132	63,462.21	56,915.45	0.08	34.390	0.00	0.00
1,084.00 6/30/10	WABCO HOLDINGS INC CUSIP: 92927K102 2000130	30,831.34	34,124.32	0.05	31.480	0.00	0.00

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
1,489.00 6/30/10	WOLVERINES WORLD WIDE INC COM CUSIP: 978097103 2000130	35,113.59	37,552.58	0.05	25.220	655.16	1.75
3,280.00 6/30/10	WYNDHAM WORLDWIDE CORP CUSIP: 98310W108 2000132	74,207.41	66,059.20	0.09	20.140	1,574.40	2.38
TOTAL CONSUMER DISCRETIONARY		1,865,586.59	1,666,738.68	2.37		28,619.86	1.72
CONSUMER STAPLES							
2,400.00 6/30/10	ALBERTO-CULVER COMPANY CUSIP: 013078100 2000132	68,360.42	65,016.00	0.09	27.090	816.00	1.26
6,000.00 6/30/10	AVON PRODUCTS INC CUSIP: 054303102 2000133	159,702.73	159,000.00	0.23	26.500	5,280.00	3.32
1,352.00 6/30/10	COCA COLA ENTERPRISES INC CUSIP: 191219104 2000132	25,005.60	34,962.72	0.05	25.860	486.72	1.39
2,495.00 6/30/10	CONAGRA FOODS INC CUSIP: 205887102 2000132	58,804.89	58,183.40	0.08	23.320	1,996.00	3.43
809.00 6/30/10	FLOWERS FOODS INC COM CUSIP: 343498101 2000130	20,117.47	19,763.87	0.03	24.430	647.20	3.28
3,300.00 6/30/10	KIMBERLY CLARK CORP CUSIP: 494368103 2000133	197,704.51	200,079.00	0.29	60.630	8,712.00	4.36
3,346.00 6/30/10	PHILIP MORRIS INTL INC CUSIP: 718172109 2000132	141,264.65	153,380.64	0.22	45.840	7,762.72	5.06
3,275.00 6/30/10	PROCTER & GAMBLE CO COM CUSIP: 742718109 2000132	204,536.41	196,434.50	0.28	59.980	6,310.92	3.21
13,600.00 6/30/10	SUPERVALU INC CUSIP: 868536103 2000133	202,161.30	147,424.00	0.21	10.840	4,760.00	3.23

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2,880.00 6/30/10	WAL MART STORES INC COM CUSIP: 931142103 2000132	166,068.52	138,441.60	0.20	48.070	3,484.80	2.52
1,900.00 6/30/10	WAL MART STORES INC COM CUSIP: 931142103 2000133	96,299.10	91,333.00	0.13	48.070	2,299.00	2.52
2,245.00 6/30/10	WALGREEN CO CUSIP: 931422109 2000132	84,610.61	59,941.50	0.09	26.700	1,234.75	2.06
7,000.00 6/30/10	WALGREEN CO CUSIP: 931422109 2000133	222,237.85	186,900.00	0.27	26.700	3,850.00	2.06
4,100.00 6/30/10	WINN-DIXIE STORES INC CUSIP: 974280307 2003201	69,473.17	39,524.00	0.06	9.640	0.00	0.00
TOTAL CONSUMER STAPLES		1,716,347.23	1,550,384.23	2.20		47,640.11	3.07
ENERGY							
1,637.00 6/30/10	AMERICAN OIL & GAS INC CUSIP: 028723104 2000130	10,266.26	10,280.36	0.02	6.280	0.00	0.00
915.00 6/30/10	APACHE CORP COM CUSIP: 037411105 2000132	80,124.28	77,033.85	0.11	84.190	549.00	0.71
325.00 6/30/10	ATLAS ENERGY INC CUSIP: 049298102 2000130	10,952.27	8,797.75	0.01	27.070	0.00	0.00
1,300.00 6/30/10	CHEVRON CORP CUSIP: 166764100 2000133	94,503.02	88,218.00	0.13	67.860	3,744.00	4.25
351.00 6/30/10	COMSTOCK RESOURCES INC CUSIP: 205768203 2000130	11,312.52	9,729.72	0.01	27.720	0.00	0.00
3,400.00 6/30/10	DEVON ENERGY CORP CUSIP: 25179M103 2000133	214,295.97	207,128.00	0.30	60.920	2,176.00	1.05

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705.00 6/30/10	DRESSER-RAND GROUP INC CUSIP: 261608103 2000130	18,652.40	22,242.75	0.03	31.550	0.00	0.00
2,900.00 6/30/10	EXCO RESOURCES INC CUSIP: 269279402 2003201	41,501.82	42,369.00	0.06	14.610	348.00	0.82
1,046.00 6/30/10	EXXON MOBIL CORP CUSIP: 30231G102 2000132	63,162.93	59,695.22	0.09	57.070	1,840.96	3.08
1,800.00 6/30/10	FOREST OIL CORP CUSIP: 346091705 2003201	46,408.98	49,248.00	0.07	27.360	0.00	0.00
2,250.00 6/30/10	HOLLY CORPORATION CUSIP: 435758305 2003201	50,025.42	59,805.00	0.09	26.580	1,350.00	2.26
2,245.00 6/30/10	NATIONAL-OILWELL VARCO INC CUSIP: 637071101 2000132	105,331.86	74,242.15	0.11	33.070	898.00	1.21
770.00 6/30/10	NORTHERN OIL AND GAS INC CUSIP: 665531109 2000130	8,711.91	9,886.80	0.02	12.840	0.00	0.00
691.00 6/30/10	OASIS PETROLEUM INC CUSIP: 674215108 2000130	10,267.70	10,019.50	0.02	14.500	0.00	0.00
1,195.00 6/30/10	OCCIDENTAL PETE CORP COM CUSIP: 674599105 2000132	76,294.88	92,194.25	0.13	77.150	1,816.40	1.97
1,435.00 6/30/10	PEABODY ENERGY CORP CUSIP: 704549104 2000132	52,295.85	56,151.55	0.08	39.130	401.80	0.72
1,300.00 6/30/10	PIONEER NATURAL RESOURCES CO CUSIP: 723787107 2000133	54,756.47	77,285.00	0.11	59.450	104.00	0.14
5,800.00 6/30/10	RESOLUTE ENERGY CORP CUSIP: 76116A108 2003201	64,168.81	70,992.00	0.10	12.240	0.00	0.00
530.00 6/30/10	ROSETTA RESOURCES INC CUSIP: 77779307 2000130	10,835.90	10,499.30	0.02	19.810	0.00	0.00

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2,400.00 6/30/10	ROYAL DUTCH SHELL PLC-ADR A CUSIP: 780259206 2000133	127,327.68	120,528.00	0.17	50.220	6,854.40	5.69
702.00 6/30/10	RPC INC CUSIP: 749660106 2000130	9,888.94	9,582.30	0.01	13.650	112.32	1.17
2,990.00 6/30/10	SUNCOR ENERGY INC CUSIP: 867224107 2000132	102,308.19	88,025.60	0.13	29.440	0.00	0.00
2,063.00 6/30/10	TESCO CORP CUSIP: 88157K101 2000130	24,596.25	25,333.64	0.04	12.280	0.00	0.00
2,186.00 6/30/10	WILLIAMS COMPANY INC (THE) CUSIP: 969457100 2000132	46,284.86	39,960.08	0.06	18.280	1,093.00	2.74
TOTAL ENERGY		1,334,275.17	1,319,247.82	1.87		21,287.88	1.61
FINANCIAL							
2,145.00 6/30/10	AM EX CO CUSIP: 025816109 2000132	73,800.82	85,156.50	0.12	39.700	1,544.40	1.81
1,541.00 6/30/10	AMERIPRISE FINANCIAL INC CUSIP: 03076C106 2000132	61,650.48	55,676.33	0.08	36.130	1,109.52	1.99
1,182.00 6/30/10	AMERISAFE INC CUSIP: 03071H100 2000130	19,352.49	20,744.10	0.03	17.550	0.00	0.00
2,400.00 6/30/10	ASPEN INSURANCE HOLDINGS LTD CUSIP: G05384105 2003201	64,185.85	59,376.00	0.09	24.740	1,440.00	2.43
1,500.00 6/30/10	ASSURANT INC CUSIP: 04621X108 2003201	36,094.77	52,050.00	0.07	34.700	960.00	1.85
7,884.00 6/30/10	BANK AMER CORP CUSIP: 060505104 2000132	109,333.41	113,293.08	0.16	14.370	315.36	0.28

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
5,500.00 6/30/10	BANK NEW YORK MELLON CORP CUSIP: 064058100 2000133	147,408.60	135,795.00	0.19	24.690	1,980.00	1.46
5,690.00 6/30/10	BLACKSTONE GROUP LP (THE) CUSIP: 09253U108 2000132	69,699.16	54,396.40	0.08	9.560	2,276.00	4.19
3,825.00 6/30/10	BROOKLINE BANCORP INC CUSIP: 11373M107 2003201	39,040.96	33,966.00	0.05	8.880	1,300.50	3.83
3,182.00 6/30/10	CARDINAL FINANCIAL CORP CUSIP: 14149F109 2000130	29,510.32	29,401.68	0.04	9.240	254.56	0.87
460.00 6/30/10	COLUMBIA BANKING SYSTEM INC CUSIP: 197236102 2000130	10,023.77	8,399.60	0.01	18.260	18.40	0.22
1,604.00 6/30/10	COMERICA INC CUSIP: 200340107 2000132	66,931.09	59,075.32	0.08	36.830	320.80	0.54
1,600.00 6/30/10	COMERICA INC CUSIP: 200340107 2000133	44,411.42	58,928.00	0.08	36.830	320.00	0.54
2,500.00 6/30/10	COMERICA INC CUSIP: 200340107 2003201	45,018.36	92,075.00	0.13	36.830	500.00	0.54
100.00 6/30/10	COMMUNITY BANK SYSTEM INC CUSIP: 203607106 2000130	2,227.88	2,203.00	0.00	22.030	96.00	4.36
6,400.00 6/30/10	DISCOVER FINANCIAL SERVICES CUSIP: 254709108 2003201	77,125.74	89,472.00	0.13	13.980	512.00	0.57
760.00 6/30/10	EAGLE BANCORP INC MD CUSIP: 268948106 2000130	8,407.26	8,952.80	0.01	11.780	0.00	0.00
419.00 6/30/10	ENSTAR GROUP LIMITED CUSIP: G3075P101 2000130	36,702.20	27,838.36	0.04	66.440	0.00	0.00
700.00 6/30/10	EVERCORE PARTNERS INC CL A CUSIP: 29977A105 2000130	21,716.75	16,345.00	0.02	23.350	420.00	2.57

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5,050.00 6/30/10	FIFTH THIRD BANCORP COM CUSIP: 316773100	51,361.11	62,064.50	0.09	12.290	202.00	0.33
2,000.00 6/30/10	2003201 FIRST AMERICAN FINL CORP CUSIP: 31847R102	22,027.22	25,360.00	0.04	12.680	480.00	1.89
170.00 6/30/10	2000133 FIRST CITIZENS BANCSHARES INC CL A CUSIP: 31946M103	26,454.88	32,696.10	0.05	192.330	204.00	0.62
750.00 6/30/10	2000130 FIRST CITIZENS BANCSHARES INC CL A CUSIP: 31946M103	141,836.61	144,247.50	0.21	192.330	900.00	0.62
1,920.00 6/30/10	2003201 FOREST CITY ENTERPRISES INC CUSIP: 345550107	25,231.09	21,734.40	0.03	11.320	0.00	0.00
1,302.00 6/30/10	2000130 FORESTAR GROUP INC CUSIP: 346233109	25,863.37	23,383.92	0.03	17.960	0.00	0.00
314.00 6/30/10	2000130 GOLDMAN SACHS GROUP INC COM CUSIP: 38141G104	55,489.57	41,218.78	0.06	131.270	439.60	1.07
462.00 6/30/10	2000132 HANOVER INSURANCE GROUP INC CUSIP: 410867105	19,143.56	20,097.00	0.03	43.500	462.00	2.30
3,136.00 6/30/10	2000130 INVESCO LIMITED CUSIP: G491BT108	55,984.60	52,778.88	0.08	16.830	1,379.84	2.62
2,350.00 6/30/10	2000132 INVESTMENT TECHNOLOGY GROUP CUSIP: 46145F105	48,099.28	37,741.00	0.05	16.060	0.00	0.00
768.00 6/30/10	2003201 INVESTORS BANCORP INC CUSIP: 46146P102	9,888.99	10,076.16	0.02	13.120	0.00	0.00
4,438.00 6/30/10	2000130 JPMORGAN CHASE & CO CUSIP: 46625H100	141,952.36	162,475.18	0.23	36.610	887.60	0.55
6,400.00 6/30/10	2000132 JPMORGAN CHASE & CO CUSIP: 46625H100	222,215.79	234,304.00	0.33	36.610	1,280.00	0.55

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4,500.00 6/30/10	LINCOLN NATIONAL CORP CUSIP: 534187109 2000133	167,697.99	109,305.00	0.16	24.290	180.00	0.17
12,725.00 6/30/10	MARSHALL & ILSLEY CORP CUSIP: 571837103 2003201	129,266.21	91,365.50	0.13	7.180	509.00	0.56
1,600.00 6/30/10	METLIFE INC CUSIP: 59156R108 2000133	60,799.90	60,416.00	0.09	37.760	1,184.00	1.96
1,664.00 6/30/10	NORTHWEST BANCSHARES INC CUSIP: 667340103 2000130	19,733.46	19,086.08	0.03	11.470	665.60	3.49
399.00 6/30/10	OPPENHEIMER HOLDINGS INC CL A CUSIP: 683797104 2000130	11,924.93	9,556.05	0.01	23.950	175.56	1.84
505.00 6/30/10	PENSION WORLDWIDE INC CUSIP: 709600100 2000130	4,884.60	2,848.20	0.01	5.640	0.00	0.00
523.00 6/30/10	PICO HOLDINGS INC COM CUSIP: 693366205 2000130	17,941.48	15,674.31	0.02	29.970	0.00	0.00
540.00 6/30/10	PROASSURANCE CORP CUSIP: 74267C106 2000130	28,626.80	30,650.40	0.04	56.760	0.00	0.00
1,304.00 6/30/10	REINSURANCE GROUP OF AMERICA INC CUSIP: 759351604 2000132	63,615.94	59,605.84	0.09	45.710	625.92	1.05
329.00 6/30/10	SCBT FINANCIAL CORP CUSIP: 78401V102 2000130	11,286.27	11,587.38	0.02	35.220	223.72	1.93
16,700.00 6/30/10	SYNOVUS FINL CORP COM CUSIP: 87161C105 2003201	53,961.12	42,418.00	0.06	2.540	668.00	1.58
3,700.00 6/30/10	THE TRAVELERS COMPANIES INC CUSIP: 89417E109 2000133	150,873.97	182,225.00	0.26	49.250	5,328.00	2.92
3,706.00 6/30/10	UNUM GROUP CUSIP: 91529Y106 2000132	80,377.95	80,420.20	0.12	21.700	1,222.98	1.52

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2,273.00 6/30/10	WASHINGTON FEDERAL INC COM CUSIP: 938824109 2003201	48,038.35	36,777.14	0.05	16.180	454.60	1.24
56.00 6/30/10	WESCO FINANCIAL CORP CUSIP: 950817106 2000130	18,143.77	18,099.20	0.03	323.200	91.84	0.51
870.00 6/30/10	WESTFIELD FINANCIAL INC CUSIP: 96008P104 2000130	7,730.09	7,247.10	0.01	8.330	174.00	2.40
4,306.00 6/30/10	XL CAPITAL LTD CL A CUSIP: G98255105 2000132	79,627.64	68,939.06	0.10	16.010	1,722.40	2.50
TOTAL FINANCIAL		2,762,720.23	2,717,542.05	3.86		32,828.20	1.21
HEALTH CARE							
1,047.00 6/30/10	AMERICAN MEDICAL SYSTEMS HOLDINGS CUSIP: 02744M108 2000130	17,904.81	23,159.64	0.03	22.120	0.00	0.00
2,305.00 6/30/10	AMERISOURCE BERGEN CORP COM CUSIP: 03073E105 2000132	68,582.12	73,183.75	0.10	31.750	737.60	1.01
1,045.00 6/30/10	AMGEN INC COM CUSIP: 031162100 2000132	59,868.84	54,967.00	0.08	52.600	0.00	0.00
2,300.00 6/30/10	AMGEN INC COM CUSIP: 031162100 2000133	121,395.12	120,980.00	0.17	52.600	0.00	0.00
236.00 6/30/10	BIO RAD LABS INC CL A CUSIP: 090572207 2000130	21,335.25	20,411.64	0.03	86.490	0.00	0.00
1,267.00 6/30/10	BIOVAIL CORP CUSIP: 09067J109 2000130	20,554.48	24,377.08	0.04	19.240	481.46	1.98
2,075.00 6/30/10	BRUKER CORPORATION CUSIP: 116794108 2000130	27,429.59	25,232.00	0.04	12.160	0.00	0.00

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1,805.00 6/30/10	CARDINAL HEALTH INC CUSIP: 14149Y108 2000132	57,218.86	60,666.05	0.09	33.610	1,407.90	2.32
3,300.00 6/30/10	COVENTRY HEALTH CARE INC CUSIP: 222862104 2003201	48,269.72	58,344.00	0.08	17.680	0.00	0.00
2,210.00 6/30/10	COVIDIEN PLC CUSIP: G2554F105 2000132	113,182.27	88,797.80	0.13	40.180	1,591.20	1.79
267.00 6/30/10	EMERGENCY MEDICAL SERVICES-A CUSIP: 29100P102 2000130	14,797.33	13,091.01	0.02	49.030	0.00	0.00
1,339.00 6/30/10	EMERGENT BIOSOLUTIONS INC CUSIP: 29089Q105 2000130	19,859.44	21,879.26	0.03	16.340	0.00	0.00
2,130.00 6/30/10	GILEAD SCIENCES INC COM CUSIP: 375558103 2000132	87,351.41	73,016.40	0.10	34.280	0.00	0.00
1,410.00 6/30/10	HOSPIRA INC CUSIP: 441060100 2000132	67,552.88	81,004.50	0.12	57.450	0.00	0.00
1,174.00 6/30/10	ICON PLC SPONSORED ADR CUSIP: 45103T107 2000130	28,085.76	33,916.86	0.05	28.890	0.00	0.00
2,400.00 6/30/10	JOHNSON & JOHNSON CUSIP: 478160104 2000133	133,379.90	141,744.00	0.20	59.060	5,184.00	3.66
9,000.00 6/30/10	KING PHARMACEUTICALS INC COM CUSIP: 495582108 2003201	93,370.97	68,310.00	0.10	7.590	0.00	0.00
663.00 6/30/10	LINCARE HOLDINGS INC COM CUSIP: 532791100 2000130	16,266.61	21,554.13	0.03	32.510	132.60	0.62
2,500.00 6/30/10	MARTEK BIOSCIENCES CORP CUSIP: 572901106 2003201	48,605.51	59,275.00	0.09	23.710	0.00	0.00
216.00 6/30/10	MASIMO CORPORATION CUSIP: 574795100 2000130	5,164.22	5,142.96	0.01	23.810	0.00	0.00

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637.00 6/30/10	MEDNAX INC CUSIP: 58502B106 2000130	36,071.69	35,423.57	0.05	55.610	0.00	0.00
1,825.00 6/30/10	MERCK & CO INC CUSIP: 58933Y105 2000132	64,672.90	63,820.25	0.09	34.970	2,774.00	4.35
2,000.00 6/30/10	MERCK & CO INC CUSIP: 58933Y105 2000133	94,002.56	69,940.00	0.10	34.970	3,040.00	4.35
137.00 6/30/10	MICRUS ENDOVASCULAR CORP CUSIP: 59518V102 2000130	2,654.94	2,848.23	0.01	20.790	0.00	0.00
2,095.00 6/30/10	OMNICARE INC COM CUSIP: 681904108 2003201	61,494.36	49,651.50	0.07	23.700	188.55	0.38
8,960.00 6/30/10	PFIZER INC CUSIP: 717081103 2000132	142,977.39	127,769.60	0.18	14.260	6,451.20	5.05
7,800.00 6/30/10	PFIZER INC CUSIP: 717081103 2000133	229,322.61	111,228.00	0.16	14.260	5,616.00	5.05
465.00 6/30/10	ROCHESTER MEDICAL CORP CUSIP: 771497104 2000130	5,740.02	4,394.25	0.01	9.450	0.00	0.00
1,539.00 6/30/10	THERMO FISHER SCIENTIFIC INC CUSIP: 883556102 2000132	63,644.68	75,487.95	0.11	49.050	0.00	0.00
1,215.00 6/30/10	VARIAN MEDICAL SYS INC COM CUSIP: 92220P105 2000132	67,146.13	63,520.20	0.09	52.280	0.00	0.00
1,289.00 6/30/10	WATERS CORP COM CUSIP: 941848103 2000132	75,702.75	83,398.30	0.12	64.700	0.00	0.00
1,500.00 6/30/10	WELLPOINT INC CUSIP: 94973V107 2000133	66,913.83	73,395.00	0.11	48.930	0.00	0.00
1,080.00 6/30/10	ZIMMER HLDGS INC COM CUSIP: 98956P102 2000132	63,483.88	58,374.00	0.08	54.050	0.00	0.00

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

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ACCOUNT 910118009C

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
		-----	-----	-----	-----	-----	-----
	TOTAL HEALTH CARE	2,044,002.83	1,888,303.93	2.68		27,604.51	1.46
		-----	-----	-----		-----	-----
	INFORMATION TECHNOLOGY						

1,830.00 6/30/10	ACACIA RESEARCH-ACACIA TECH CUSIP: 003881307 2000130	20,575.81	26,040.90	0.04	14.230	0.00	0.00
1,828.00 6/30/10	ANAREN INC CUSIP: 032744104 2000130	27,305.66	27,310.32	0.04	14.940	0.00	0.00
902.00 6/30/10	APPLE INC CUSIP: 037833100 2000132	116,558.48	226,880.06	0.32	251.530	0.00	0.00
52,280.00 6/30/10	AXCELIS TECHNOLOGIES INC COM CUSIP: 054540109 2003201	145,255.83	81,034.00	0.12	1.550	0.00	0.00
1,420.00 6/30/10	BMC SOFTWARE INC COM CUSIP: 055921100 2000132	54,607.81	49,174.60	0.07	34.630	0.00	0.00
5,420.00 6/30/10	CA INC CUSIP: 12673P105 2003201	128,032.51	99,728.00	0.14	18.400	867.20	0.87
1,700.00 6/30/10	CABOT MICROELECTRONICS CORP COM CUSIP: 12709P103 2003201	52,515.93	58,803.00	0.08	34.590	0.00	0.00
7,220.00 6/30/10	CISCO SYSTEMS INC CUSIP: 17275R102 2000132	124,256.35	153,858.20	0.22	21.310	0.00	0.00
5,000.00 6/30/10	CISCO SYSTEMS INC CUSIP: 17275R102 2000133	104,896.48	106,550.00	0.15	21.310	0.00	0.00
1,500.00 6/30/10	COGNIZANT TECH SOL CORP CUSIP: 192446102 2000132	52,682.83	75,090.00	0.11	50.060	0.00	0.00
4,200.00 6/30/10	COMPUTER SCIENCES CORP COM CUSIP: 205363104 2000133	201,105.82	190,050.00	0.27	45.250	2,520.00	1.33

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
10,200.00 6/30/10	COMPUWARE CORP CUSIP: 205638109	78,258.07	81,396.00	0.12	7.980	0.00	0.00
2,000.00 6/30/10	CORELOGIC INC CUSIP: 21871D103	32,507.49	35,320.00	0.05	17.660	1,760.00	4.98
14,000.00 6/30/10	DELL INC CUSIP: 24702R101	222,307.58	168,840.00	0.24	12.060	0.00	0.00
0.50 6/30/10	DIODES INCORPORATED CUSIP: 254543101	8.94	7.94	0.00	15.880	0.00	0.00
8,825.00 6/30/10	EARTHLINK INC COM CUSIP: 270321102	68,662.59	70,247.00	0.10	7.960	5,648.00	8.04
2,700.00 6/30/10	FAIR ISAAC INC CUSIP: 303250104	58,222.18	58,833.00	0.08	21.790	216.00	0.37
1,495.00 6/30/10	FEI CO CUSIP: 30241L109	34,125.68	29,466.45	0.04	19.710	0.00	0.00
2,590.00 6/30/10	HEWLETT-PACKARD CO CUSIP: 428236103	132,804.32	112,095.20	0.16	43.280	828.80	0.74
2,600.00 6/30/10	HEWLETT-PACKARD CO CUSIP: 428236103	58,893.73	112,528.00	0.16	43.280	832.00	0.74
1,300.00 6/30/10	IBM CORPORATION CUSIP: 459200101	114,650.28	160,524.00	0.23	123.480	3,380.00	2.11
425.00 6/30/10	INTUIT INC COM CUSIP: 461202103	15,110.49	14,777.25	0.02	34.770	0.00	0.00
3,110.00 6/30/10	MARVEL TECHNOLOGY GROUP LTD CUSIP: G5876H105	60,153.31	49,013.60	0.07	15.760	0.00	0.00
7,675.00 6/30/10	MICROSOFT CORP CUSIP: 594918104	173,785.95	176,601.75	0.25	23.010	3,991.00	2.26

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

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
5,000.00 6/30/10	MICROSOFT CORP CUSIP: 594918104	133,336.78	115,050.00	0.16	23.010	2,600.00	2.26
1,275.00 6/30/10	2000133 MICROSTRATEGY INC CUSIP: 594972408	84,529.63	95,739.75	0.14	75.090	0.00	0.00
2,677.00 6/30/10	2003201 MONOTYPE IMAGING HOLDINGS INC CUSIP: 61022P100	29,994.26	24,119.77	0.04	9.010	0.00	0.00
3,920.00 6/30/10	2000130 NATIONAL SEMICONDUCTOR CORP COM CUSIP: 637640103	59,725.12	52,763.20	0.08	13.460	1,254.40	2.38
2,825.00 6/30/10	2000132 NATIONAL SEMICONDUCTOR CORP COM CUSIP: 637640103	59,402.80	38,024.50	0.05	13.460	904.00	2.38
4,309.00 6/30/10	2003201 ORACLE CORPORATION COM CUSIP: 68389X105	86,174.50	92,471.14	0.13	21.460	861.80	0.93
3,160.00 6/30/10	2000132 ORBOTECH LTD CUSIP: M75253100	61,329.55	34,349.20	0.05	10.870	0.00	0.00
2,845.00 6/30/10	2003201 PHOTRONIC LABS INC COM CUSIP: 719405102	12,844.50	12,859.40	0.02	4.520	0.00	0.00
676.00 6/30/10	2000130 PLANTRONICS INC COM NEW CUSIP: 727493108	21,549.82	19,333.60	0.03	28.600	135.20	0.70
768.00 6/30/10	2000130 PLEXUS CORP CUSIP: 729132100	24,755.52	20,536.32	0.03	26.740	0.00	0.00
285.00 6/30/10	2000130 PRICELINE.COM INCORPORATED CUSIP: 741503403	23,867.87	50,313.90	0.07	176.540	0.00	0.00
872.00 6/30/10	2000132 PROGRESS SOFTWARE CORP CUSIP: 743312100	27,197.07	26,194.88	0.04	30.040	0.00	0.00
3,570.00 6/30/10	2000130 QUALCOMM INC COM CUSIP: 747525103	137,173.68	117,238.80	0.17	32.840	2,713.20	2.32

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

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
2,298.00 6/30/10	QUEST SOFTWARE INC COM CUSIP: 74834T103 2000130	35,096.01	41,455.92	0.06	18.040	0.00	0.00
468.00 6/30/10	ROFIN-SINAR TECHNOLOGIES INC CUSIP: 775043102 2000130	10,819.42	9,743.76	0.01	20.820	0.00	0.00
2,590.00 6/30/10	SYNOPSYS INC COM CUSIP: 871607107 2003201	64,738.22	54,053.30	0.08	20.870	0.00	0.00
1,895.00 6/30/10	TIBCO SOFTWARE INC COM CUSIP: 88632Q103 2000130	21,678.94	22,853.70	0.03	12.060	0.00	0.00
2,418.00 6/30/10	TTM TECHNOLOGIES INC CUSIP: 87305R109 2000130	23,180.93	22,971.00	0.03	9.500	0.00	0.00
800.00 6/30/10	VISA INC CUSIP: 92826C839 2000132	59,730.42	56,600.00	0.08	70.750	400.00	0.71
10,000.00 6/30/10	WESTERN UNION COMPANY CUSIP: 959802109 2000133	168,045.44	149,100.00	0.21	14.910	2,400.00	1.61
TOTAL INFORMATION TECHNOLOGY		3,222,454.60	3,219,941.41	4.57		31,311.60	0.97
UTILITIES							
2,850.00 6/30/10	ALLEGHENY ENERGY INC CUSIP: 017361106 2003201	69,668.61	58,938.00	0.08	20.680	1,710.00	2.90
1,190.00 6/30/10	ALLETE INC CUSIP: 018522300 2003201	51,213.35	40,745.60	0.06	34.240	2,094.40	5.14
382.00 6/30/10	ITC HOLDINGS CORP CUSIP: 465685105 2000130	20,561.91	20,211.62	0.03	52.910	488.96	2.42
991.00 6/30/10	UGI CORP CUSIP: 902681105 2000130	22,729.37	25,211.04	0.04	25.440	991.00	3.93

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ACCOUNT 910118009C

SHARES/
PAR VALUE
DATE PRICED

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
5,500.00 6/30/10	WILLIS GROUP HOLDINGS PLC CUSIP: G96666105	147,381.95	165,275.00	0.24	30.050	5,720.00	3.46
2,300.00 6/30/10	WILLIS GROUP HOLDINGS PLC CUSIP: G96666105	56,253.14	69,115.00	0.10	30.050	2,392.00	3.46
	TOTAL MISCELLANEOUS	408,892.25	426,973.81	0.61		11,268.56	2.64
	TOTAL COMMON EQUITY SECURITIES	16,784,103.08	15,916,191.35	22.60		253,323.87	1.59
DOMESTIC EQUITY MUTUAL FUNDS							
326,103.19 6/30/10	PIMCO COMMODITY RR STRATEGY FD -D CUSIP: 722005550	2,419,765.30	2,380,553.31	3.38	7.300	225,011.20	9.45
50,582.92 6/30/10	SPRUCEGROVE US GROUP TRUST CUSIP: 2309373Y8	961,949.38	1,963,785.76	2.79	38.823	0.00	0.00
105,102.29 6/30/10	VANGUARD INSTITUTIONAL INDEX #94 CUSIP: 922040100	9,684,704.11	9,910,094.55	14.07	94.290	230,489.31	2.33
	TOTAL DOMESTIC EQUITY MUTUAL FUNDS	13,066,418.79	14,254,433.62	20.24		455,500.52	3.20
INTL EQUITY MUTUAL FUNDS							
132,805.23 6/30/10	ARTISAN INTL FD INV CUSIP: 04314H204	2,665,000.00	2,344,012.29	3.33	17.650	32,670.09	1.39

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
82,139.07	DODGE & COX INTL STK FD	2,665,000.00	2,331,928.23	3.31	28.390	35,812.63	1.54
6/30/10	CUSIP: 256206103 2000129						
TOTAL INTL EQUITY MUTUAL FUNDS		5,330,000.00	4,675,940.52	6.64		68,482.72	1.47

BALANCED EQUITY MUTUAL FUNDS

138,584.50	CALAMOS CONVERTIBLE FUND - I	2,288,195.72	2,358,708.19	3.35	17.020	106,294.31	4.51
6/30/10	CUSIP: 128119864 2000129						
TOTAL BALANCED EQUITY MUTUAL FUNDS		2,288,195.72	2,358,708.19	3.35		106,294.31	4.51
TOTAL EQUITIES		37,468,717.59	37,205,273.68	52.82		883,601.42	2.38

TOTAL INVESTMENT PORTFOLIO 67,895,716.03 70,443,899.45 100.00
=====

ENDING ACCRUAL FOR PERIOD 211,980.68

TOTAL VALUE 70,655,880.13
=====

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment 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**

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 Non-Barg. Unit Ees of the Altoona Region Heal Sys

B Three-digit
plan number (PN) ▶

001

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 7 Day 1 Year 2009**2** Assets:

a Market value	2a	64,453,795
b Actuarial value	2b	70,899,174

3 Funding target/participant count breakdown

(1) Number of participants

(2) Funding Target

a For retired participants and beneficiaries receiving payment	3a	348	26,538,984
b For terminated vested participants	3b	605	11,713,161
c For active participants:			
(1) Non-vested benefits	3c(1)		129,968
(2) Vested benefits	3c(2)		39,374,016
(3) Total active	3c(3)	1,267	39,503,984
d Total	3d	2,220	77,756,129

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** 7.64 %**6** Target normal cost **6** 3,749,255**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

04/11/2011

Date

11-01826

Most recent enrollment number

(301) 777-1500

Telephone number (including area code)

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

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 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)	581,624	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)	581,624	0
10 Interest on item 9 using prior year's actual return of <u>(9.87)</u> %	(57,406)	
11 Prior year's excess contributions to be added to prefunding balance:		
a Excess contributions (Item 38 from prior year)		236,254
b Interest on (a) using prior year's effective rate of <u>6.97</u> %		16,467
c Total available at beginning of current plan year to add to prefunding balance		252,721
d Portion of (c) to be added to prefunding balance		252,721
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)	524,218	252,721

Part III Funding percentages

14 Funding target attainment percentage	14	90.18 %
15 Adjusted funding target attainment percentage	15	90.18 %
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	93.37 %
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	2,165,447				
04/15/2010	975,000				
07/15/2010	975,000				
10/15/2010	1,100,000				
01/14/2011	1,100,000				
03/15/2011	1,750,000				
Totals ▶			18(b)	8,065,447	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	7,381,454

20 Quarterly contributions and liquidity shortfalls:

- a** Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No
- b** If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☒ No
- c** If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of Quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

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

21 Discount rate:				
a Segment rates:	1st segment: %	2nd segment: %	3rd segment: %	☒ N/A, full yield curve used
b Applicable month (enter code)				21b 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	3,749,255
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	2,968,526	620,081
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	4,369,336
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	0	0
36 Additional cash requirement (item 34 minus item 35)	36	4,369,336
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (item 19c)	37	7,381,454
38 Interest-adjusted excess contributions for current year (see instructions)	38	3,012,118
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 19 - Discounted Employer Contributions

EIN: 23-1352155

PN: 001

Plan Name: Retirement Plan for Non-Barg Unit Ees of the Altoona Regional Health System

Deposit <u>Date</u>	Due <u>Date</u>	Days <u>Late</u>	Contribution <u>Amount</u>	Applied to <u>Plan Year</u>	Effective <u>Interest Rate</u>	Effective Interest Rate <u>Late Payment</u>	Interest Adjusted <u>Contribution</u>
3/15/2010	10/15/2009	151	\$971,023	2009	7.64%	12.64%	\$904,813
3/15/2010	1/15/2010	59	971,023	2009	7.64%	12.64%	915,228
3/15/2010	4/15/2010		223,401	2009	7.64%		212,115
4/15/2010	4/15/2010		747,622	2009	7.64%		705,429
4/15/2010	7/15/2010		227,378	2009	7.64%		214,546
7/15/2010	7/15/2010		743,645	2009	7.64%		688,915
7/15/2010	7/15/2010		231,355	2009	7.64%		214,328
10/15/2010	10/15/2010		1,100,000	2009	7.64%		1,000,307
1/14/2011	1/14/2011		1,100,000	2009	7.64%		982,114
3/15/2011	3/15/2011		1,750,000	2009	7.64%		1,543,659
TOTAL			\$8,065,447				\$7,381,454

Schedule SB, line 22 - Description of Weighted Average Retirement Age

EIN: 23-1352155

PN: 001

Plan Name: Retirement Plan for Non-Barg 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 Non-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: T8 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: 7.64%

Schedule SB, line 25 - Change in Method

EIN: 23-1352155

PN: 001

Plan Name: Retirement Plan for Non-Barg 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.

Schedule SB, line 32 - Schedule of Amortization Bases

EIN: 23-1352155

PN: 001

Plan Name: Retirement Plan for Non-Barg 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	\$5,085,487	7/1/2008	6	\$983,380
Shortfall	(2,116,992)	7/1/2009	7	(363,305)
TOTAL	<u>\$2,968,495</u>			<u>\$620,075</u>

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

EIN 23-1352155 PN 001

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	\$ 4,900,000	\$ -	\$ 4,900,000	\$ 4,900,000	\$ -
M&T Bank	U.S. Treasury Money Market Fund	-	5,189,955	5,189,955	5,189,955	-
M&T Bank	U.S. Treasury Money Market Fund	5,965,000	-	5,965,000	5,965,000	-
M&T Bank	U.S. Treasury Money Market Fund	4,118,847	-	4,118,847	4,118,847	-
M&T Bank	U.S. Treasury Money Market Fund	-	4,900,000	4,900,000	4,900,000	-
M&T Bank	U.S. Treasury Money Market Fund	3,629,593	-	3,629,593	3,629,593	-
M&T Bank	U.S. Treasury Money Market Fund	-	3,600,000	3,600,000	3,600,000	-
M&T Bank	Vanguard Institutional Index	-	3,629,593	3,023,032	3,629,593	606,561
Category (iii) – Series of Transactions in Excess of 5% of Plan Assets						
M&T Bank	U.S. Treasury Money Market Fund	\$34,629,590	\$ -	\$ 34,629,590	\$ 34,629,590	\$ -
M&T Bank	U.S. Treasury Money Market Fund	-	34,318,468	34,318,468	34,318,468	-
M&T Bank	Vanguard Institutional Index	-	3,629,593	3,023,032	3,629,593	606,561

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

**Retirement Plan for Non-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 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 Non-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 Non-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.

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

EIN 23-1352155 PN 001

Schedule H, Line 4i – Schedule of Investment 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	\$ 5,518,161	\$ 5,976,346
U.S. government agencies	See Attached	2,908,896	3,132,779
Corporate and foreign bonds	See Attached	8,103,649	8,574,608
Closed-end, fixed-income securities	See Attached	5,000,000	6,524,790
Common and preferred equity securities	See Attached	16,784,103	15,916,191
Mutual funds	See Attached	23,091,991	23,830,270
*Cash and cash equivalents	See Attached	7,308,867	7,308,867
Options and futures	See Attached	-	-
		<u>\$ 68,715,667</u>	<u>\$ 71,263,851</u>

*Party in interest as defined by ERISA

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

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

-11,022.16	PENDING CASH	-11,022.16	-11,022.16	-0.01			
2000130							
-44,499.97	PENDING CASH	-44,499.97	-44,499.97	-0.06			
2000132							
-95,933.14	PENDING CASH	-95,933.14	-95,933.14	-0.14			
2000133							
-403,496.00	PENDING CASH	-403,496.00	-403,496.00	-0.57			
910118108							
-265,000.00	PENDING CASH	-265,000.00	-265,000.00	-0.38			
910118124							
130.48	PRINCIPAL CASH	130.48	130.48	0.00			
2000132							
329.00	PRINCIPAL CASH	329.00	329.00	0.00			
2000133							
TOTAL CASH							
		-819,491.79	-819,491.79	-1.16		0.00	0.00

MONEY MARKET FUNDS

3,736,568.74	MTB US TREAS MMKT-INST I-FD #958	3,736,568.74	3,736,568.74	5.31	1.000	373.66	0.01
8/08/03	CUSIP: 55376V846						
53,864.93	MTB US TREAS MMKT-INST I-FD #958	53,864.93	53,864.93	0.08	1.000	5.39	0.01
8/08/03	CUSIP: 55376V846						
346,607.57	MTB US TREAS MMKT-INST I-FD #958	346,607.57	346,607.57	0.49	1.000	34.66	0.01
8/08/03	CUSIP: 55376V846						
2000132							

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
354,034.08 8/08/03	MTB US TREAS MMKT-INST I-FD #958 CUSIP: 55376V846 2000133	354,034.08	354,034.08	0.50	1.000	35.40	0.01
53,385.13 8/08/03	MTB US TREAS MMKT-INST I-FD #958 CUSIP: 55376V846 2003201	53,385.13	53,385.13	0.08	1.000	5.34	0.01
1,944,175.26 8/08/03	MTB US TREAS MMKT-INST I-FD #958 CUSIP: 55376V846 910118108	1,944,175.26	1,944,175.26	2.76	1.000	194.42	0.01
315,406.52 8/08/03	MTB US TREAS MMKT-INST I-FD #958 CUSIP: 55376V846 910118124	315,406.52	315,406.52	0.45	1.000	31.54	0.01
4,365.71 8/08/03	MTB US TREAS MMKT-INST I-FD #958 CUSIP: 55376V846 910118157	4,365.71	4,365.71	0.01	1.000	0.44	0.01
TOTAL MONEY MARKET FUNDS		6,808,407.94	6,808,407.94	9.67		680.84	0.01
CASH EQUIVALENTS							
500,000.00 4/12/10	FCAR OWNER I IB-CP 0.300% 7/12/10 CUSIP: 3024AEXT7 910118108	500,000.00	500,000.00	0.71	100.000	1,500.00	0.30
TOTAL CASH EQUIVALENTS		500,000.00	500,000.00	0.71		1,500.00	0.30
TOTAL CASH & CASH EQUIVALENTS							
		6,488,916.15	6,488,916.15	9.21		2,180.84	0.03

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							

570,835.00 6/30/10	TSY INFL SERIES IX CUSIP: 912828DH0 910118108	566,003.62	602,590.55	0.86	105.563	9,276.07	1.54
593,465.00 6/30/10	TSY INFL SERIES IX CUSIP: 912828BD1 910118108	595,360.63	627,725.73	0.89	105.773	11,127.47	1.77
606,220.00 6/30/10	TSY INFL SERIES IX CUSIP: 912828AF7 910118108	631,546.79	644,915.02	0.92	106.383	18,186.60	2.82
500,000.00 6/30/10	US TREASURY NOTE CUSIP: 912828EG1 910118108	490,384.77	503,790.00	0.72	100.758	19,375.00	3.85
500,000.00 6/30/10	US TREASURY NOTE CUSIP: 912828DM9 910118108	478,427.74	551,835.00	0.78	110.367	20,000.00	3.63
350,000.00 6/30/10	US TREASURY NOTE CUSIP: 912828BR0 910118108	341,810.55	385,983.50	0.55	110.281	14,875.00	3.85
500,000.00 6/30/10	US TREASURY NOTE CUSIP: 912828EW6 910118108	496,484.38	565,900.00	0.80	113.180	22,500.00	3.98
500,000.00 6/30/10	US TREASURY NOTE CUSIP: 912828CJ7 910118108	502,968.75	564,065.00	0.80	112.813	23,750.00	4.21
500,000.00 6/30/10	US TREASURY NOTE CUSIP: 9128277L0 910118108	503,300.78	535,665.00	0.76	107.133	24,375.00	4.55
250,000.00 6/30/10	US TREASURY NOTE CUSIP: 912828FD7 910118108	249,521.48	259,375.00	0.37	103.750	12,187.50	4.70
500,000.00 6/30/10	US TREASURY NOTE CUSIP: 912828FF2 910118108	512,773.44	583,475.00	0.83	116.695	25,625.00	4.39

ASSET STATEMENT
AS OF 6/30/10
ALT HOSP NON 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 CUSIP: 9128276J6 910118108	149,578.12	151,026.00	0.22	100.684	8,625.00	5.71
6/30/10							
TOTAL U.S. TREASURY OBLIGATIONS							
		5,518,161.05	5,976,345.80	8.48		209,902.64	3.51

U.S. GOVERNMENT AGENCIES

250,000.00	FED HOME LN BK CUSIP: 3133MBZE0 910118108	249,012.50	251,952.50	0.36	100.781	17,187.50	6.82
6/30/10							
250,000.00	FED HOME LN MTG CUSIP: 3134AAUX0 910118108	243,712.50	278,750.00	0.40	111.500	11,250.00	4.04
6/30/10							
250,000.00	FED HOME LN MTG CUSIP: 3134AAVJ0 910118108	248,183.38	256,015.00	0.35	102.406	11,875.00	4.64
6/30/10							
250,000.00	FED HOME LN MTG CUSIP: 3134AAUK8 910118108	247,720.00	279,452.50	0.40	111.781	12,187.50	4.36
6/30/10							
200,000.00	FED HOME LN MTG CUSIP: 3134AAU06 910118108	200,056.00	225,312.00	0.32	112.656	10,000.00	4.44
6/30/10							
250,000.00	FED HOME LN MTG CUSIP: 3134AAQD9 910118108	250,732.50	272,577.50	0.39	109.031	12,812.50	4.70
6/30/10							
250,000.00	FED HOME LN MTG CUSIP: 3137EAAU8 910118108	249,632.50	286,172.50	0.41	114.469	12,812.50	4.48
6/30/10							
250,000.00	FED NATL MTG ASSN CUSIP: 31398AUU9 910118108	257,853.00	262,422.50	0.37	104.969	7,187.50	2.74
6/30/10							
250,000.00	FED NATL MTG ASSN CUSIP: 31398AHZ8 910118108	251,040.00	272,500.00	0.39	109.000	11,875.00	4.36
6/30/10							

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

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ACCOUNT 910118009C

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
250,000.00 6/30/10	FED NATL MTG ASSN CUSIP: 31359MZL0 910118108	246,085.06	255,312.50	0.36	102.125	11,875.00	4.65
250,000.00 6/30/10	FED NATL MTG ASSN CUSIP: 31359MW41 910118108	254,985.00	287,500.00	0.41	115.000	13,125.00	4.57
200,000.00 6/30/10	FED NATL MTG ASSN CUSIP: 31359MGJ6 910118108	209,884.00	204,812.00	0.29	102.406	13,250.00	6.47
TOTAL U.S. GOVERNMENT AGENCIES		2,908,896.44	3,132,779.00	4.45		145,437.50	4.64

CORPORATE & FOREIGN BONDS

400,000.00 6/30/10	BB&T CORP CUSIP: 05531FAF0 910118108	399,512.00	410,448.00	0.58	102.612	15,800.00	3.85
400,000.00 6/30/10	CATERPILLAR FNL SVC CUSIP: 14912L4L2 910118108	399,848.00	404,636.00	0.58	101.159	8,000.00	1.98
400,000.00 6/30/10	CITIGROUP INC CUSIP: 172967BP5 910118108	398,432.00	412,208.00	0.59	103.052	22,500.00	5.46
400,000.00 6/30/10	COX COMMUNICATIONS CUSIP: 224044BM8 910118108	386,412.00	441,512.00	0.63	110.378	21,800.00	4.94
400,000.00 6/30/10	DUPONT EI DE NEMOURS CUSIP: 263534BY4 910118108	403,024.00	417,288.00	0.59	104.322	13,000.00	3.12
400,000.00 6/30/10	ELI LILLY & CO CUSIP: 532457AU2 910118108	395,864.00	435,640.00	0.62	108.910	24,000.00	5.51
400,000.00 6/30/10	GEN ELEC CAP CORP CUSIP: 36962GT38 910118108	411,268.00	419,060.00	0.60	104.765	20,000.00	4.77

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

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
400,000.00 6/30/10	GEN ELEC CAP CORP CUSIP: 36962G2S2 910118108	393,680.00	406,400.00	0.58	101.600	20,000.00	4.92
400,000.00 6/30/10	GENERAL DYNAMICS CUSIP: 369550AK4 910118108	399,184.00	431,212.00	0.61	107.803	17,000.00	3.94
400,000.00 6/30/10	GOLDMAN SACHS GROUP CUSIP: 38141GEA8 910118108	394,332.00	420,176.00	0.60	105.044	20,500.00	4.88
400,000.00 6/30/10	HONEYWELL INTL CUSIP: 438516AW6 910118108	413,432.00	431,124.00	0.61	107.781	17,000.00	3.94
400,000.00 6/30/10	HSBC FINANCE CORP CUSIP: 40429CFN7 910118108	401,264.00	428,208.00	0.61	107.052	22,000.00	5.14
400,000.00 6/30/10	IBM CORPORATION CUSIP: 459200GJ4 910118108	406,120.00	464,912.00	0.66	116.228	22,800.00	4.91
400,000.00 6/30/10	JOHN DEERE CAP CORP CUSIP: 24422EQX0 910118108	403,496.00	402,168.00	0.57	100.542	7,500.00	1.87
400,000.00 6/30/10	MERCK & CO INC CUSIP: 589331AN7 910118108	407,732.00	444,928.00	0.63	111.232	20,000.00	4.50
250,000.00 6/30/10	MORGAN STANLEY CUSIP: 617446YT0 910118108	250,722.75	248,402.50	0.35	99.361	1,385.95	0.56
400,000.00 6/30/10	MORGAN STANLEY CUSIP: 61747YCQ6 910118108	398,856.00	401,432.00	0.57	100.358	11,720.76	2.92
400,000.00 6/30/10	VERIZON COMM CUSIP: 92343VAG9 910118108	415,132.00	443,740.00	0.63	110.935	22,000.00	4.96
250,000.00 6/30/10	WACHOVIA CORP CUSIP: 929903BJ0 910118108	247,860.00	256,165.00	0.36	102.466	13,375.00	5.22
400,000.00 6/30/10	WAL-MART STORES INC CUSIP: 931142CR2 910118108	398,658.00	414,872.00	0.59	103.718	11,500.00	2.77

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

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
400,000.00 6/30/10	XTO ENERGY INC CUSIP: 98385XAD8 910118108	378,820.00	440,076.00	0.63	110.019	19,600.00	4.45
	TOTAL CORPORATE & FOREIGN BONDS	8,103,648.75	8,574,607.50	12.17		351,481.71	4.10

TAXABLE FIXED INCOME FUNDS

99,732.64 6/30/10	VANGUARD INFLATION-PROTECTED SEC FD CUSIP: 922031737 2000129	2,407,376.05	2,541,187.79	3.61	25.480	67,419.27	2.65
	TOTAL TAXABLE FIXED INCOME FUNDS	2,407,376.05	2,541,187.79	3.61		67,419.27	2.65

CLOSED-END FIXED INCOME FUNDS

467,726.85 6/30/10	JPMCB CORE BOND FUND CUSIP: 4812990A4 2000129	5,000,000.00	6,524,789.53	9.26	13.950	0.00	0.00
	TOTAL CLOSED-END FIXED INCOME FUNDS	5,000,000.00	6,524,789.53	9.26		0.00	0.00

TOTAL FIXED INCOME

		23,938,082.29	26,749,709.62	37.97		774,243.12	2.90
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SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
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EQUITIES

COMMON EQUITY SECURITIES

MATERIALS

1,031.00 6/30/10	BALCHEM CORPORATION CLASS B CUSIP: 057665200 2000130	18,042.68	25,775.00	0.04	25.000	75.26	0.29
1,788.00 6/30/10	BUCKEYE TECHNOLOGIES INC CUSIP: 118255108 2000130	18,597.65	17,790.60	0.03	9.950	0.00	0.00
1,000.00 6/30/10	EASTMAN CHEMICAL COMPANY COM CUSIP: 277432100 2000132	61,411.26	53,360.00	0.08	53.360	1,760.00	3.30
1,320.00 6/30/10	ECOLAB INC COM CUSIP: 278865100 2000132	59,427.06	59,281.20	0.09	44.910	818.40	1.38
382.00 6/30/10	GREIF INC CL A CUSIP: 397624107 2000130	22,468.36	21,216.28	0.03	55.540	641.76	3.03
444.00 6/30/10	RAYONIER INC COM CUSIP: 754907103 2000130	14,294.32	19,544.88	0.03	44.020	888.00	4.54
916.00 6/30/10	ROCK-TENN COMPANY CLASS A CUSIP: 772739207 2000130	42,532.35	45,497.72	0.07	49.670	549.60	1.21
11,000.00 6/30/10	SEALED AIR CORP NEW COM CUSIP: 81211K100 2000133	238,614.31	216,920.00	0.31	19.720	5,280.00	2.44
1,965.00 6/30/10	SOLUTIA INC CUSIP: 834376501 2000130	28,131.22	25,741.50	0.04	13.100	0.00	0.00
251.00 6/30/10	STEPAN COMPANY CUSIP: 858586100 2000130	13,110.87	17,175.93	0.03	68.430	240.96	1.40

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

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
TOTAL MATERIALS							
		516,630.08	502,303.11	0.71		10,253.98	2.04
INDUSTRIALS							
1,266.00 6/30/10	ACTUANT CORP CL A NEW CUSIP: 00508X203	27,296.19	23,838.78	0.03	18.830	50.64	0.21
2,044.00 6/30/10	APAC CUSTOMER SERVICES INC CUSIP: 00185E106	12,187.60	11,650.80	0.02	5.700	0.00	0.00
1,304.00 6/30/10	APOGEE ENTERPRISES INC CUSIP: 037598109	17,398.22	14,122.32	0.02	10.830	425.10	3.01
4,200.00 6/30/10	AVERY DENNISON CORP COM CUSIP: 053611109	159,543.59	134,946.00	0.19	32.130	3,360.00	2.49
452.00 6/30/10	CARDTRONICS INC CUSIP: 14161H108	5,968.39	5,857.92	0.01	12.960	0.00	0.00
1,365.00 6/30/10	CATERPILLAR INC CUSIP: 149123101	80,158.94	81,995.55	0.12	60.070	2,402.40	2.93
1,225.00 6/30/10	CHART INDUSTRIES INC CUSIP: 16115Q308	25,312.68	19,085.50	0.03	15.580	0.00	0.00
380.00 6/30/10	COINSTAR INCORPORATED CUSIP: 19259P300	20,809.32	16,328.60	0.02	42.970	0.00	0.00
2,800.00 6/30/10	COLFAX CORPORATION CUSIP: 194014106	31,236.42	29,148.00	0.04	10.410	0.00	0.00
2,830.00 6/30/10	DANAHER CORP COM CUSIP: 235851102	85,731.38	105,049.60	0.15	37.120	226.40	0.22
612.00 6/30/10	DIAMOND MGMT & TECH CONSULTANTS CUSIP: 25269L106	5,988.67	6,309.72	0.01	10.310	220.32	3.49

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SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
699.00 6/30/10	DIEBOLD INC CUSIP: 253651103	19,775.43	19,047.75	0.03	27.250	754.92	3.96
1,320.00 6/30/10	DST SYSTEMS INC COM CUSIP: 233326107	49,684.48	47,704.80	0.07	36.140	792.00	1.66
1,094.00 6/30/10	EMCOR GROUP INC CUSIP: 29084Q100	30,329.83	25,347.98	0.04	23.170	0.00	0.00
2,080.00 6/30/10	EMERSON ELECTRIC CO CUSIP: 291011104	101,812.37	90,875.20	0.13	43.690	2,787.20	3.07
947.00 6/30/10	ENERSYS CUSIP: 29275Y102	18,227.95	20,237.39	0.03	21.370	0.00	0.00
800.00 6/30/10	FEDEX CORP COM CUSIP: 31428X106	46,920.96	56,088.00	0.08	70.110	384.00	0.69
18,500.00 6/30/10	FLEXTRONICS INTL LTD CUSIP: Y2573F102	170,660.13	103,600.00	0.15	5.600	0.00	0.00
0.50 6/30/10	FORWARD AIR CORP CUSIP: 349853101	12.94	13.63	0.00	27.260	0.14	1.03
7,500.00 6/30/10	GENERAL ELECTRIC COMPANY CUSIP: 369604103	215,956.50	108,150.00	0.15	14.420	3,000.00	2.77
2,025.00 6/30/10	GRANITE CONSTRUCTION INCORPORATED CUSIP: 387328107	63,807.99	47,749.50	0.07	23.580	1,053.00	2.21
1,729.00 6/30/10	GRIFFON CORPORATION CUSIP: 398433102	21,593.61	19,122.74	0.03	11.060	0.00	0.00
2,600.00 6/30/10	HERMAN MILLER INC CUSIP: 600544100	33,756.18	49,062.00	0.07	18.870	228.80	0.47
969.00 6/30/10	HEWITT ASSOCIATES INC CUSIP: 42822Q100	34,157.02	33,391.74	0.05	34.460	0.00	0.00

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SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
499.00 6/30/10	HOUSTON WIRE & CABLE CO CUSIP: 44244K109 2000130	5,582.91	5,414.15	0.01	10.850	169.66	3.13
620.00 6/30/10	IHS INC CL A CUSIP: 451734107 2000130	33,151.80	36,220.40	0.05	58.420	0.00	0.00
1,864.00 6/30/10	INGERSOLL-RAND PUBLIC LTD CO CUSIP: G47791101 2000132	54,455.55	64,289.36	0.09	34.490	521.92	0.81
4,700.00 6/30/10	INGERSOLL-RAND PUBLIC LTD CO CUSIP: G47791101 2000133	167,540.95	162,103.00	0.23	34.490	1,316.00	0.81
2,219.00 6/30/10	INTERVAL LEISURE GROUP INC CUSIP: 46113M108 2000130	27,711.04	27,626.55	0.04	12.450	0.00	0.00
1,800.00 6/30/10	LOCKHEED MARTIN CORPORATION COM CUSIP: 539830109 2000133	130,629.48	134,100.00	0.19	74.500	4,536.00	3.38
5,800.00 6/30/10	MASCO CORP CUSIP: 574599106 2000133	121,675.00	62,408.00	0.09	10.760	1,740.00	2.79
808.00 6/30/10	MEDASSETS INC CUSIP: 584045108 2000130	19,535.41	18,648.64	0.03	23.080	0.00	0.00
2,700.00 6/30/10	MUELLER INDS INC COM CUSIP: 624756102 2003201	67,662.86	66,420.00	0.10	24.600	1,080.00	1.63
1,000.00 6/30/10	NORTHROP GRUMMAN CORP CUSIP: 666807102 2000133	59,989.80	54,440.00	0.08	54.440	1,880.00	3.45
1,092.00 6/30/10	ORBITAL SCIENCE CORP CUSIP: 685564106 2000130	17,461.96	17,220.84	0.03	15.770	0.00	0.00
1,630.00 6/30/10	ROPER INDUSTRIES INC CUSIP: 776696106 2000132	72,933.33	91,214.80	0.13	55.960	619.40	0.68
2,600.00 6/30/10	SAIC INC CUSIP: 78390X101 2003201	48,300.31	43,524.00	0.06	16.740	0.00	0.00

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SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
987.00 6/30/10	SPIRIT AEROSYSTEMS HOLD-CL A CUSIP: 848574109 2000130	19,175.34	18,812.22	0.03	19.060	0.00	0.00
519.00 6/30/10	TELEDYNE TECHNOLOGIES INC COM CUSIP: 879360105 2000130	18,436.43	20,023.02	0.03	38.580	0.00	0.00
1,595.00 6/30/10	TYCO INTERNATIONAL LTD CUSIP: H89128104 2000132	53,928.93	56,191.85	0.08	35.230	1,218.58	2.17
1,175.00 6/30/10	UNION PACIFIC CORP COM CUSIP: 907818108 2000132	75,475.89	81,674.25	0.12	69.510	1,551.00	1.90
1,406.00 6/30/10	UNITED TECHNOLOGIES CORP COM CUSIP: 913017109 2000132	100,344.53	91,263.46	0.13	64.910	2,390.20	2.62
2,800.00 6/30/10	VIAD CORP CUSIP: 92552R406 2003201	46,890.72	49,420.00	0.07	17.650	448.00	0.91
688.00 6/30/10	WOODWARD GOVERNOR CO COM CUSIP: 980745103 2000130	19,461.70	17,564.64	0.03	25.530	165.12	0.94
623.00 6/30/10	WRIGHT EXPRESS CORP CUSIP: 98233Q105 2000130	20,433.55	18,503.10	0.03	29.700	0.00	0.00
TOTAL INDUSTRIALS		2,459,104.28	2,205,805.80	3.13		33,320.80	1.51
TELECOMMUNICATION SERVICES							
1,400.00 6/30/10	NII HOLDINGS INC-CL B CUSIP: 62913F201 2003201	53,176.86	45,528.00	0.07	32.520	0.00	0.00
TOTAL TELECOMMUNICATION SERVICES		53,176.86	45,528.00	0.07		0.00	0.00
CONSUMER DISCRETIONARY							

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SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
970.00 6/30/10	BEACON ROOFING SUPPLY INC CUSIP: 073685109 2000130	19,972.41	17,479.40	0.03	18.020	0.00	0.00
2,310.00 6/30/10	BED BATH & BEYOND INC COM CUSIP: 075896100 2000132	85,739.41	85,654.80	0.12	37.080	0.00	0.00
7,500.00 6/30/10	BLOCK H & R INC CUSIP: 093671105 2000133	126,895.31	117,675.00	0.17	15.690	4,500.00	3.83
5,416.00 6/30/10	CAMBIUM LEARNING GROUP INC CUSIP: 13201A107 2003201	67,945.41	19,497.60	0.03	3.600	0.00	0.00
3,990.00 6/30/10	CBS CORP CL B CUSIP: 124857202 2000132	33,505.24	51,590.70	0.07	12.930	798.00	1.55
789.00 6/30/10	CHEROKEE INC CUSIP: 16444H102 2000130	23,923.68	13,491.90	0.02	17.100	1,199.28	8.89
4,800.00 6/30/10	CHICOS FAS INC CUSIP: 168615102 2003201	9,804.56	47,424.00	0.07	9.880	768.00	1.62
741.00 6/30/10	DREAMWORKS ANIMATION SKG INC-A CUSIP: 26153C103 2000130	26,610.70	21,155.55	0.03	28.550	0.00	0.00
10,300.00 6/30/10	EXIDE TECHNOLOGIES CUSIP: 302051206 2003201	40,178.33	53,560.00	0.08	5.200	0.00	0.00
532.00 6/30/10	FOSSIL INC CUSIP: 349882100 2000130	19,983.90	18,460.40	0.03	34.700	0.00	0.00
3,500.00 6/30/10	HOME DEPOT INC COM CUSIP: 437076102 2000133	118,913.35	98,245.00	0.14	28.070	3,307.50	3.37
213.00 6/30/10	HSN INCORPORATED CUSIP: 404303109 2000130	3,988.77	5,112.00	0.01	24.000	0.00	0.00
14,745.00 6/30/10	INTERPUBLIC GROUP COS INC COM CUSIP: 460690100 2003201	107,118.68	105,131.85	0.15	7.130	0.00	0.00

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970.00 6/30/10	JOHN WILEY & SONS INC CUSIP: 968223206 2000130	36,507.59	37,509.90	0.05	38.670	620.80	1.66
5,300.00 6/30/10	KB HOME COM CUSIP: 48666K109 2000133	170,859.49	58,300.00	0.08	11.000	1,325.00	2.27
1,300.00 6/30/10	KOHL'S CORP COM CUSIP: 500255104 2000133	61,564.28	61,750.00	0.09	47.500	0.00	0.00
1,441.00 6/30/10	LEGGETT & PLATT INC CUSIP: 524660107 2000130	32,606.71	28,906.46	0.04	20.060	1,498.64	5.19
7,100.00 6/30/10	MACY'S INC CUSIP: 55616P104 2000133	194,421.62	127,090.00	0.18	17.900	1,420.00	1.12
3,580.00 6/30/10	MATTEL INC CUSIP: 577081102 2000132	78,750.14	75,752.80	0.11	21.160	2,685.00	3.55
6,500.00 6/30/10	MC GRAY HILL COMPANIES INC CUSIP: 580645109 2000133	169,899.51	182,910.00	0.26	28.140	6,110.00	3.34
2,616.00 6/30/10	MDC PARTNERS INC CUSIP: 553697104 2000130	23,898.00	27,938.88	0.04	10.680	0.00	0.00
1,114.00 6/30/10	NATIONAL CINEMEDIA INC CUSIP: 635309107 2000130	21,450.84	18,559.24	0.03	16.660	802.08	4.32
1,695.00 6/30/10	NORDSTROM INC COM CUSIP: 655664100 2000132	64,161.85	54,562.05	0.08	32.190	1,356.00	2.49
4,255.00 6/30/10	THE DIRECTV GROUP HLDGS CL A CUSIP: 25490A101 2000132	123,272.26	144,329.60	0.21	33.920	0.00	0.00
1,655.00 6/30/10	URBAN OUTFITTERS INC CUSIP: 917047102 2000132	63,462.21	56,915.45	0.08	34.390	0.00	0.00
1,084.00 6/30/10	WABCO HOLDINGS INC CUSIP: 92927K102 2000130	30,831.34	34,124.32	0.05	31.480	0.00	0.00

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1,489.00 6/30/10	WOLVERINES WORLD WIDE INC COM CUSIP: 978097103 2000130	35,113.59	37,552.58	0.05	25.220	655.16	1.75
3,280.00 6/30/10	WYNDHAM WORLDWIDE CORP CUSIP: 98310W108 2000132	74,207.41	66,059.20	0.09	20.140	1,574.40	2.38
TOTAL CONSUMER DISCRETIONARY		1,865,586.59	1,666,738.68	2.37		28,619.86	1.72
CONSUMER STAPLES							
2,400.00 6/30/10	ALBERTO-CULVER COMPANY CUSIP: 013078100 2000132	68,360.42	65,016.00	0.09	27.090	816.00	1.26
6,000.00 6/30/10	AVON PRODUCTS INC CUSIP: 054303102 2000133	159,702.73	159,000.00	0.23	26.500	5,280.00	3.32
1,352.00 6/30/10	COCA COLA ENTERPRISES INC CUSIP: 191219104 2000132	25,005.60	34,962.72	0.05	25.860	486.72	1.39
2,495.00 6/30/10	CONAGRA FOODS INC CUSIP: 205887102 2000132	58,804.89	58,183.40	0.08	23.320	1,996.00	3.43
809.00 6/30/10	FLOWERS FOODS INC COM CUSIP: 343498101 2000130	20,117.47	19,763.87	0.03	24.430	647.20	3.28
3,300.00 6/30/10	KIMBERLY CLARK CORP CUSIP: 494368103 2000133	197,704.51	200,079.00	0.29	60.630	8,712.00	4.36
3,346.00 6/30/10	PHILIP MORRIS INTL INC CUSIP: 718172109 2000132	141,264.65	153,380.64	0.22	45.840	7,762.72	5.06
3,275.00 6/30/10	PROCTER & GAMBLE CO COM CUSIP: 742718109 2000132	204,536.41	196,434.50	0.28	59.980	6,310.92	3.21
13,600.00 6/30/10	SUPERVALU INC CUSIP: 868536103 2000133	202,161.30	147,424.00	0.21	10.840	4,760.00	3.23

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SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
2,880.00 6/30/10	WAL MART STORES INC COM CUSIP: 931142103 2000132	166,068.52	138,441.60	0.20	48.070	3,484.80	2.52
1,900.00 6/30/10	WAL MART STORES INC COM CUSIP: 931142103 2000133	96,299.10	91,333.00	0.13	48.070	2,299.00	2.52
2,245.00 6/30/10	WALGREEN CO CUSIP: 931422109 2000132	84,610.61	59,941.50	0.09	26.700	1,234.75	2.06
7,000.00 6/30/10	WALGREEN CO CUSIP: 931422109 2000133	222,237.85	186,900.00	0.27	26.700	3,850.00	2.06
4,100.00 6/30/10	WINN-DIXIE STORES INC CUSIP: 974280307 2003201	69,473.17	39,524.00	0.06	9.640	0.00	0.00
TOTAL CONSUMER STAPLES		1,716,347.23	1,550,384.23	2.20		47,640.11	3.07
ENERGY							
1,637.00 6/30/10	AMERICAN OIL & GAS INC CUSIP: 028723104 2000130	10,266.26	10,280.36	0.02	6.280	0.00	0.00
915.00 6/30/10	APACHE CORP COM CUSIP: 037411105 2000132	80,124.28	77,033.85	0.11	84.190	549.00	0.71
325.00 6/30/10	ATLAS ENERGY INC CUSIP: 049298102 2000130	10,952.27	8,797.75	0.01	27.070	0.00	0.00
1,300.00 6/30/10	CHEVRON CORP CUSIP: 166764100 2000133	94,503.02	88,218.00	0.13	67.860	3,744.00	4.25
351.00 6/30/10	COMSTOCK RESOURCES INC CUSIP: 205768203 2000130	11,312.52	9,729.72	0.01	27.720	0.00	0.00
3,400.00 6/30/10	DEVON ENERGY CORP CUSIP: 25179M103 2000133	214,295.97	207,128.00	0.30	60.920	2,176.00	1.05

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705.00 6/30/10	DRESSER-RAND GROUP INC CUSIP: 261608103	18,652.40	22,242.75	0.03	31.550	0.00	0.00
2,900.00 6/30/10	EXCO RESOURCES INC CUSIP: 269279402	41,501.82	42,369.00	0.06	14.610	348.00	0.82
1,046.00 6/30/10	EXXON MOBIL CORP CUSIP: 30231G102	63,162.93	59,695.22	0.09	57.070	1,840.96	3.08
1,800.00 6/30/10	FOREST OIL CORP CUSIP: 346091705	46,408.98	49,248.00	0.07	27.360	0.00	0.00
2,250.00 6/30/10	HOLLY CORPORATION CUSIP: 435758305	50,025.42	59,805.00	0.09	26.580	1,350.00	2.26
2,245.00 6/30/10	NATIONAL-OILWELL VARCO INC CUSIP: 637071101	105,331.86	74,242.15	0.11	33.070	898.00	1.21
770.00 6/30/10	NORTHERN OIL AND GAS INC CUSIP: 665531109	8,711.91	9,886.80	0.02	12.840	0.00	0.00
691.00 6/30/10	OASIS PETROLEUM INC CUSIP: 674215108	10,267.70	10,019.50	0.02	14.500	0.00	0.00
1,195.00 6/30/10	OCCIDENTAL PETE CORP COM CUSIP: 674599105	76,294.88	92,194.25	0.13	77.150	1,816.40	1.97
1,435.00 6/30/10	PEABODY ENERGY CORP CUSIP: 704549104	52,295.85	56,151.55	0.08	39.130	401.80	0.72
1,300.00 6/30/10	PIONEER NATURAL RESOURCES CO CUSIP: 723787107	54,756.47	77,285.00	0.11	59.450	104.00	0.14
5,800.00 6/30/10	RESOLUTE ENERGY CORP CUSIP: 76116A108	64,168.81	70,992.00	0.10	12.240	0.00	0.00
530.00 6/30/10	ROSETTA RESOURCES INC CUSIP: 777779307	10,835.90	10,499.30	0.02	19.810	0.00	0.00

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
2,400.00 6/30/10	ROYAL DUTCH SHELL PLC-ADR A CUSIP: 780259206 2000133	127,327.68	120,528.00	0.17	50.220	6,854.40	5.69
702.00 6/30/10	RPC INC CUSIP: 749660106 2000130	9,888.94	9,582.30	0.01	13.650	112.32	1.17
2,990.00 6/30/10	SUNCOR ENERGY INC CUSIP: 867224107 2000132	102,308.19	88,025.60	0.13	29.440	0.00	0.00
2,063.00 6/30/10	TESCO CORP CUSIP: 88157K101 2000130	24,596.25	25,333.64	0.04	12.280	0.00	0.00
2,186.00 6/30/10	WILLIAMS COMPANY INC (THE) CUSIP: 969457100 2000132	46,284.86	39,960.08	0.06	18.280	1,093.00	2.74
TOTAL ENERGY		1,334,275.17	1,319,247.82	1.87		21,287.88	1.61
FINANCIAL							
2,145.00 6/30/10	AM EX CO CUSIP: 025816109 2000132	73,800.82	85,156.50	0.12	39.700	1,544.40	1.81
1,541.00 6/30/10	AMERIPRISE FINANCIAL INC CUSIP: 03076C106 2000132	61,650.48	55,676.33	0.08	36.130	1,109.52	1.99
1,182.00 6/30/10	AMERISAFE INC CUSIP: 03071H100 2000130	19,352.49	20,744.10	0.03	17.550	0.00	0.00
2,400.00 6/30/10	ASPEN INSURANCE HOLDINGS LTD CUSIP: G05384105 2003201	64,185.85	59,376.00	0.09	24.740	1,440.00	2.43
1,500.00 6/30/10	ASSURANT INC CUSIP: 04621X108 2003201	36,094.77	52,050.00	0.07	34.700	960.00	1.85
7,884.00 6/30/10	BANK AMER CORP CUSIP: 060505104 2000132	109,333.41	113,293.08	0.16	14.370	315.36	0.28

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SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
5,500.00 6/30/10	BANK NEW YORK MELLON CORP CUSIP: 064058100 2000133	147,408.60	135,795.00	0.19	24.690	1,980.00	1.46
5,690.00 6/30/10	BLACKSTONE GROUP LP (THE) CUSIP: 09253UI08 2000132	69,699.16	54,396.40	0.08	9.560	2,276.00	4.19
3,825.00 6/30/10	BROOKLINE BANCORP INC CUSIP: 11373M107 2003201	39,040.96	33,966.00	0.05	8.880	1,300.50	3.83
3,182.00 6/30/10	CARDINAL FINANCIAL CORP CUSIP: 14149F109 2000130	29,510.32	29,401.68	0.04	9.240	254.56	0.87
460.00 6/30/10	COLUMBIA BANKING SYSTEM INC CUSIP: 197236102 2000130	10,023.77	8,399.60	0.01	18.260	18.40	0.22
1,604.00 6/30/10	COMERICA INC CUSIP: 200340107 2000132	66,931.09	59,075.32	0.08	36.830	320.80	0.54
1,600.00 6/30/10	COMERICA INC CUSIP: 200340107 2000133	44,411.42	58,928.00	0.08	36.830	320.00	0.54
2,500.00 6/30/10	COMERICA INC CUSIP: 200340107 2003201	45,018.36	92,075.00	0.13	36.830	500.00	0.54
100.00 6/30/10	COMMUNITY BANK SYSTEM INC CUSIP: 203607106 2000130	2,227.88	2,203.00	0.00	22.030	96.00	4.36
6,400.00 6/30/10	DISCOVER FINANCIAL SERVICES CUSIP: 254709108 2003201	77,125.74	89,472.00	0.13	13.980	512.00	0.57
760.00 6/30/10	EAGLE BANCORP INC MD CUSIP: 268948106 2000130	8,407.26	8,952.80	0.01	11.780	0.00	0.00
419.00 6/30/10	ENSTAR GROUP LIMITED CUSIP: G3075P101 2000130	36,702.20	27,838.36	0.04	66.440	0.00	0.00
700.00 6/30/10	EVERCORE PARTNERS INC CL A CUSIP: 29977A105 2000130	21,716.75	16,345.00	0.02	23.350	420.00	2.57

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SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
5,050.00 6/30/10	FIFTH THIRD BANCORP COM CUSIP: 316773100 2003201	51,361.11	62,064.50	0.09	12.290	202.00	0.33
2,000.00 6/30/10	FIRST AMERICAN FINL CORP CUSIP: 31847R102 2000133	22,027.22	25,360.00	0.04	12.680	480.00	1.89
170.00 6/30/10	FIRST CITIZENS BANCSHARES INC CL A CUSIP: 31946M103 2000130	26,454.88	32,696.10	0.05	192.330	204.00	0.62
750.00 6/30/10	FIRST CITIZENS BANCSHARES INC CL A CUSIP: 31946M103 2003201	141,836.61	144,247.50	0.21	192.330	900.00	0.62
1,920.00 6/30/10	FOREST CITY ENTERPRISES INC CUSIP: 345550107 2000130	25,231.09	21,734.40	0.03	11.320	0.00	0.00
1,302.00 6/30/10	FORESTAR GROUP INC CUSIP: 346233109 2000130	25,863.37	23,383.92	0.03	17.960	0.00	0.00
314.00 6/30/10	GOLDMAN SACHS GROUP INC COM CUSIP: 38141G104 2000132	55,489.57	41,218.78	0.06	131.270	439.60	1.07
462.00 6/30/10	HANOVER INSURANCE GROUP INC CUSIP: 410867105 2000130	19,143.56	20,097.00	0.03	43.500	462.00	2.30
3,136.00 6/30/10	INVESCO LIMITED CUSIP: G491BT108 2000132	55,984.60	52,778.88	0.08	16.830	1,379.84	2.62
2,350.00 6/30/10	INVESTMENT TECHNOLOGY GROUP CUSIP: 46145F105 2003201	48,099.28	37,741.00	0.05	16.060	0.00	0.00
768.00 6/30/10	INVESTORS BANCORP INC CUSIP: 46146P102 2000130	9,888.99	10,076.16	0.02	13.120	0.00	0.00
4,438.00 6/30/10	JPMORGAN CHASE & CO CUSIP: 46625H100 2000132	141,952.36	162,475.18	0.23	36.610	887.60	0.55
6,400.00 6/30/10	JPMORGAN CHASE & CO CUSIP: 46625H100 2000133	222,215.79	234,304.00	0.33	36.610	1,280.00	0.55

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SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
4,500.00 6/30/10	LINCOLN NATIONAL CORP CUSIP: 534187109 2000133	167,697.99	109,305.00	0.16	24.290	180.00	0.17
12,725.00 6/30/10	MARSHALL & ILSLEY CORP CUSIP: 571837103 2003201	129,266.21	91,365.50	0.13	7.180	509.00	0.56
1,600.00 6/30/10	METLIFE INC CUSIP: 59156R108 2000133	60,799.90	60,416.00	0.09	37.760	1,184.00	1.96
1,664.00 6/30/10	NORTHWEST BANCSHARES INC CUSIP: 667340103 2000130	19,733.46	19,086.08	0.03	11.470	665.60	3.49
399.00 6/30/10	OPPENHEIMER HOLDINGS INC CL A CUSIP: 683797104 2000130	11,924.93	9,556.05	0.01	23.950	175.56	1.84
505.00 6/30/10	PENSION WORLDWIDE INC CUSIP: 709600100 2000130	4,884.60	2,848.20	0.01	5.640	0.00	0.00
523.00 6/30/10	PICO HOLDINGS INC COM CUSIP: 693366205 2000130	17,941.48	15,674.31	0.02	29.970	0.00	0.00
540.00 6/30/10	PROASSURANCE CORP CUSIP: 74267C106 2000130	28,626.80	30,650.40	0.04	56.760	0.00	0.00
1,304.00 6/30/10	REINSURANCE GROUP OF AMERICA INC CUSIP: 759351604 2000132	63,615.94	59,605.84	0.09	45.710	625.92	1.05
329.00 6/30/10	SCBT FINANCIAL CORP CUSIP: 78401V102 2000130	11,286.27	11,587.38	0.02	35.220	223.72	1.93
16,700.00 6/30/10	SYNOVUS FINL CORP COM CUSIP: 87161C105 2003201	53,961.12	42,418.00	0.06	2.540	668.00	1.58
3,700.00 6/30/10	THE TRAVELERS COMPANIES INC CUSIP: 89417E109 2000133	150,873.97	182,225.00	0.26	49.250	5,328.00	2.92
3,706.00 6/30/10	UNUM GROUP CUSIP: 91529Y106 2000132	80,377.95	80,420.20	0.12	21.700	1,222.98	1.52

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
2,273.00 6/30/10	WASHINGTON FEDERAL INC COM CUSIP: 938824109 2003201	48,038.35	36,777.14	0.05	16.180	454.60	1.24
56.00 6/30/10	WESCO FINANCIAL CORP CUSIP: 950817106 2000130	18,143.77	18,099.20	0.03	323.200	91.84	0.51
870.00 6/30/10	WESTFIELD FINANCIAL INC CUSIP: 96008P104 2000130	7,730.09	7,247.10	0.01	8.330	174.00	2.40
4,306.00 6/30/10	XL CAPITAL LTD CL A CUSIP: G98255105 2000132	79,627.64	68,939.06	0.10	16.010	1,722.40	2.50
TOTAL FINANCIAL		2,762,720.23	2,717,542.05	3.86		32,828.20	1.21
HEALTH CARE							
1,047.00 6/30/10	AMERICAN MEDICAL SYSTEMS HOLDINGS CUSIP: 02744M108 2000130	17,904.81	23,159.64	0.03	22.120	0.00	0.00
2,305.00 6/30/10	AMERISOURCE BERGEN CORP COM CUSIP: 03073E105 2000132	68,582.12	73,183.75	0.10	31.750	737.60	1.01
1,045.00 6/30/10	ANGEN INC COM CUSIP: 031162100 2000132	59,868.84	54,967.00	0.08	52.600	0.00	0.00
2,300.00 6/30/10	ANGEN INC COM CUSIP: 031162100 2000133	121,395.12	120,980.00	0.17	52.600	0.00	0.00
236.00 6/30/10	BIO RAD LABS INC CL A CUSIP: 090572207 2000130	21,335.25	20,411.64	0.03	86.490	0.00	0.00
1,267.00 6/30/10	BIOVAIL CORP CUSIP: 09067J109 2000130	20,554.48	24,377.08	0.04	19.240	481.46	1.98
2,075.00 6/30/10	BRUKER CORPORATION CUSIP: 116794108 2000130	27,429.59	25,232.00	0.04	12.160	0.00	0.00

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SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
1,805.00 6/30/10	CARDINAL HEALTH INC CUSIP: 14149Y108 2000132	57,218.86	60,666.05	0.09	33.610	1,407.90	2.32
3,300.00 6/30/10	COVENTRY HEALTH CARE INC CUSIP: 222862104 2003201	48,269.72	58,344.00	0.08	17.680	0.00	0.00
2,210.00 6/30/10	COVIDIEN PLC CUSIP: G2554F105 2000132	113,182.27	88,797.80	0.13	40.180	1,591.20	1.79
267.00 6/30/10	EMERGENCY MEDICAL SERVICES-A CUSIP: 29100P102 2000130	14,797.33	13,091.01	0.02	49.030	0.00	0.00
1,339.00 6/30/10	EMERGENT BIOSOLUTIONS INC CUSIP: 29089Q105 2000130	19,859.44	21,879.26	0.03	16.340	0.00	0.00
2,130.00 6/30/10	GILEAD SCIENCES INC COM CUSIP: 375558103 2000132	87,351.41	73,016.40	0.10	34.280	0.00	0.00
1,410.00 6/30/10	HOSPIRA INC CUSIP: 441060100 2000132	67,552.88	81,004.50	0.12	57.450	0.00	0.00
1,174.00 6/30/10	ICON PLC SPONSORED ADR CUSIP: 45103T107 2000130	28,085.76	33,916.86	0.05	28.890	0.00	0.00
2,400.00 6/30/10	JOHNSON & JOHNSON CUSIP: 478160104 2000133	133,379.90	141,744.00	0.20	59.060	5,184.00	3.66
9,000.00 6/30/10	KING PHARMACEUTICALS INC COM CUSIP: 495582108 2003201	93,370.97	68,310.00	0.10	7.590	0.00	0.00
663.00 6/30/10	LINCARE HOLDINGS INC COM CUSIP: 532791100 2000130	16,266.61	21,554.13	0.03	32.510	132.60	0.62
2,500.00 6/30/10	MARTEK BIOSCIENCES CORP CUSIP: 572901106 2003201	48,605.51	59,275.00	0.09	23.710	0.00	0.00
216.00 6/30/10	MASIMO CORPORATION CUSIP: 574795100 2000130	5,164.22	5,142.96	0.01	23.810	0.00	0.00

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
637.00 6/30/10	MEDNAX INC CUSIP: 58502B106 2000130	36,071.69	35,423.57	0.05	55.610	0.00	0.00
1,825.00 6/30/10	MERCK & CO INC CUSIP: 58933Y105 2000132	64,672.90	63,820.25	0.09	34.970	2,774.00	4.35
2,000.00 6/30/10	MERCK & CO INC CUSIP: 58933Y105 2000133	94,002.56	69,940.00	0.10	34.970	3,040.00	4.35
137.00 6/30/10	MICRUS ENDOVASCULAR CORP CUSIP: 59518V102 2000130	2,654.94	2,848.23	0.01	20.790	0.00	0.00
2,095.00 6/30/10	OMNICARE INC COM CUSIP: 681904108 2003201	61,494.36	49,651.50	0.07	23.700	188.55	0.38
8,960.00 6/30/10	PFIZER INC CUSIP: 717081103 2000132	142,977.39	127,769.60	0.18	14.260	6,451.20	5.05
7,800.00 6/30/10	PFIZER INC CUSIP: 717081103 2000133	229,322.61	111,228.00	0.16	14.260	5,616.00	5.05
465.00 6/30/10	ROCHESTER MEDICAL CORP CUSIP: 771497104 2000130	5,740.02	4,394.25	0.01	9.450	0.00	0.00
1,539.00 6/30/10	THERMO FISHER SCIENTIFIC INC CUSIP: 883556102 2000132	63,644.68	75,487.95	0.11	49.050	0.00	0.00
1,215.00 6/30/10	VARIAN MEDICAL SYS INC COM CUSIP: 92220P105 2000132	67,146.13	63,520.20	0.09	52.280	0.00	0.00
1,289.00 6/30/10	WATERS CORP COM CUSIP: 941848103 2000132	75,702.75	83,398.30	0.12	64.700	0.00	0.00
1,500.00 6/30/10	WELLPOINT INC CUSIP: 94973V107 2000133	66,913.83	73,395.00	0.11	48.930	0.00	0.00
1,080.00 6/30/10	ZIMMER HLDGS INC COM CUSIP: 98956P102 2000132	63,483.88	58,374.00	0.08	54.050	0.00	0.00

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TOTAL HEALTH CARE							
		2,044,002.83	1,888,303.93	2.68		27,604.51	1.46
INFORMATION TECHNOLOGY							
1,830.00	ACACIA RESEARCH-ACACIA TECH 6/30/10 CUSIP: 003881307 2000130	20,575.81	26,040.90	0.04	14.230	0.00	0.00
1,828.00	ANAREN INC 6/30/10 CUSIP: 032744104 2000130	27,305.66	27,310.32	0.04	14.940	0.00	0.00
902.00	APPLE INC 6/30/10 CUSIP: 037833100 2000132	116,558.48	226,880.06	0.32	251.530	0.00	0.00
52,280.00	AXCELIS TECHNOLOGIES INC COM 6/30/10 CUSIP: 054540109 2003201	145,255.83	81,034.00	0.12	1.550	0.00	0.00
1,420.00	BMC SOFTWARE INC COM 6/30/10 CUSIP: 055921100 2000132	54,607.81	49,174.60	0.07	34.630	0.00	0.00
5,420.00	CA INC 6/30/10 CUSIP: 12673P105 2003201	128,032.51	99,728.00	0.14	18.400	867.20	0.87
1,700.00	CABOT MICROELECTRONICS CORP COM 6/30/10 CUSIP: 12709P103 2003201	52,515.93	58,803.00	0.08	34.590	0.00	0.00
7,220.00	CISCO SYSTEMS INC 6/30/10 CUSIP: 17275R102 2000132	124,256.35	153,858.20	0.22	21.310	0.00	0.00
5,000.00	CISCO SYSTEMS INC 6/30/10 CUSIP: 17275R102 2000133	104,896.48	106,550.00	0.15	21.310	0.00	0.00
1,500.00	COGNIZANT TECH SOL CORP 6/30/10 CUSIP: 192446102 2000132	52,682.83	75,090.00	0.11	50.060	0.00	0.00
4,200.00	COMPUTER SCIENCES CORP COM 6/30/10 CUSIP: 205363104 2000133	201,105.82	190,050.00	0.27	45.250	2,520.00	1.33

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10,200.00 6/30/10	COMPUWARE CORP CUSIP: 205638109 2003201	78,258.07	81,396.00	0.12	7.980	0.00	0.00
2,000.00 6/30/10	CORELOGIC INC CUSIP: 21871D103 2000133	32,507.49	35,320.00	0.05	17.660	1,760.00	4.98
14,000.00 6/30/10	DELL INC CUSIP: 24702R101 2000133	222,307.58	168,840.00	0.24	12.060	0.00	0.00
0.50 6/30/10	DIODES INCORPORATED CUSIP: 254543101 2000130	8.94	7.94	0.00	15.880	0.00	0.00
8,825.00 6/30/10	EARTHLINK INC COM CUSIP: 270321102 2003201	68,662.59	70,247.00	0.10	7.960	5,648.00	8.04
2,700.00 6/30/10	FAIR ISAAC INC CUSIP: 303250104 2003201	58,222.18	58,833.00	0.08	21.790	216.00	0.37
1,495.00 6/30/10	FEI CO CUSIP: 302411109 2000130	34,125.68	29,466.45	0.04	19.710	0.00	0.00
2,590.00 6/30/10	HEWLETT-PACKARD CO CUSIP: 428236103 2000132	132,804.32	112,095.20	0.16	43.280	828.80	0.74
2,600.00 6/30/10	HEWLETT-PACKARD CO CUSIP: 428236103 2000133	58,893.73	112,528.00	0.16	43.280	832.00	0.74
1,300.00 6/30/10	IBM CORPORATION CUSIP: 459200101 2000133	114,650.28	160,524.00	0.23	123.480	3,380.00	2.11
425.00 6/30/10	INTUIT INC COM CUSIP: 461202103 2000132	15,110.49	14,777.25	0.02	34.770	0.00	0.00
3,110.00 6/30/10	MARVEL TECHNOLOGY GROUP LTD CUSIP: G5876H105 2000132	60,153.31	49,013.60	0.07	15.760	0.00	0.00
7,675.00 6/30/10	MICROSOFT CORP CUSIP: 594918104 2000132	173,785.95	176,601.75	0.25	23.010	3,991.00	2.26

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5,000.00 6/30/10	MICROSOFT CORP CUSIP: 594918104 2000133	133,336.78	115,050.00	0.16	23.010	2,600.00	2.26
1,275.00 6/30/10	MICROSTRATEGY INC CUSIP: 594972408 2003201	84,529.63	95,739.75	0.14	75.090	0.00	0.00
2,677.00 6/30/10	MONOTYPE IMAGING HOLDINGS INC CUSIP: 61022P100 2000130	29,994.26	24,119.77	0.04	9.010	0.00	0.00
3,920.00 6/30/10	NATIONAL SEMICONDUCTOR CORP COM CUSIP: 637640103 2000132	59,725.12	52,763.20	0.08	13.460	1,254.40	2.38
2,825.00 6/30/10	NATIONAL SEMICONDUCTOR CORP COM CUSIP: 637640103 2003201	59,402.80	38,024.50	0.05	13.460	904.00	2.38
4,309.00 6/30/10	ORACLE CORPORATION COM CUSIP: 68389X105 2000132	86,174.50	92,471.14	0.13	21.460	861.80	0.93
3,160.00 6/30/10	ORBOTECH LTD CUSIP: M75253100 2003201	61,329.55	34,349.20	0.05	10.870	0.00	0.00
2,845.00 6/30/10	PHOTRONIC LABS INC COM CUSIP: 719405102 2000130	12,844.50	12,859.40	0.02	4.520	0.00	0.00
676.00 6/30/10	PLANTRONICS INC COM NEW CUSIP: 727493108 2000130	21,549.82	19,333.60	0.03	28.600	135.20	0.70
768.00 6/30/10	FLEXUS CORP CUSIP: 729132100 2000130	24,755.52	20,536.32	0.03	26.740	0.00	0.00
285.00 6/30/10	PRICELINE.COM INCORPORATED CUSIP: 741503403 2000132	23,867.87	50,313.90	0.07	176.540	0.00	0.00
872.00 6/30/10	PROGRESS SOFTWARE CORP CUSIP: 743312100 2000130	27,197.07	26,194.88	0.04	30.040	0.00	0.00
3,570.00 6/30/10	QUALCOMM INC COM CUSIP: 747525103 2000132	137,173.68	117,238.80	0.17	32.840	2,713.20	2.32

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2,298.00 6/30/10	QUEST SOFTWARE INC COM CUSIP: 74834T103 2000130	35,096.01	41,455.92	0.06	18.040	0.00	0.00
468.00 6/30/10	ROFIN-SINAR TECHNOLOGIES INC CUSIP: 775043102 2000130	10,819.42	9,743.76	0.01	20.820	0.00	0.00
2,590.00 6/30/10	SYNOFYS INC COM CUSIP: 871607107 2003201	64,738.22	54,053.30	0.08	20.870	0.00	0.00
1,895.00 6/30/10	TIBCO SOFTWARE INC COM CUSIP: 88632Q103 2000130	21,678.94	22,853.70	0.03	12.060	0.00	0.00
2,418.00 6/30/10	TTM TECHNOLOGIES INC CUSIP: 87305R109 2000130	23,180.93	22,971.00	0.03	9.500	0.00	0.00
800.00 6/30/10	VISA INC CUSIP: 92826C839 2000132	59,730.42	56,600.00	0.08	70.750	400.00	0.71
10,000.00 6/30/10	WESTERN UNION COMPANY CUSIP: 959802109 2000133	168,045.44	149,100.00	0.21	14.910	2,400.00	1.61
TOTAL INFORMATION TECHNOLOGY		3,222,454.60	3,219,941.41	4.57		31,311.60	0.97
UTILITIES							
2,850.00 6/30/10	ALLEGHENY ENERGY INC CUSIP: 017361106 2003201	69,668.61	58,938.00	0.08	20.680	1,710.00	2.90
1,190.00 6/30/10	ALLETE INC CUSIP: 018522300 2003201	51,213.35	40,745.60	0.06	34.240	2,094.40	5.14
382.00 6/30/10	ITC HOLDINGS CORP CUSIP: 465685105 2000130	20,561.91	20,211.62	0.03	52.910	488.96	2.42
991.00 6/30/10	UGI CORP CUSIP: 902681105 2000130	22,729.37	25,211.04	0.04	25.440	991.00	3.93

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
TOTAL UTILITIES							
		164,173.24	145,106.26	0.21		5,284.36	3.64
COMMON STOCK							
3,850.00	ASSURED GUARANTY LTD	79,597.71	51,089.50	0.07	13.270	693.00	1.36
6/30/10	CUSIP: G0585R106 2003201						
2,875.00	ENDURANCE SPECIALTY HOLDINGS LTD	80,372.93	107,898.75	0.15	37.530	2,875.00	2.67
6/30/10	CUSIP: G30397106 2003201						
5,600.00	UTI WORLDWIDE INC	76,769.08	69,328.00	0.10	12.380	336.00	0.49
6/30/10	CUSIP: G87210103 2003201						
TOTAL COMMON STOCK							
		236,739.72	228,316.25	0.33		3,904.00	1.71
MISCELLANEOUS							
687.00	FTI CONSULTING	29,149.30	29,946.33	0.04	43.590	0.00	0.00
6/30/10	CUSIP: 302941109 2000130						
1,350.00	FTI CONSULTING	55,655.25	58,846.50	0.08	43.590	0.00	0.00
6/30/10	CUSIP: 302941109 2003201						
914.00	LASALLE HOTEL PROP REIT	20,226.79	18,800.98	0.03	20.570	36.56	0.20
6/30/10	CUSIP: 517942108 2000130						
3,000.00	PARKWAY PROPERTIES INCORPORATED	59,632.66	43,710.00	0.06	14.570	900.00	2.06
6/30/10	CUSIP: 70159Q104 2003201						
1,200.00	REGENCY CENTERS CORPORATION (REIT)	40,592.16	41,280.00	0.06	34.400	2,220.00	5.38
6/30/10	CUSIP: 758849103 2003201						
8,540.00	VOYAGER LEARNING CORP (CVR)	1.00	0.00	0.00	0.000	0.00	0.00
6/30/10	CUSIP: 929ESC960 2003201						

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
5,500.00 6/30/10	WILLIS GROUP HOLDINGS PLC CUSIP: G96666105 2000133	147,381.95	165,275.00	0.24	30.050	5,720.00	3.46
2,300.00 6/30/10	WILLIS GROUP HOLDINGS PLC CUSIP: G96666105 2003201	56,253.14	69,115.00	0.10	30.050	2,392.00	3.46
TOTAL MISCELLANEOUS		408,892.25	426,973.81	0.61		11,268.56	2.64
TOTAL COMMON EQUITY SECURITIES		16,784,103.08	15,916,191.35	22.60		253,323.87	1.59

DOMESTIC EQUITY MUTUAL FUNDS

326,103.19 6/30/10	PIMCO COMMODITY RR STRATEGY FD -D CUSIP: 722005550 2000129	2,419,765.30	2,380,553.31	3.38	7.300	225,011.20	9.45
50,582.92 6/30/10	SPRUCROVE US GROUP TRUST CUSIP: 2309373Y8 910118157	961,949.38	1,963,785.76	2.79	38.823	0.00	0.00
105,102.29 6/30/10	VANGUARD INSTITUTIONAL INDEX #94 CUSIP: 922040100 910118124	9,684,704.11	9,910,094.55	14.07	94.290	230,489.31	2.33
TOTAL DOMESTIC EQUITY MUTUAL FUNDS		13,066,418.79	14,254,433.62	20.24		455,500.52	3.20

INTL EQUITY MUTUAL FUNDS

132,805.23 6/30/10	ARTISAN INTL FD INV CUSIP: 04314H204 2000129	2,665,000.00	2,344,012.29	3.33	17.650	32,670.09	1.39
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ASSET STATEMENT
AS OF 6/30/10
ALT HOSP NON BARG COMBINED ACCT

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
82,139.07 6/30/10	DODGE & COX INTL STK FD CUSIP: 256206103 2000129	2,665,000.00	2,331,928.23	3.31	28.390	35,812.63	1.54
TOTAL INTL EQUITY MUTUAL FUNDS		5,330,000.00	4,675,940.52	6.64		68,482.72	1.47

BALANCED EQUITY MUTUAL FUNDS

138,584.50 6/30/10	CALAMOS CONVERTIBLE FUND - I CUSIP: 128119864 2000129	2,288,195.72	2,358,708.19	3.35	17.020	106,294.31	4.51
TOTAL BALANCED EQUITY MUTUAL FUNDS		2,288,195.72	2,358,708.19	3.35		106,294.31	4.51

TOTAL EQUITIES

TOTAL INVESTMENT PORTFOLIO	67,895,716.03	70,443,899.45	100.00			1,660,023.38	2.36
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ENDING ACCRUAL FOR PERIOD

211,980.68

TOTAL VALUE

70,655,880.13

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 Non-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 001.

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.