

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2010 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information		
For calendar plan year 2010 or fiscal plan year beginning <u>01/01/2010</u> and ending <u>12/31/2010</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>BETHESDA RETIREMENT PLAN</u>	1b Three-digit plan number (PN) ►	<u>001</u>	
	1c Effective date of plan	<u>01/01/1973</u>	
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>BETHESDA, INC.</u> <u>619 OAK ST</u> <u>CINCINNATI, OH 45206-1613</u>	2b Employer Identification Number (EIN) <u>31-1108895</u>	2c Sponsor's telephone number <u>513-569-5134</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	<u>Filed with authorized/valid electronic signature.</u>	<u>10/05/2011</u>	<u>MICHAEL CROFTON</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2010)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") BETHESDA, INC. 619 OAK ST CINCINNATI, OH 45206-1613	3b Administrator's EIN 31-1108895 3c Administrator's telephone number 513-569-5134
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	7143
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	3526
b Retired or separated participants receiving benefits.....	6b	744
c Other retired or separated participants entitled to future benefits.....	6c	3061
d Subtotal. Add lines 6a , 6b , and 6c	6d	7331
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	78
f Total. Add lines 6d and 6e	6f	7409
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	124

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

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

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

a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)
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SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2010 This Form is Open to Public Inspection
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

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

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

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

Part I	Basic Information
1	Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2010</u>
2	Assets:
a	Market value 2a <u>171643299</u>
b	Actuarial value 2b <u>179686422</u>
3	Funding target/participant count breakdown
	(1) Number of participants (2) Funding Target
a	For retired participants and beneficiaries receiving payment 3a <u>810</u> <u>30385771</u>
b	For terminated vested participants 3b <u>1936</u> <u>47159235</u>
c	For active participants:
(1)	Non-vested benefits 3c(1) <u>9605617</u>
(2)	Vested benefits 3c(2) <u>102782990</u>
(3)	Total active 3c(3) <u>4397</u> <u>112388607</u>
d	Total 3d <u>7143</u> <u>189933613</u>
4	If the plan is at-risk, check the box and complete items (a) and (b) ☐
a	Funding target disregarding prescribed at-risk assumptions 4a
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor 4b
5	Effective interest rate 5 <u>6.48</u> %
6	Target normal cost 6 <u>9073353</u>

Statement by Enrolled Actuary

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

SIGN HERE	<u>09/27/2011</u>
Signature of actuary	Date
<u>JENNIFER R. O'BLOCK</u>	<u>11-04797</u>
Type or print name of actuary	Most recent enrollment number
<u>HEWITT ASSOCIATES LLC</u>	<u>847-295-5000</u>
Firm name	Telephone number (including area code)
<u>100 HALF DAY ROAD</u> <u>LINCOLNSHIRE, IL 60069-3258</u>	
Address of the firm	

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

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

Schedule SB (Form 5500) 2010
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)	12200305	5863657	
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).....	12200305	5863657	
10 Interest on item 9 using prior year's actual return of <u>18.97</u> %	2314398	1112336	
11 Prior year's excess contributions to be added to prefunding balance:			
a Excess contributions (Item 38 from prior year)		6496546	
b Interest on (a) using prior year's effective rate of <u>8.36</u> %		543111	
c Total available at beginning of current plan year to add to prefunding balance		7039657	
d Portion of (c) to be added to prefunding balance.....		0	
12 Reduction in balances due to elections or deemed elections.....			
13 Balance at beginning of current year (item 9 + item 10 + item 11d – item 12).....	14514703	6975993	

Part III	Funding percentages		
14 Funding target attainment percentage.....	14	83.29	%
15 Adjusted funding target attainment percentage.....	15	83.29	%
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	93.41	%
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	
04/15/2010	1900000					
07/13/2010	1900000					
09/28/2010	1900000					
01/10/2011	1900000					
06/24/2011	9100000					
			Totals ►	18(b)	16700000	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	15593848
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
0	0	0
		(4) 4th 0

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

21 Discount rate:				
a Segment rates:	1st segment: 4.60 %	2nd segment: 6.65 %	3rd segment: 6.76 %	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 0
22 Weighted average retirement age				22 63
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	9073353
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	24140542	4034531
b Waiver amortization installment		
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33).....	34	13107884
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	0	0
36 Additional cash requirement (item 34 minus item 35).....	36	13107884
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....	37	15593848
38 Interest-adjusted excess contributions for current year (see instructions).....	38	2485964
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
		2010
		This Form is Open to Public Inspection.
For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010		
A Name of plan BETHESDA RETIREMENT PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 BETHESDA, INC.	D Employer Identification Number (EIN) 31-1108895	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
US BANCORP ASSET MGMT
41-2003732

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
U.S. BANCORP FUND SERVICES LLC
39-1939072

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
QUASAR DISTRIBUTORS
39-1982827

(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)

CITIBANK

94-0472650

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51	NONE	17394	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

COLUMBIA MANAGEMENT

93-1062673

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51	NONE	11526	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

DG CAPITAL MANAGEMENT

04-3324465

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51	NONE	27929	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

ERNST AND YOUNG

34-6565596

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 50	NONE	58600	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

GREENBAUM DOLL AND MCDONALD

61-0468813

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
22 50	NONE	9721	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

HEWITT ASSOCIATES

36-2235791

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 50	NONE	165953	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

INTEGRITY ASSET MGMT LLC

86-1063006

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51	NONE	76621	Yes ☒ No ☐	Yes ☒ No ☐	6005	Yes ☐ No ☒

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

LCG ASSOCIATES, INC.

75-1680350

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
17 28 50 51	NONE	99807	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

LSV ASSET MANAGEMENT

23-2772200

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51	NONE	27323	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

OPUS CAPITAL MANAGEMENT

20-4857214

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51	NONE	43097	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

RIVERSOURCE

11-1111111

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51	NONE	22969	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

RHUMBLINE ADVISERS

04-6752198

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51	NONE	6721	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

SCHRODERS

13-2621402

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51 68	NONE	28499	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

US BANK NATIONAL ASSOCIATION

31-0841368

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
26 50 52 68	TRUSTEE	45886	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

WELLS FARGO BANK

93-1347393

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51	NONE	48916	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

WENTWORTH HAUSER AND VIOLICH

91-1631301

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51 68	NONE	44880	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

WESTERN ASSET MANAGEMENT

04-3500652

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
29 50 51 68	NONE	79768	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2010
		This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010		
A Name of plan BETHESDA RETIREMENT PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 BETHESDA, INC.	D Employer Identification Number (EIN) 31-1108895	

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

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	6090	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	2200000	7700000
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	56188	27862
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	4603562	2267817
(2) U.S. Government securities.....	1c(2)	976689	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	43295982	30528100
(5) Partnership/joint venture interests	1c(5)	44973377	42951930
(6) Real estate (other than employer real property)	1c(6)	1974069	8771159
(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)	31105969	40384567
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	49858655	68621932

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	179050581	201253367

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	100603	62202
i Acquisition indebtedness	1i		
j Other liabilities	1j	6761104	2354372
k Total liabilities (add all amounts in lines 1g through 1j)	1k	6861707	2416574

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	172188874	198836793
---	-----------	-----------	-----------

Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	13400000	
(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)		13400000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	3085	
(B) U.S. Government securities	2b(1)(B)	198518	
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	7513	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		209116
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	595427	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	452485	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1047912
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)	-227283	
(B) Other	2b(5)(B)	16945178	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		16717895
(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)		4929144
c Other income.....	2c		42455
d Total income. Add all income amounts in column (b) and enter total.....	2d		36346522

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	8000824	
(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)		8000824
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)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	1159658	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		1159658
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		9160482

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		27186040
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		538121

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: ERNST & YOUNG

(2) EIN: 34-6565596

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

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

Part IV Compliance Questions

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

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		10000000
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)
THE TRIHEALTH, INC. RETIREMENT PLAN	31-1438846	001

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 2010 This Form is Open to Public Inspection.
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

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

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>41-6271370</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>104</u>

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

Part III	Amendments
-----------------	-------------------

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) 2010
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: 17% Investment-Grade Debt: 0% High-Yield Debt: 0% Real Estate: 0% Other: 83%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☒ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate item 19(b)?

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

FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULES

Bethesda Retirement Plan
Years Ended December 31, 2010 and 2009
With Report of Independent Auditors

Ernst & Young LLP



Bethesda Retirement Plan
Financial Statements and Supplemental Schedules
Years Ended December 31, 2010 and 2009

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Report of Independent Auditors

The Personnel and Pension Committee of TriHealth, Inc.

We have audited the accompanying statements of net assets available for benefits of the Bethesda Retirement Plan as of December 31, 2010 and 2009, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Bethesda Retirement Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Bethesda Retirement Plan at December 31, 2010 and 2009, and the changes in its financial position for the years then ended, in conformity with accounting principles generally accepted in the United States.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedules of assets (held at end of year) as of December 31, 2010, and reportable transactions for the year then ended, are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. These supplemental schedules are the responsibility of the Bethesda Retirement Plan's management. The supplemental schedules have been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, are fairly stated in all material respects in relation to the financial statements taken as a whole.

Ernst & Young LLP

October 3, 2011

Bethesda Retirement Plan

Statements of Net Assets Available for Benefits

	December 31	
	2010	2009
Assets		
Investments, at fair value:		
Cash	\$ 11,667	\$ 6,090
Money market funds	2,256,150	4,603,562
U.S. government securities	—	976,689
Domestic equity securities	24,583,334	31,925,894
Foreign equity securities	5,944,766	7,669,458
Mutual funds – fixed income	6,436,223	12,696,778
Mutual funds – equity	33,948,344	18,409,191
Limited liability companies	22,217,193	19,025,333
Real estate investment funds	8,771,159	5,674,699
Hedge funds	42,891,146	37,420,795
Private equity funds	14,514,261	11,348,840
Limited partnerships	20,734,737	14,599,204
Commingled funds	7,119,705	—
Securities on loan	2,251,487	6,412,013
Total investments, at fair value	<u>191,680,172</u>	<u>170,768,546</u>
Securities lending program assets, at fair value	1,845,333	6,025,847
Receivables:		
Contribution from employer	7,700,000	2,200,000
Accrued income	27,862	56,188
Total receivables	<u>7,727,862</u>	<u>2,256,188</u>
Total assets	<u>201,253,367</u>	<u>179,050,581</u>
Liabilities		
Accrued administrative fees	62,202	100,603
Payable under securities lending program	2,354,372	6,761,104
Total liabilities	<u>2,416,574</u>	<u>6,861,707</u>
Net assets available for benefits	<u><u>\$ 198,836,793</u></u>	<u><u>\$ 172,188,874</u></u>

See accompanying notes.

Bethesda Retirement Plan

Statements of Changes in Net Assets Available for Benefits

	Year Ended December 31	
	2010	2009
Additions		
Employer contributions	\$ 13,400,000	\$ 14,300,000
Investment income	1,299,483	2,342,621
Transfer from Good Samaritan Retirement Plan	—	646,033
Total additions	<u>14,699,483</u>	<u>17,288,654</u>
Deductions		
Benefits paid to participants	8,000,824	7,525,200
Administrative expenses	1,159,658	1,150,239
Transfer to TriHealth, Inc. Retirement Plan	538,121	—
Total deductions	<u>9,698,603</u>	<u>8,675,439</u>
Net appreciation in fair value of investments	<u>21,647,039</u>	<u>28,704,174</u>
Increase in net assets available for benefits	26,647,919	37,317,389
Net assets available for benefits at beginning of the year	172,188,874	134,871,485
Net assets available for benefits at end of the year	<u><u>\$ 198,836,793</u></u>	<u><u>\$ 172,188,874</u></u>

See accompanying notes.

Bethesda Retirement Plan

Notes to Financial Statements

December 31, 2010

1. Description of the Plan

The following description of the Bethesda Retirement Plan (the Plan) provides general information about the Plan's provisions. Bethesda Hospital, Inc. and certain other subsidiaries of Bethesda (the Company) is the plan sponsor. Participants should refer to the plan document and summary plan description for a more complete description of the Plan's provisions, copies of which may be obtained from the plan sponsor. The Good Samaritan Hospital of Cincinnati, Ohio which sponsors the Good Samaritan Retirement Plan, is a related party to the Company. The Plan transferred \$538,121 to the TriHealth Retirement Plan during 2010, and received \$646,033 from the Good Samaritan Retirement Plan during 2009, as the result of personnel transfers between the related plan sponsors.

General

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

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

Eligibility and Vesting

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

Benefits

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

Bethesda Retirement Plan

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

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

Contributions

The Company has agreed to voluntarily contribute such additional amounts as are necessary to provide assets sufficient to meet the benefits to be paid to Plan participants. The Company's present intention is to make annual contributions in amounts sufficient to fund the Plan's current-year service cost and the initial past service cost plus interest over a period of 30 years. The Plan has met the ERISA minimum funding requirements for both 2010 and 2009.

Plan Termination

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

Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets available for benefits to provide for accumulated plan benefits and may also depend of the financial condition of the Company and the level of benefits guaranteed by the PBGC as well as the priority of those benefits. Some benefits may be fully or partially provided for by the then-existing net assets available for benefits of the Plan and the PBGC guarantee, while other benefits may not be provided for at all.

Basis of Accounting

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

Bethesda Retirement Plan

Notes to Financial Statements (continued)

2. Significant Accounting Policies

Use of Estimates

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

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). See Note 4 for further discussion of fair value measurements.

Fair value is defined under Accounting Standards Codification 820, *Fair Value Measurements and Disclosures* (ASC 820), as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (i.e., an exit price). To measure fair value, a hierarchy has been established that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs. As such, the hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3).

The three levels of the fair value hierarchy in ASC 820 are described below:

- Level 1 – Unadjusted quoted prices in active markets that are accessible to the reporting entity at the measurement date for identical assets and liabilities.
- Level 2 – Inputs other than quoted prices in active markets for identical assets and liabilities that are observable either directly or indirectly for substantially the full term of the asset or liability. Level 2 inputs include the following:
 - Quoted prices for similar assets and liabilities in active markets
 - Quoted prices for identical or similar assets or liabilities in markets that are not active

Bethesda Retirement Plan

Notes to Financial Statements (continued)

2. Significant Accounting Policies (continued)

- Observable inputs other than quoted prices that are used in the valuation of the asset or liabilities (e.g., interest rate and yield curve quotes at commonly quoted intervals)
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means
- Level 3 – Unobservable inputs for the asset or liability (i.e., supported by little or no market activity). Level 3 inputs include management's own assumption about the assumptions that market participants would use in pricing the asset or liability (including assumptions about risk).

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

In order to meet the requirements of ASC 820, the Plan utilizes three basic valuation approaches to determine the fair value of its assets and liabilities required to be recorded at fair value. The first approach is the cost approach. The cost approach is generally the value a market participant would expect to replace the respective asset or liability. The second approach is the market approach. The market approach looks at what a market participant would consider an exact or similar asset or liability to that of the Plan, including those traded on exchanges, to be valued at. The third approach is the income approach. The income approach uses estimation techniques to determine the estimated future cash flows of the Plan's respective asset or liability expected by a market participant and discounts those cash flows back to present value (more typically referred to as a discounted cash flow approach).

The global financial markets and banking system are subject to volatility, which could adversely impact the Plan. Certain of the Plan's assets and liabilities are exposed to various risks such as interest rate, market, and credit risks.

Bethesda Retirement Plan

Notes to Financial Statements (continued)

2. Significant Accounting Policies (continued)

Securities Lending Program

The Plan participates in securities lending arrangements with its custodian whereby the Plan lends a portion of its marketable securities to various brokers or financial institutions in exchange for cash or non-cash collateral for the marketable securities loaned. The fair value of securities on loan was \$2,251,487 and \$6,412,013, respectively, and the fair value of collateral was \$2,354,372 and \$6,761,104, respectively, at December 31, 2010 and 2009. In return for the loaned securities, the trustee, prior to or simultaneous with delivery of the loaned securities to the borrower, receives collateral in the form of cash or U.S. government securities as a safeguard against possible default of any borrower on the return of the loan. Each loan is initially collateralized, in the case of: (a) loaned securities denominated in U.S. dollars or whose primary trading market is located in the U.S., or (b) loaned securities not denominated in U.S. dollars or whose primary trading market is not located in the U.S. to the extent of at least 100% of the market value of the loaned securities. The collateral, which consists primarily of money market funds, is marked to market on a daily basis.

The Plan maintains full ownership rights to the securities loaned and accordingly, classifies loaned securities as investments. Securities lending income earned by the Plan was \$11,284 and \$18,824 for the years ended December 31, 2010 and 2009, respectively. Unrealized losses on investment of collateral were \$509,039 and \$735,257 as of December 31, 2010 and 2009, respectively.

Actuarial Present Value of Accumulated Plan Benefits

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

Payment of Benefits

Benefits are recorded when paid.

Bethesda Retirement Plan

Notes to Financial Statements (continued)

2. Significant Accounting Policies (continued)

Reclassification

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

New Accounting Pronouncement

In January 2010, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update 2010-06, *Improving Disclosures about Fair Value Measurements* (ASU 2010-06). ASU 2010-06 amended certain of the disclosures required under ASC 820. The guidance in ASU 2010-06 clarified that disclosures should be presented separately for each “class” of assets and liabilities measured at fair value and provided guidance on how to determine the appropriate classes of assets and liabilities to be presented. ASU 2010-06 also clarified the requirement for entities to disclose information about both the valuation techniques and inputs used in estimating Level 2 and Level 3 fair value measurements. In addition, ASU 2010-06 introduced new requirements to disclose the amounts (on a gross basis) and reasons for any significant transfers between Levels 1, 2, and 3 of the fair value hierarchy and present information regarding the purchases, sales, issuances, and settlements of Level 3 assets and liabilities on a gross basis. With the exception of the requirement to present changes in Level 3 measurements on a gross basis, which is delayed until 2011, the guidance in ASU 2010-06 is effective for reporting periods beginning after December 15, 2009. Since ASU 2010-06 only affects fair value measurement disclosures, adoption of ASU 2010-06 did not affect the Plan’s net assets available for benefits or its changes in net assets available for benefits.

In May 2011, the FASB issued ASU 2011-04, *Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRS*. ASU 2011-04 amended ASC 820 to converge the fair value measurement guidance in GAAP and International Financial Reporting Standards (IFRSs). Some of the amendments clarify the application of existing fair value measurement requirements, while other amendments change a particular principle in ASC 820. In addition, ASU 2011-04 requires additional fair value disclosures. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. Plan management is currently evaluating the effect that the provisions of ASU 2011-04 will have on the Plan’s financial statements.

Bethesda Retirement Plan

Notes to Financial Statements (continued)

3. Accumulated Plan Benefits

Hewitt Associates, an independent actuary, estimated the actuarial present value of accumulated plan benefits, which is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits earned by the participants to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment.

The accumulated plan benefit information as of December 31, 2009, is as follows:

Actuarial present value of accumulated plan benefits:	
Vested benefits:	
Participants currently receiving benefits	\$ 26,635,332
Other vested benefits	129,213,665
Total vested benefits	155,848,997
Non-vested benefits	7,889,620
Total actuarial present value of accumulated plan benefits	<u>\$ 163,738,617</u>

The changes in accumulated plan benefits between January 1, 2009 and December 31, 2009, were as follows:

Actuarial present value of accumulated plan benefits	
at January 1, 2009	\$ 150,514,033
Increase (decrease) during the year attributed to:	
Change in actuarial assumptions	(1,309,726)
Interest accumulated	12,113,114
Benefits paid	(7,525,200)
Other changes	9,946,396
Net increase	<u>13,224,584</u>
Actuarial present value of accumulated plan benefits	
at December 31, 2009	<u>\$ 163,738,617</u>

Bethesda Retirement Plan

Notes to Financial Statements (continued)

3. Accumulated Plan Benefits (continued)

Significant assumptions underlying the actuarial valuation are as follows:

Assumed rate of return on investments	8.25%
Mortality basis	RP 2000 Combined Healthy Mortality Table
Retirement rate	Various rates ranging from 10% at age 55 to 100% at age 71 and over

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

4. Fair Value Measurements

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

The following tables set forth by level, within the fair value hierarchy, the Plan's assets carried at fair value as of December 31:

	Fair Value at December 31, 2010			
	Level 1	Level 2	Level 3	Total
Assets				
Cash	\$ 11,667	\$ —	\$ —	\$ 11,667
Money market funds	2,256,150	—	—	2,256,150
Domestic equity securities	24,583,334	—	—	24,583,334
Foreign equity securities	5,944,766	—	—	5,944,766
Mutual funds:				
Fixed income	6,436,223	—	—	6,436,223
Equity	33,948,344	—	—	33,948,344
Alternative investments:				
Limited liability companies	—	22,217,193	—	22,217,193
Real estate investment funds	—	—	8,771,159	8,771,159
Hedge funds	—	30,407,976	12,483,170	42,891,146
Private equity funds	—	—	14,514,261	14,514,261
Limited partnerships	—	17,694,764	3,039,973	20,734,737
Commingled fund	—	7,119,705	—	7,119,705
Securities on loan	2,251,487	—	—	2,251,487
Total investments at fair value	75,431,971	77,439,638	38,808,563	191,680,172
Securities lending program assets	—	1,845,333	—	1,845,333
Total assets at fair value	\$ 75,431,971	\$ 79,284,971	\$ 38,808,563	\$ 193,525,505

Bethesda Retirement Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements (continued)

	Fair Value at December 31, 2009			
	Level 1	Level 2	Level 3	Total
Assets				
Cash	\$ 6,090	\$ —	\$ —	\$ 6,090
Money market funds	4,603,562	—	—	4,603,562
U.S. government securities	976,689	—	—	976,689
Domestic equity securities	31,925,894	—	—	31,925,894
Foreign equity securities	7,669,458	—	—	7,669,458
Mutual funds:				
Fixed income	12,696,778	—	—	12,696,778
Equity	18,409,191	—	—	18,409,191
Alternative investments:				
Limited liability companies	—	19,025,333	—	19,025,333
Real estate investment funds	—	—	5,674,699	5,674,699
Hedge funds	—	31,281,198	6,139,597	37,420,795
Private equity funds	—	—	11,348,840	11,348,840
Limited partnerships	—	13,371,615	1,227,589	14,599,204
Securities on loan	6,412,013	—	—	6,412,013
Total investments at fair value	82,699,675	63,678,146	24,390,725	170,768,546
Securities lending program assets	—	6,025,847	—	6,025,847
Total assets at fair value	<u>\$ 82,699,675</u>	<u>\$ 69,703,993</u>	<u>\$ 24,390,725</u>	<u>\$ 176,794,393</u>

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

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

Bethesda Retirement Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements (continued)

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

- Hedge funds – Ranges from annual liquidity with 90 days' notice, quarterly liquidity with 90 days' notice, to certain funds subject to 1-to 2-year lock-up provisions upon purchase.
- Private equity funds – All private equity funds are locked up for the term of the fund ranging from 3.5 to 14 years from December 31, 2010.
- Limited partnerships – All level 3 subject to lock-up provisions greater than one year from December 31, 2010, for the term of the fund.
- Real estate investment funds – Subject to lock-up provisions greater than one year from December 31, 2010, for the term of the fund.

Bethesda Retirement Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements (continued)

Following is the summary of the inputs and valuation techniques as of December 31, 2010 and 2009, used for valuing Level 2 securities in the portfolio:

Securities	Input	Valuation Technique
Hedge funds	NAV	Market/Income
Limited liability companies	NAV	Market/Income
Comingled fund	NAV	Market/Income
Limited partnerships	NAV	Market/Income

Securities lending program assets consists of the Pooled Fund and is not valued based on a quoted market price. The Pooled Fund, which is structured similar to that of a money market financial instrument, consists primarily of short-term marketable debt securities and cash equivalents, which are stated at fair value, as determined by the administrator of the Pooled Fund, based on readily determinable market values of the underlying securities. The underlying investments within the Pooled Fund are transparent and allow for observable market inputs. As such, securities lending program assets is classified within Level 2.

Following is the summary of the inputs and valuation techniques as of December 31, 2010 and 2009, used for valuing Level 3 securities in the portfolio:

Securities	Input	Valuation Technique
Hedge funds	NAV	Income
Private equity funds	NAV	Income
Real estate investment funds	NAV	Income
Other limited partnerships	NAV	Income

For Level 3 securities, when observable prices are not available, the investment manager might use one or more valuation techniques such as the market approach or the income approach for which sufficient and reliable data is available. Within Level 3, the use of the market approach generally consists of using either the guideline company method or similar transaction method while the income approach generally consists of the net present value of estimated future cash flows, adjusted as appropriate for liquidity, credit, market, and/or other risk factors.

Bethesda Retirement Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements (continued)

The table below sets forth a summary of changes in the fair value of the Plan's Level 3 assets as of December 31:

	2010	2009
Hedge funds		
Balance, beginning of year	\$ 6,139,597	\$ 5,028,603
Unrealized gains relating to instruments still held at the reporting date	335,828	1,110,994
Purchases	6,007,745	—
Balance, end of year	<u>\$ 12,483,170</u>	<u>\$ 6,139,597</u>
Private equity funds		
Balance, beginning of year	\$ 11,348,840	\$ 7,898,904
Unrealized gains relating to instruments still held at the reporting date	1,033,468	836,732
Purchases	2,958,626	2,672,051
Sales	(826,673)	(58,847)
Balance, end of year	<u>\$ 14,514,261</u>	<u>\$ 11,348,840</u>
Limited partnerships		
Balance, beginning of year	\$ 1,227,589	\$ —
Unrealized gains relating to instruments still held at the reporting date	407,194	177,589
Purchases	2,310,636	1,050,000
Sales	(905,446)	—
Balance, end of year	<u>\$ 3,039,973</u>	<u>\$ 1,227,589</u>
Real estate investment funds		
Balance, beginning of year	\$ 5,674,699	\$ 4,796,335
Unrealized (losses) gains relating to instruments still held at the reporting date	(227,284)	281,303
Purchases	3,793,384	597,061
Sales	(469,640)	—
Balance, end of year	<u>\$ 8,771,159</u>	<u>\$ 5,674,699</u>

Bethesda Retirement Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements (continued)

The methods described above may produce a fair value that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different estimate of fair value at the consolidated balance sheet date.

5. Investments

The fair value of individual investments that represent 5% or more of the Plan's net assets available for benefits at December 31, is as follows:

	2010	2009
Mutual funds – equity:		
Dodge & Cox International Stock Fund	\$ 10,036,141	\$ 8,827,761
Limited liability companies:		
Western Asset Abs Return Strategy	10,400,800	14,140,236

*Not over 5%.

Bethesda Retirement Plan

Notes to Financial Statements (continued)

5. Investments (continued)

The Plan's investments (including investments bought, sold, as well as held during the year) (depreciated) appreciated in fair value for the year ended December 31 as follows:

	<u>2010</u>	<u>2009</u>
U.S. government securities	\$ (7,631)	\$ (24,144)
Domestic equity securities	4,923,916	6,788,854
Foreign equity securities	722,836	2,758,661
Mutual funds – equity	4,668,295	4,681,867
Mutual funds – fixed income	260,849	246,414
Limited liability companies	2,604,027	384,620
Real estate funds	(227,283)	509,977
Hedge funds	2,747,197	2,684,477
Private equity funds	1,033,468	3,449,935
Limited partnerships	3,142,010	6,644,621
Commingled fund	1,119,705	–
Securities on loan	460,432	1,314,149
Securities lending program assets	226,218	(735,257)
Net appreciation in fair value of investments	<u>\$ 21,674,039</u>	<u>\$ 28,704,174</u>

At December 31, 2010, the Plan has committed capital yet to be called of approximately \$20,325,000 to private equity funds over the next one to three years.

6. Tax Status

The Plan has received a determination letter from the Internal Revenue Service (IRS) dated October 9, 2001, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Subsequent to this determination by the IRS, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan sponsor has indicated that it will take the necessary steps, if any, to bring the Plan's operations into compliance with the Code.

Bethesda Retirement Plan

Notes to Financial Statements (continued)

6. Tax Status (continued)

U.S. generally accepted accounting principles require Plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more-likely-than-not, based on the technical merits, to be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2010 and 2009, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2007.

7. Risks and Uncertainties

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

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

8. Administrative Expenses

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

Bethesda Retirement Plan

Notes to Financial Statements (continued)

9. Subsequent Events

Several amendments to the Plan went into effect on January 1, 2011. The Plan now requires each new employee to complete 1,000 hours during the first Plan year in which he or she is hired in order to become a participant in the Plan effective as of their hire date. The previous requirement was 800 hours. This same increase from 800 to 1,000 hours worked per year is also now required in order to receive a year of service credit towards vesting and to accumulate any credits to be used in calculating an annual accrual under the Plan.

The calculation of the number of credits earned each year was amended as well. The calculation is still based on a combination of the employees' age and years of service, but the number of credits earned at each level was reduced. However, employees are now eligible to participate in a new TriHealth, Inc. 401(k) Plan (the 401(k) Plan) where employees that are paid at least 1,000 hours in the calendar year are eligible for an employer match in the 401(k) Plan equal to 1.8% of their contributions.

Management evaluated subsequent events for the Plan through October 3, 2011, the date the financial statements were available to be issued.

Supplemental Schedules

Bethesda Retirement Plan

EIN #31-0537122

Plan #001

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

December 31, 2010

Identity of Issue, Borrower, Lessor, or Similar Party	Number of Shares	Cost	Current Value
CASH	11,667	\$ 11,667	\$ 11,667
TOTAL CASH		11,667	11,667
MONEY MARKET FUNDS			
FIRST AMERICAN PRIME OBILG FD CL Z	2,561,826	2,256,150	2,256,150
TOTAL MONEY MARKET FUNDS		2,256,150	2,256,150
DOMESTIC EQUITY SECURITIES			
99 CENTS ONLY STORES	8,800	133,571	140,272
AES CORP	19,000	149,348	231,420
ABM INDS INC	1,574	33,076	41,396
ACTUANT CORPORATION	2,290	29,941	60,960
AEROFLEX HOLDING CORPORATION	1,422	18,815	23,392
AETNA INC	900	24,222	27,459
ALLIANT ENERGY CORP	700	18,900	25,739
ALLSTATE CORP	623	28,242	19,861
ALMOST FAMILY INC	3,200	118,472	122,944
AMERICAN ELECTRIC POWER CO INC	700	22,438	25,186
AMERICAN FINL GROUP INC OHIO	1,300	35,588	41,977
AMERICAN GREETINGS CORP CL A	1,000	18,103	22,160
AMERICAN INTERNATIONAL GROUP INC	5	1,818	288
AMERICAS CAR MART INC	2,800	70,510	75,824
AMERIGROUP CORP	1,859	55,825	81,647
AMERIGROUP CORP	613	16,675	26,923
AMERIPRISE FINL INC	1,200	44,452	69,060
AMERISOURCEBERGEN CORP	1,200	17,126	40,944
AMGEN INC	1,100	52,705	60,390
AMTRUST FINANCIAL SERVICES	2,243	31,224	39,253
ARCHER DANIELS MIDLAND CO	2,300	57,899	69,184
ARES CAP CORP	6,300	92,726	103,824
ASHLAND INC	1,200	50,384	61,032
ASSOCIATED ESTATES RLTY CORP	3,855	38,923	58,943
ASSURANT INC	900	35,759	34,668
ATLAS AIR WORLDWIDE HOLDINGS	1,224	50,398	68,336
ATLAS AIR WORLDWIDE HOLDINGS	1,600	70,551	89,328
ATMOS ENERGY CORP	3,100	82,687	96,720
ATT INC	5,535	180,373	162,618
ATWOOD OCEANICS INC	800	25,462	29,896
ATWOOD OCEANICS INC	3,250	85,233	121,453

Bethesda Retirement Plan

EIN #31-0537122

Plan #001

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

Identity of Issue, Borrower, Lessor, or Similar Party	Number of Shares	Cost	Current Value
DOMESTIC EQUITY SECURITIES (continued)			
AUTOLIV INC	993	\$ 22,028	\$ 78,387
AVIAT NETWORKS INC	7,826	58,555	39,678
AVID TECHNOLOGY INC	2,040	28,021	35,618
B E AEROSPACE INC	20	338	741
BALDOR ELECTRIC	1,460	26,091	92,038
BANK OF AMERICA CORP	7,200	365,186	96,048
BANK OF AMERICA CORP	30,000	437,554	400,198
BANK OF THE OZARKS INC	1,973	58,852	85,530
BAXTER INTL INC	5,200	171,722	263,224
BECKMAN COULTER INC	219	10,939	16,475
BENCHMARK ELECTRONICS INC	1,928	30,358	35,012
BERRY PETE CO	1,432	34,815	62,578
BIG LOTS INC	1,100	34,996	33,506
BIG LOTS INC	4,050	71,365	123,363
BIOGEN IDEC INC	1,000	49,992	67,050
BIOMED REALTY TRUST INC	1,391	24,343	25,942
BJS WHOLESALE CLUB INC	400	13,890	19,160
BLACK BOX CORPORATION	3,150	80,768	120,614
BRAVO BRIO RESTAURANT GROUP	820	11,480	15,719
BRIGHTPOINT INC	7,650	57,137	66,785
BRISTOL MYERS SQUIBB CO	1,100	27,821	29,128
BRISTOL MYERS SQUIBB CO	12,000	276,772	317,760
CEC ENTERTAINMENT INC COM NEW	1,483	47,902	57,585
CACI INTERNATIONAL INC CL A	2,550	115,327	136,170
CALLAWAY GOLF CO	4,261	43,825	34,386
CAPITAL ONE FINANCIAL CORP	600	30,491	25,536
CARDINAL FINL CORP	2,702	18,036	31,424
CARPENTER TECHNOLOGY CORP	1,857	61,527	74,726
CASEYS GEN STORES INC	1,209	47,068	51,395
CASH AMERICA INTL INC	3,200	101,071	118,176
CEDAR SHOPPING CTRS INC	4,183	27,542	26,311
CENTENE CORP	4,464	82,974	113,118
CENTURYLINK INC	400	15,366	18,468
CEPHALON INC	191	11,055	11,789
CERADYNE INC	1,636	38,985	51,583
CHESAPEAKE ENERGY CORP	108	2,706	2,798
CHEVRON CORPORATION	2,200	128,766	200,750

Bethesda Retirement Plan

EIN #31-0537122 Plan #001

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

Identity of Issue, Borrower, Lessor, or Similar Party	Number of Shares	Cost	Current Value
DOMESTIC EQUITY SECURITIES (continued)			
CHEVRON CORPORATION	2,900	\$ 131,021	\$ 264,625
CHUBB CORPORATION	14	747	835
CIGNA CORP	600	14,506	21,996
CINCINNATI BELL INC	10,006	43,231	28,017
CITIGROUP INC	20,400	243,431	96,492
CLECO CORPORATION	1,957	47,382	60,197
COGDELL SPENCER INC	3,359	15,526	19,482
COLLECTIVE BRANDS INC	2,553	41,198	53,868
COLONIAL PPOPERTIES TRUST	1,742	18,205	31,443
COMPLETE PRODUCTION SERVICES	2,053	42,373	60,666
COMPUTER SCIENCES CORP	900	39,687	44,640
COMTECH TELECOMMUNICATIONS CORP	676	21,196	18,764
CONAGRA FOODS INC	1,600	34,754	36,128
CONOCOPHILLIPS	2,100	99,412	143,010
CONOCOPHILLIPS	5,500	290,910	374,550
CONSOLIDATED GRAPHICS INC	1,208	51,287	58,503
CONSTELLATION ENERGY GROUP INC	1,100	29,507	33,693
COOPER COS INC	1,371	53,997	77,242
COOPER TIRE & RUBR CO	1,895	15,025	44,684
CORNING INC	2,700	46,520	52,164
COSTCO WHSL CORP	3,800	128,017	274,398
CRACKER BARREL OLD CTRY STORE	885	31,768	48,471
CRANE CO	1,273	42,872	52,282
CRANE CO	2,100	74,848	86,247
CSX CORP	6,000	127,482	387,660
CVS CAREMARK CORP	1,382	44,758	48,052
DEAN FOODS COMPANY	2,500	26,966	22,100
DEL MONTE FOODS CO	1,300	14,443	24,440
DELPHI FINL GROUP INC CL A	3,900	121,752	112,476
DEVELOPERS DIVERSIFIED RLTY CORP	3,579	29,514	50,428
DG FASTCHANNEL INC	4,600	85,376	132,848
DIAMOND OFFSHORE DRILLING INC	3	264	201
DIAMONDROCK HOSPITALITY CO	8,192	68,555	98,304
DIODES INCORPORATED	2,165	46,869	58,433
DONNELLEY R R & SONS CO	1,300	28,449	22,711
DU PONT E I DE NEMOURS & CO	6,500	253,916	324,220
DYCOM INDS INC	3,838	22,729	56,611

Bethesda Retirement Plan

EIN #31-0537122

Plan #001

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

Identity of Issue, Borrower, Lessor, or Similar Party	Number of Shares	Cost	Current Value
DOMESTIC EQUITY SECURITIES (continued)			
EASTMAN CHEM CO	700	\$ 40,632	\$ 58,856
EBIX INC	3,482	53,753	82,419
EDISON INTL	600	15,856	23,160
EDUCATION REALTY TRUST INC	6,590	30,121	51,204
EL PASO ELEC CO	2,254	51,914	62,053
ELI LILLY CO	1,600	77,822	56,064
EMCOR GROUP INC	1,252	36,064	36,283
EMCOR GROUP INC	3,500	92,057	101,430
EMPIRE DIST ELEC CO	471	8,558	10,456
ENDO PHARMACEUTICALS HOLDINGS INC	900	19,271	32,139
ENDO PHARMACEUTICALS HOLDINGS INC	3,450	67,335	123,200
ENTERCOM COMMUNICATIONS CORP CL A	2,980	68,772	34,508
ENTERTAINMENT PPTYS TR	9	323	416
ESTERLINE TECHNOLOGIES CORP	1,250	29,960	85,738
EXELON CORPORATION	1,100	48,844	45,804
EXPRESS INC	917	14,245	17,240
EXXON MOBIL CORP	1,300	81,035	95,056
EZCORP INC CL A	8,100	94,200	219,753
FAIRCHILD SEMICON INTL CL A	6,644	72,217	103,713
FIFTH STREET FINANCIAL CORP	11,400	138,025	138,396
FIRST FINANCIAL BANCORP	3,850	37,347	71,148
FIRST FINANCIAL BANCORP	6,700	95,971	123,816
FOREST LABS INC	900	20,741	28,782
FPIC INS GROUP INC	1,345	41,616	49,711
FULTON FINL CORP PA	4,233	39,902	43,769
GAMESTOP CORP CL A	576	12,477	13,179
GANNETT INC	8	466	121
GAP INC	1,600	19,172	35,424
GAP INC	15,300	316,605	338,742
GAYLORD ENTMT CO NEW	49	1,365	1,761
GENESCO INC	1,710	39,306	64,108
GENESEE & WYO INC CL A	323	8,942	17,103
GENON ENERGY INC	3,113	16,910	11,861
GENTIVA HEALTH SVCS INC	7,200	130,906	191,520
GENWORTH FINANCIAL INC CL A	2,600	92,430	34,164
GILEAD SCIENCES INC	1,000	38,474	36,240
GOLDMAN SACHS GROUP INC	440	63,541	73,990

Bethesda Retirement Plan

EIN #31-0537122 Plan #001

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

Identity of Issue, Borrower, Lessor, or Similar Party	Number of Shares	Cost	Current Value
DOMESTIC EQUITY SECURITIES (continued)			
GREAT LAKES DREDGE & DOCK CORP NEW	2,501	\$ 15,720	\$ 18,432
GREENBRIER COS INC	2,334	45,112	48,991
GREIF INC CL A	627	17,278	38,811
HCC INS HLDGS INC	2,450	73,231	70,903
HANCOCK HLDG CO	2,950	106,129	102,837
HANOVER INS GROUP INC	1,533	67,675	71,622
HARRIS CORP DEL	900	30,487	40,770
HARTFORD FINANCIAL SERVICES GRP INC	800	50,279	21,192
HEALTH MGMT ASSOC INC NEW	9,017	65,885	86,022
HELIX ENERGY SOLUTIONS GROUP INC	3,124	39,798	37,925
HEWLETT PACKARD CO	600	19,282	25,260
HEXCEL CORP NEW	2,132	33,232	38,568
HIGHWOODS PROPERTIES INC	1,748	51,913	55,674
HOLLY CORP	2,200	97,442	89,694
HUBBELL INC CL B	500	21,952	30,065
HUMANA INC	5,500	248,438	301,070
HUNTINGTON BANCSHARES INC	1,100	16,911	7,557
IBERIABANK CORPORATION	2,117	122,662	125,178
ITT CORPORATION	8	355	417
ICU MED INC	945	33,686	34,493
IDACORP INC	1,625	52,889	60,093
INLAND REAL ESTATE CORP	7,180	55,410	63,184
INNOPHOS HOLDINGS	1,787	32,141	64,475
INTEGRATED DEVICE TECHNOLOGY INC	8,821	68,380	58,748
INTERDIGITAL INC	2,376	59,280	98,937
INVACARE CORP	1,484	40,010	44,757
INVESTMENT TECHNOLOGY GROUP INC	3,850	146,586	63,025
ISLE CAPRI CASINOS INC	2,801	28,155	28,626
JDA SOFTWARE GROUP INC	1,424	34,576	39,872
JDA SOFTWARE GROUP INC	4,870	92,383	136,360
J P MORGAN CHASE CO	2,700	114,342	114,534
J P MORGAN CHASE CO	8,000	232,299	339,360
JABIL CIRCUIT INC	3,000	47,990	60,270
JUNIPER NETWORKS INC	10,000	207,709	369,200
KEY ENERGY SERVICES INC	9,114	72,013	118,300
KEYCORP NEW	12	399	106
KINDRED HEALTHCARE INC	1,940	36,770	35,638

Bethesda Retirement Plan

EIN #31-0537122 Plan #001

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

Identity of Issue, Borrower, Lessor, or Similar Party	Number of Shares	Cost	Current Value
DOMESTIC EQUITY SECURITIES (continued)			
KING PHARMACEUTICALS INC	1,400	\$ 21,406	\$ 19,670
KING PHARMACEUTICALS INC	3,124	25,310	43,892
KIRBY CORP	2,050	63,866	90,303
KIRKLANDS INC	8,150	98,670	114,345
KLA TENCOR CORPORATION	800	31,631	30,912
KNIGHT CAPITAL GROUP INC CL A	2,524	36,766	34,806
KROGER CO	1,400	36,872	31,304
L3 COMMUNICATIONS HLDGS INC	500	38,387	35,245
LAWSON SOFTWARE INC	5,080	41,342	46,990
LEXINGTON REALTY TRUST	147	993	1,169
LEXMARK INTERNATIONAL INC	800	42,376	27,856
LIFEPOINT HOSPITALS INC	1,799	60,574	66,113
LIFEPOINT HOSPITALS INC	1,800	62,126	66,150
LINCOLN NATL CORP IND	500	21,094	13,905
LOWES CO INC	8,000	192,231	200,640
LUBRIZOL CORP	500	25,802	53,440
LUFKIN INDS INC	626	26,211	39,056
M G I C INVT CORP	5	329	51
MAGELLAN HEALTH SVCS INC	1,933	77,428	91,392
MAGELLAN HEALTH SVCS INC	2,250	94,628	106,380
MANTECH INTL CORP A	2,500	92,881	103,325
MARATHON OIL CORPORATION	2,100	62,249	77,763
MARATHON OIL CORPORATION	4,700	204,145	174,041
MAXIMUS INC	1,020	37,461	66,892
MEDIA GEN INC	563	19,050	3,254
MEDICIS PHARMACEUTICAL CORP CL A	1,224	31,614	32,791
MEDICIS PHARMACEUTICAL CORP CL A	2,100	29,960	56,259
MEDTRONIC INC	1,000	35,749	37,090
MENTOR GRAPHICS CORP	5,357	45,913	64,284
MERCK AND CO INC NEW	2,226	47,407	80,225
METLIFE INC	700	30,572	31,108
METLIFE INC	7,000	284,616	311,080
MICRON TECHNOLOGY INC	1,656	15,581	13,281
MICROSOFT CORP	1,800	50,350	50,238
MORGAN STANLEY	1,800	56,182	48,978
MORGAN STANLEY	6,500	285,380	176,865
MUELLER WTR PRODS INC	7,875	32,113	32,839

Bethesda Retirement Plan

EIN #31-0537122

Plan #001

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

Identity of Issue, Borrower, Lessor, or Similar Party	Number of Shares	Cost	Current Value
DOMESTIC EQUITY SECURITIES (continued)			
MYLAN INC	1,900	\$ 16,517	\$ 40,147
N C R CORP NEW	1,700	23,493	26,129
NATIONAL PENN BANCSHARES INC	9,510	57,464	76,365
NATIONAL RETAIL PROPERTIES INC	2,086	46,490	55,279
NAVIGATORS GROUP INC	2,300	101,401	115,805
NEW JERSEY RESOURCES CORP	1,391	45,975	59,966
NEWPARK RES INC	5,335	38,104	32,864
NORDSTROM INC	60	1,987	2,543
NORTHROP GRUMMAN CORPORATION	500	21,914	32,390
OFFICEMAX INC	3,205	51,178	56,729
OIL STATES INTERANTIONAL INC	2,700	84,285	173,043
OLD DOMINION FGHT LINE INC	1,792	39,157	57,326
OMNOVA SOLUTIONS INC	3,013	17,538	25,189
PNC FINANCIAL SERVICES GROUP INC	800	81,023	48,576
PNM RESOURCES INC	4,868	80,856	63,381
PACIFIC CONTINENTAL CORP	2,630	25,521	26,458
PACWEST BANCORP DEL	2,321	47,788	49,623
PAETEC HOLDING CORP	6,990	27,635	26,143
PARAMETRIC TECHNOLOGY CORP	3,907	62,452	88,025
PAREXEL INTL CORP	2,550	25,636	54,137
PENNEY J C COMPANY INC	4,051	82,995	130,888
PENNSYLVANIA REAL ESTATE INVT TR	22	359	320
PETROLEUM DEV CORP	1,347	45,643	56,911
PETSMART INC	1,100	23,428	43,802
PFIZER INC	10,168	254,680	178,042
PHOTRONICS INC	6,786	29,203	40,105
PINNACLE WEST CAP CORP	800	33,569	33,160
PLEXUS CORP	1,742	38,382	53,897
POST PPTYS INC	2,121	39,926	76,992
PRUDENTIAL FINANCIAL INC	900	72,027	52,839
PRUDENTIAL FINANCIAL INC	6,300	234,136	369,873
QUAKER CHEM CORP	1,229	24,677	51,212
RTI INTL METALS INC	1,310	33,079	35,344
RADIAN GROUP INC	464	3,993	3,744
RAYTHEON COMPANY	1,100	59,872	50,974
RC2 CORP	1,516	42,386	33,003
RC2 CORP	2,350	44,146	51,160

Bethesda Retirement Plan

EIN #31-0537122

Plan #001

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

Identity of Issue, Borrower, Lessor, or Similar Party	Number of Shares	Cost	Current Value
DOMESTIC EQUITY SECURITIES (continued)			
REGIONS FINL CORP	2,500	\$ 65,946	\$ 17,500
RENT A CTR INC	5,650	105,469	182,382
RLI CORP	848	44,343	44,579
ROBBINS & MYERS INC	18	371	644
ROCKWOOD HLDGS INC	1,507	15,696	58,954
RUDDICK CORP	2,132	72,690	78,543
RYDER SYSTEM INC	800	21,250	42,112
RYLAND GROUP INC	2,012	47,945	34,264
SAFEWAY INC	2,000	44,661	44,980
SAPIENT CORP	4,170	33,425	50,457
SCHNITZER STEEL INDS INC A	859	42,422	57,029
SEACOAST BANKING CORP FL	7,039	16,104	10,277
SEMPRA ENERGY	500	20,220	26,240
SHERWIN WILLIAMS CO	3,500	201,567	293,125
SKECHERS U S A INC	4,900	109,541	98,000
SOLUTIA INC	2,939	8,039	67,832
SOUTHERN UN CO NEW	1,200	23,941	28,884
STAGE STORES INC	4,473	76,260	77,562
STANCORP FINL GROUP INC	700	26,197	31,598
STANCORP FINL GROUP INC	2,350	117,014	106,079
STANDEX INTL CORP	1,150	22,560	34,397
SUNSTONE HOTEL INVS INC	6,206	31,501	64,108
SUNTRUST BKS INC	500	22,248	14,755
SUPERVALU INC	1,800	52,793	17,334
SUSQUEHANNA BANCSHARES INC PA	7,194	69,289	69,638
SYNAPTICS INC	2,588	76,613	76,035
SYNNEX CORP	4,450	125,830	138,840
TEKELEC	3,564	46,962	42,447
TENNECO AUTOMOTIVE INC	1,576	14,557	64,868
TESSERA TECH INC	6,650	133,619	147,298
TETRA TECH INC	2,248	52,867	56,335
TEXAS INSTRUMENTS INC	659	16,031	21,418
THE JONES GROUP INC	2,285	17,511	35,509
TIDEWATER INC	1,749	78,623	94,166
TIME WARNER CABLE INC	133	6,889	8,782
TIME WARNER INC	533	19,653	17,147
TOWER GROUP INC	1,577	38,096	40,371

Bethesda Retirement Plan

EIN #31-0537122 Plan #001

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

Identity of Issue, Borrower, Lessor, or Similar Party	Number of Shares	Cost	Current Value
DOMESTIC EQUITY SECURITIES (continued)			
TRAVELERS COS INC	1,600	\$ 83,413	\$ 89,136
TRAVELERS COS INC	4,900	156,556	272,979
TREEHOUSE FOODS INC	1,356	45,204	69,278
TRIUMPH GROUP INC	650	37,070	58,117
TRUSTMARK CORPORATION	360	7,503	8,942
TTM TECHNOLOGIES	35	346	522
TUTOR PERINI CORP	4,250	121,201	90,993
TYSON FOODS INC	1,500	26,916	25,830
TYSON FOODS INC	26,000	344,562	447,720
U I L HOLDINGS CORPORATION	274	7,097	8,209
U STORE IT TRUST	6,290	38,488	59,944
UNION PACIFIC CORP	3,500	123,469	324,310
UNUM GROUP	16,500	324,616	399,630
URANIUM ENERGY CORP	2,112	12,531	12,756
US BANCORP	11,000	298,688	296,670
VALERO ENERGY CORP	1,400	43,707	32,368
VALERO ENERGY CORP	9,000	131,859	208,080
VECTREN CORPORATION	1,622	44,402	41,166
VEECO INSTRS INC DEL	18	313	773
WABASH NATL CORP	5,326	41,560	63,113
WADDELL & REED FINANCIAL INC	1,331	30,908	46,971
WAL MART STORES INC	3,500	173,783	188,755
WASHINGTON REAL ESTATE INVT TR	1,282	39,733	39,729
WELLS FARGO CO	2,700	49,936	83,673
WESTERN ALLIANCE BANCORPORATION	6,957	40,046	51,204
WESTERN DIGITAL CORP	1,400	25,570	47,460
WHIRLPOOL CORP	575	52,973	51,077
WHITNEY HLDG CORP	7,521	68,590	106,422
WILLIAMS COS INC	12,000	250,432	296,640
WINTRUST FINL CORP	2,043	60,888	67,480
WORLD ACCEP CORP	100	4,007	5,280
WORLD ACCEP CORP	148	3,074	7,814
WORTHINGTON INDUSTIRES INC	1,920	30,509	35,328
XCEL ENERGY INC	1,200	22,710	28,260
XEROX CORP	3,400	22,907	39,168
ZIONS BANCORPORATION	400	5,662	9,692
TOTAL DOMESTIC EQUITY SECURITIES		20,289,729	24,583,334

Bethesda Retirement Plan

EIN #31-0537122

Plan #001

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

Identity of Issue, Borrower, Lessor, or Similar Party	Number of Shares	Cost	Current Value
FOREIGN EQUITY SECURITIES			
AGRIUM INC	4,440	\$ 149,823	\$ 407,370
ARGO GROUP INTL HLDGS LTD	2,150	111,350	80,518
ASPEN INSURANCE HOLDINGS LTD	4,800	135,825	137,376
AXA ADR	1,050	41,719	17,483
BASF AG ADR	1,725	81,338	137,931
B H P BILLITON LIMITED ADR	5,055	205,586	469,710
BRITISH AMERN TOB PLC	1,610	111,122	125,097
BROOKFIELD ASSET MANAGE CL A	1,315	42,296	43,776
BUNGE LIMITED	1,390	70,604	91,073
CANADIAN NATL RY CO	2,105	96,841	139,919
CANADIAN NATURAL RESOURCES LTD	1,810	48,230	80,400
CANADIAN PACIFIC RAILWAY LTD	2,985	179,574	193,458
COOPER INDUSTRIES PLC	2,900	139,625	169,041
CORE LABORATORIES N V	280	12,349	24,934
DIAGEO PLC SPONSORED ADR	1,075	83,612	79,905
ENSIGN ENERGY SVCS INC	2,800	47,676	42,353
EVEREST RE GROUP LTD	400	42,314	33,928
FINNING INTERNATIONAL INC	425	11,452	11,587
FOSTER WHEELER AG	2,910	67,443	100,453
GENCO SHIPPING & TRADING LTD	1,325	34,900	19,080
INGERSOLL RAND PLC	2,965	113,174	139,622
KODIAK OIL & GAS CORP	79	220	521
MANULIFE FINANCIAL CORP	1,225	41,687	21,046
NABORS INDUSTRIES LTD	2,725	89,553	63,929
NESTLE SA SPONSORED ADR	3,320	118,534	195,282
NOBLE CORP	700	30,263	25,039
NOBLE CORP	5,252	199,896	187,864
NORTEL NETWORKS CORP	1,784	2	25
NOVARTIS AG ADR	1,475	85,645	86,951
PARTNERRE LTD	570	40,746	45,800
PETROLEO BRASILEIRO SA ADR	560	13,142	21,190
POTASH CORP OF SASKATCHEWAN	2,475	134,631	383,204
RIO TINTO PLC ADR	3,720	197,954	266,575
SCHLUMBERGER LTD	3,560	230,652	297,260
SEAGATE TECHNOLOGY	2,700	45,201	40,581
SUNCOR ENERGY INC	4,775	186,252	182,835
SYNGENTA AG ADR	1,850	71,941	108,743

Bethesda Retirement Plan

EIN #31-0537122 Plan #001

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

Identity of Issue, Borrower, Lessor, or Similar Party	Number of Shares	Cost	Current Value
FOREIGN EQUITY SECURITIES (continued)			
TALISMAN ENERGY INC	2,775	\$ 47,330	\$ 61,577
TECK RESOURCES LIMITED	2,100	82,253	129,843
TENARIS SA ADR	3,275	151,045	160,410
TRANSOCEAN LTD	600	54,555	41,706
TRANSOCEAN LTD	3,353	343,472	233,067
TYCO ELECTRONICS LTD	1,300	33,453	46,020
UBS AG REG	1,470	84,412	24,211
UNILEVER NV ADR	3,650	126,483	114,610
VALE SA SP ADR	10,585	157,923	365,923
VALIDUS HOLDINGS LTD	1,000	29,032	30,610
WEATHERFORD INTERNATIONAL LTD	10,475	232,902	238,830
YARA INTL ADR	450	10,047	26,100
TOTAL FOREIGN EQUITY SECURITIES		4,666,079	5,944,766
MUTUAL FUNDS – FIXED INCOME			
PIMCO TOTAL RETURN FUND INST	593,200	6,686,953	6,436,223
TOTAL MUTUAL FUNDS – FIXED INCOME		6,686,953	6,436,223
MUTUAL FUNDS – EQUITY			
ABERDEEN FDS EMRGN MKT INSTL	657,493	8,146,034	9,619,121
DODGE & COX INTERNATIONAL STOCK FUND	281,046	11,778,916	10,036,141
ISHARES RUSSELL 1000 GROWTH FD	125,962	6,295,731	7,212,584
KEYSTONE LARGE CAP GROWTH I	248,963	6,000,000	7,080,498
TOTAL MUTUAL FUNDS – EQUITY		32,220,681	33,948,344
LIMITED LIABILITY COMPANIES			
MERGANSER SHORT TERM BOND FUND	1,865,668	2,004,094	2,100,835
FRANKLIN TEMPLETON GLOBAL	8,673	8,673,283	9,715,558
WESTERN ASSET ABS RETURN STRATEGY	689,297	7,645,681	10,400,800
TOTAL LIMITED LIABILITY COMPANIES		18,323,058	22,217,193
REAL ESTATE INVESTMENT FUNDS			
AEW PARTNERS VI	1,037,311	1,037,311	1,037,311
BLUE VISTA EQUITY BETHESDA RETIREMNT	1,392,384	1,392,384	1,392,384
WCP REAL ESTATE FUND II, L.P.	3,202,113	3,202,113	3,202,112
INLAND AMERICAN REAL ESTATE TRUST	390,953	4,007,185	3,139,352
TOTAL REAL ESTATE INVESTMENT FUNDS		9,638,993	8,771,159

Bethesda Retirement Plan

EIN #31-0537122

Plan #001

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

Identity of Issue, Borrower, Lessor, or Similar Party	Number of Shares	Cost	Current Value
HEDGE FUNDS			
ARTHA EMERGING MARKETS FUND 2010-12	2,500	\$ 2,500,000	\$ 2,478,224
ARTHA EMERGING MARKETS FUND LTD	3,164	3,791,859	6,373,705
ARTHA EMERGING MARKETS FUND LTD 2010	8	7,745	8,041
AXIOM OFFSHORE OPPORTUNITY FUND LTD	41,490	4,180,226	4,654,336
KARSCH CAPITAL, LTD.	13,256	2,723,625	2,876,150
M. KINGDON OFFSHORE LTD A/12 BETHESDA	11,503	1,500,000	1,545,095
M. KINGDON OFFSHORE LTD A/1 BETHESDA	15,850	1,750,000	2,129,719
M. KINGDON OFFSHORE LTD A/8 BETHESDA	3,973	500,000	533,634
MOON CAPITAL GLOBAL EQUITY OFFSHORE	3,895	3,896,078	5,107,627
MOON CAPITAL GLOBAL EQUITY OFFSHORE	15	15,253	18,619
MOON CAPITAL GLOBAL EQUITY OFFSHORE	130	129,949	158,620
MOON CAPITAL GLOBAL EQUITY OFFSHORE	487	556,938	599,533
BERENS GLOBAL VALUE FUND, LTD – A77-1008	52,500	5,250,000	6,687,550
BERENS GLOBAL VALUE FUND, LTD – A77-1210	1,500,000	1,500,000	1,544,472
DRAKE CAPITAL OFFSHORE PARTNERS LP	7,881,793	7,881,793	7,881,791
GLEACHER DIVERSIFIED STRATEGIES FD	243	293,590	294,030
TOTAL HEDGE FUNDS		36,477,056	42,891,146
PRIVATE EQUITY FUNDS			
SIGULER GUFF BRIC II	890,944	890,944	890,944
SIGULER GUFF DISTRESSED OPPORUNITIES	1,789,902	1,789,902	1,789,902
SIGULER GUFF DOF III	3,249,526	3,249,526	3,249,526
PORTFOLIO ADVISORS PRIVATE EQUITY	1,229,409	1,229,409	1,229,409
PORTFOLIO ADVISORS PRIVATE EQUITY	544,753	544,753	544,753
PORTFOLIO ADVISORS PRIVATE EQUITY	871,576	871,576	871,576
SPECIAL SITUATION PARTNERS II LP	1,613,334	1,613,334	1,613,334
FORT WASHINGTON PRIVATE EQUITY	1,244,123	1,244,123	1,244,123
GOLDMAN SACHS PRIVATE EQUITY	2,309,645	2,309,645	2,309,645
PRIVATE EQUITY INVESTMENT FUND V,	360,237	360,237	360,237
KAYNE ANDERSON ENERGY FUND V (QP),	113,873	113,873	113,873
OAKTREE MEZZANINE FUND III CLASS A	150,724	150,724	150,724
OAKTREE MEZZANINE FUND III CLASS B	146,215	146,215	146,215
TOTAL PRIVATE EQUITY FUNDS		14,514,261	14,514,261

Bethesda Retirement Plan

EIN #31-0537122 Plan #001

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

Identity of Issue, Borrower, Lessor, or Similar Party	Number of Shares	Cost	Current Value
LIMITED PARTNERSHIPS			
LOOMIS SAYLES CREDIT ASSET FUND, LTD	2,992	\$ 2,992,323	\$ 3,863,568
PIMCO TALF INVESTMENT AND RECOVERY	506,679	506,679	506,679
RHUMBLINE ADVISERS COMMON TRUST FD	216,964	7,535,539	8,376,150
OAK HILL ADVISORS STRUCTURED	2,533,294	2,533,294	2,533,294
SCHROEDER CAPITAL MANAGEMENT	747	4,146,143	5,455,046
TOTAL LIMITED PARTNERSHIPS		17,713,978	20,734,737
COMMINGLED FUND			
TCW MULTIPLE INVESTMENT TRUST	368,324	6,000,000	7,119,705
TOTAL COMMINGLED FUND		6,000,000	7,119,705
SECURITIES ON LOAN			
ALLSTATE CORP	1,177	53,356	37,523
AMERICAN INTERNATIONAL GROUP INC	410	149,076	23,624
AMERIGROUP CORP	2,117	57,587	92,979
ATT INC	665	21,671	19,538
AUTOLIV INC	107	2,374	8,447
B E AEROSPACE	1,936	32,718	71,690
BANK OF THE OZARKS INC	1,177	35,108	51,023
BECKMAN COULTER INC	181	9,041	13,617
BIOMED REALTY TRUST	416	7,280	7,758
BRAVO BRIO RESTAURANT GROUP	1	14	19
CALLAWAY GOLF CO	1	10	8
CENTENE CORP	686	12,751	17,383
CEPHALON INC	209	12,097	12,899
CHESAPEAKE ENERGY CORP	792	19,844	20,521
CHUBB CORPORATION	1,386	73,953	82,661
COLLECTIVE BRANDS INC	2,797	45,135	59,017
COLONIAL PROPERTIES TRUST	168	1,756	3,032
COMTECH TELECOMMUNICATIONS CORP	961	30,132	26,675
CRACKER BARREL OLD CTRY STORE	35	1,256	1,917
CVS CAREMARK CORP	18	583	626
DEVELOPERS DIVERSIFIED RLTY CORP	933	7,694	13,146
DIAMOND OFFSHORE DRILLING INC	297	26,136	19,860
EBIX INC	218	3,365	5,160
EMPIRE DIST ELEC CO	2,479	45,043	55,034
ENTERTAINMENT PPTYS TR	891	31,977	41,209

Bethesda Retirement Plan

EIN #31-0537122 Plan #001

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

Identity of Issue, Borrower, Lessor, or Similar Party	Number of Shares	Cost	Current Value
SECURITIES ON LOAN (continued)			
GAMESTOP CORP CL A	524	\$ 11,351	\$ 11,989
GANNETT INC	792	46,134	11,951
GAYLORD ENTMT CO NEW	1,726	48,081	62,032
GENCO SHIPPING & TRADING LTD	5,775	152,111	83,160
GENESEE & WYO INC CL A	658	18,216	34,841
GENON ENERGY INC	5	27	19
GREIF INC CL A	773	21,301	47,849
IBERIABANK CORPORATION	833	48,265	49,255
ITT CORPORATION	792	35,145	41,271
INTERDIGITAL INC	3,574	89,169	148,821
JDA SOFTWARE GROUP INC	1,294	31,419	36,232
KEYCORP NEW	1,188	39,501	10,514
KNIGHT CAPITAL GROUP INC CL A	3,326	48,448	45,866
KODIAK OIL & GAS CORP	7,789	21,691	51,407
LEXINGTON REALTY TRUST	6,410	43,300	50,960
MGIC INVT CORP	495	32,571	5,044
MEDIA GEN INC	726	24,565	4,196
MICRON TECHNOLOGY INC	3,944	37,108	31,631
NOBLE CORP	693	26,376	24,789
NORDSTROM INC	5,940	196,718	251,737
PNM RESOURCES INC	4	66	52
PACWEST BANCORP DEL	1	21	21
PENNEY J C COMPANY INC	1,349	27,638	43,586
PENNSYLVANIA REAL ESTATE INVT TR	2,175	35,492	31,603
POST PPTYS INC	154	2,899	5,590
RADIAN GROUP INC	5,603	48,217	45,216
ROBBINS & MYERS INC	1,692	34,874	60,540
RYLAND GROUP INC	162	3,860	2,759
SUNSTONE HOTEL INVS INC	1	5	10
SYNAPTICS INC	912	26,998	26,795
TEXAS INSTRUMENTS INC	741	18,026	24,083
TIDEWATER INC	1	45	54
TOWER GROUP INC	1,573	37,999	40,269
TREEHOUSE FOODS INC	604	20,135	30,858
TRUSTMARK CORPORATION	2,276	47,436	56,536
TTM TECHNOLOGIES	3,395	33,562	50,653
UIL HOLDINGS CORPORATION	918	23,778	27,503

Bethesda Retirement Plan

EIN #31-0537122 Plan #001

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

Identity of Issue, Borrower, Lessor, or Similar Party	Number of Shares	Cost	Current Value
SECURITIES ON LOAN (continued)			
URANIUM ENERGY CORP	2,000	\$ 11,866	\$ 12,080
VEECO INSTRS INC DEL	606	10,538	26,034
WHIRLPOOL CORP	125	11,516	11,104
WINTRUST FINL CORP	207	6,169	6,837
WORLD ACCEP CORP	681	14,145	35,957
WORLD ACCEP CORP	99	2,056	5,227
ZIONS BANCORPORATION	792	11,211	19,190
TOTAL SECURITIES ON LOAN		<u>2,080,006</u>	<u>2,251,487</u>
TOTAL INVESTMENTS		<u>\$ 170,878,611</u>	<u>\$ 191,680,172</u>

Bethesda Retirement Plan

EIN #31-0537122 Plan #001

Schedule H, Line 4j – Schedule of Reportable Transactions

Year Ended December 31, 2010

Identity of Party Involved	Description of Asset	Purchase Price	Selling Price	Cost of Asset	Current Value of Asset on Transaction Date	Gain (Loss)
Category (i) – Single transaction exceeds 5% of value						
First Amer Prime Obligation	Money Market Fund	\$ 8,673,284	\$ –	\$ 8,673,284	\$ 8,673,284	\$ –
		–	8,673,283	8,673,283	8,673,283	–
		8,921,440	–	8,921,440	8,921,440	–
Ishares Russell 1000 Growth Fund	Mutual Funds – Equity	10,991,240	–	10,991,240	10,991,240	–
Templeton Global Bd Fd Advisor	Various	–	8,673,283	7,927,015	8,673,283	746,268
Franklin Templeton Global	Limited Liability Companies	8,673,283	–	8,673,283	8,673,283	–
Category (ii) – A series of transactions with the same broker in excess of 5% of Plan assets						
Knight Equity Markets	Various	11,462,772	–	11,462,772	11,462,772	–
		–	22,680,781	20,693,519	22,680,781	1,987,262

Bethesda Retirement Plan

EIN #31-0537122 Plan #001

Schedule H, Line 4j – Schedule of Reportable Transactions (continued)

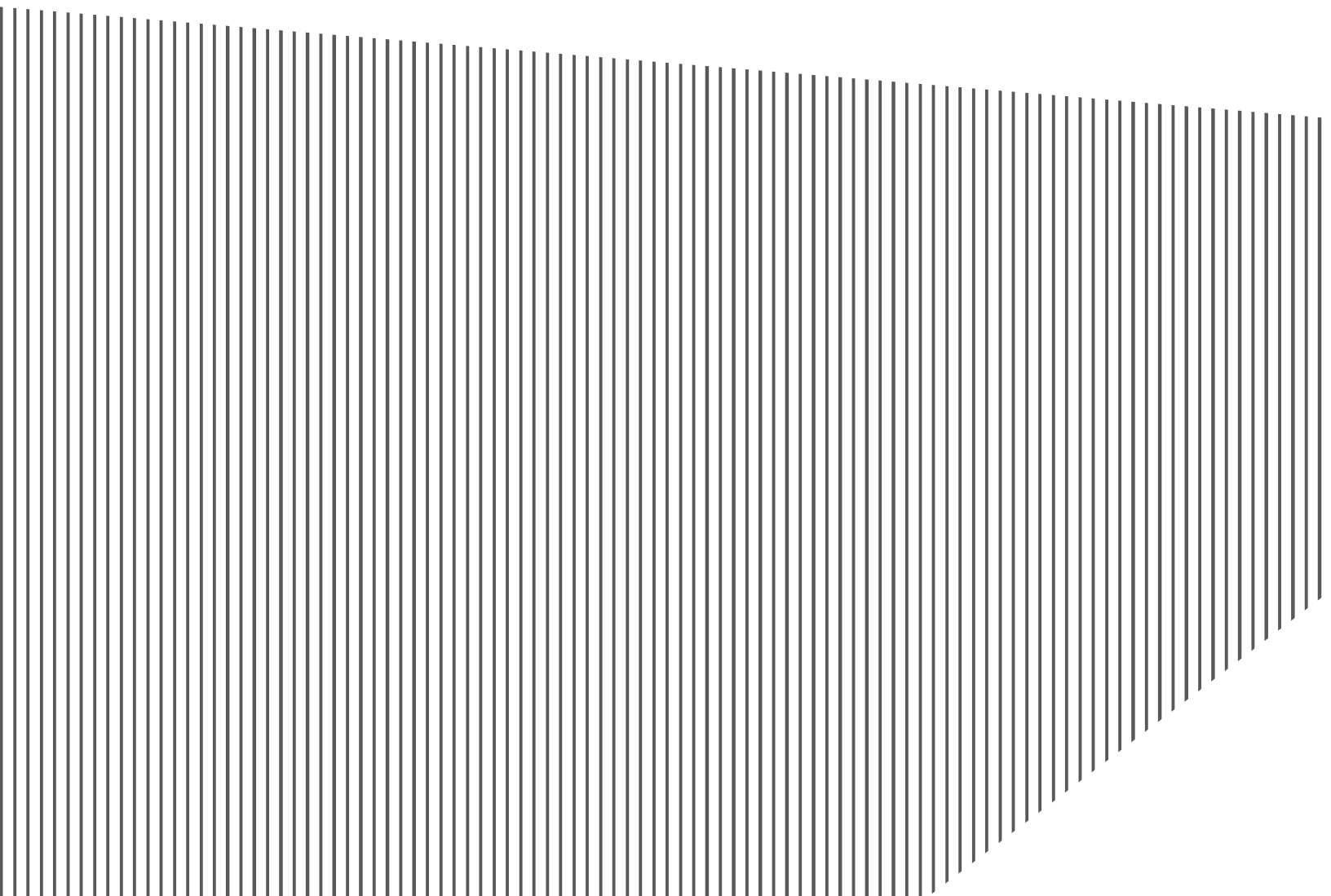
Identity of Party Involved	Description of Asset	Purchase Price	Selling Price	Cost of Asset	Current Value of Asset on Transaction Date	Gain (Loss)
Category (iii) – A series of transactions in same security in excess of 5% of Plan assets						
First Amer Prime Oblig Fd Cl Z	Money Market Fund	\$ 98,809,878	\$ –	\$ 98,809,878	\$ 98,809,878	\$ –
		–	100,851,611	100,851,611	100,851,611	–
Ishares Russell 1000 Growth Fund	Mutual Funds – Equity	11,055,090	–	11,055,090	11,055,090	–
		–	5,080,855	4,759,359	5,080,855	321,496
Templeton Global Bd Fd Advisor	Various	–	8,673,283	7,927,015	8,673,283	746,268
Franklin Templeton Global	Limited Liability Companies	8,673,283	–	8,673,283	8,673,283	–
Category (iv) – Single transaction with one broker exceeds 5% of value						
Knight Equity Markets, L.P.	Various	11,462,772	–	11,462,772	11,462,772	–
		–	22,680,781	20,693,519	22,680,781	1,987,262

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SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2010 This Form is Open to Public Inspection
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

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

Part I Basic Information			
1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2010</u>			
2 Assets:			
a Market value	2a	171,643,299	
b Actuarial value	2b	179,686,422	
3 Funding target/participant count breakdown		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a	810	30,385,771
b For terminated vested participants	3b	1,936	47,159,235
c For active participants:			
(1) Non-vested benefits	3c(1)		9,605,617
(2) Vested benefits	3c(2)		102,782,990
(3) Total active	3c(3)	4,397	112,388,607
d Total	3d	7,143	189,933,613
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	6.48 %	
6 Target normal cost	6	9,073,353	

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

SIGN HERE	<i>Jennifer R. O'Block</i> <i>JRO</i>	09/27/2011
Signature of actuary		Date
Jennifer R. O'Block		11-04797
Type or print name of actuary		Most recent enrollment number
Hewitt Associates LLC		(847) 295-5000
Firm name		Telephone number (including area code)
100 HALF DAY ROAD		
LINCOLNSHIRE IL 60069-3258		
Address of the firm		

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)	12,200,305	5,863,657
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)	12,200,305	5,863,657
10 Interest on item 9 using prior year's actual return of <u>18.97</u> %	2,314,398	1,112,336
11 Prior year's excess contributions to be added to prefunding balance:		
a Excess contributions (Item 38 from prior year)		6,496,546
b Interest on (a) using prior year's effective rate of <u>8.36</u> %		543,111
c Total available at beginning of current plan year to add to prefunding balance		7,039,657
d Portion of (c) to be added to prefunding balance		0
12 Reduction in balances due to elections or deemed elections		
13 Balance at beginning of current year (item 9 + item 10 + item 11d - item 12)	14,514,703	6,975,993

Part III	Funding percentages	
14 Funding target attainment percentage	14	83.29 %
15 Adjusted funding target attainment percentage	15	83.29 %
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	93.41 %
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
04/15/2010	1,900,000				
07/13/2010	1,900,000				
09/28/2010	1,900,000				
01/10/2011	1,900,000				
06/24/2011	9,100,000				
Totals ▶			18(b)	16,700,000	18(c) 0

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

a Contributions allocated toward unpaid minimum required contribution from prior years.	19a	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	15,593,848

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: 4.60 %	2nd segment: 6.65 %	3rd segment: 6.76 %	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 0
22 Weighted average retirement age				22 63
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	9,073,353
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	24,140,542	4,034,531
b Waiver amortization installment		
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b - item 33).....	34	13,107,884
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	0	0
36 Additional cash requirement (item 34 minus item 35).....	36	13,107,884
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....	37	15,593,848
38 Interest-adjusted excess contributions for current year (see instructions).....	38	2,485,964
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37)	39	0
40 Unpaid minimum required contribution for all years	40	0

Schedule SB Attachment (Form 5500)—2010 Plan Year
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Schedule SB, line 26—Schedule of Active Participant Data as of January 1, 2010

Number of Participants, Average Compensation and Average Retirement Account Balance

Attained Age	Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25		198 \$22,828 \$754	23 \$28,613 \$2,401							
25-29		276 \$33,512 \$1,676	110 \$40,505 \$5,862	3						
30-34		219 \$37,532 \$2,875	122 \$44,409 \$12,830	32 \$46,498 \$17,570						
35-39		224 \$36,949 \$3,308	154 \$42,102 \$11,292	94 \$50,877 \$24,162	28 \$48,382 \$34,684	5				
40-44		231 \$42,056 \$7,463	161 \$43,230 \$21,683	69 \$50,385 \$28,621	41 \$53,475 \$49,460	43 \$58,600 \$65,041	1			
45-49		197 \$39,701 \$9,292	171 \$45,637 \$17,989	84 \$54,591 \$86,652	57 \$56,934 \$195,485	79 \$58,006 \$115,866	53 \$53,943 \$127,495	10		
50-54		182 \$40,100 \$11,102	164 \$50,067 \$28,002	74 \$53,047 \$90,766	61 \$53,592 \$117,802	68 \$55,107 \$115,301	52 \$53,068 \$112,291	50 \$57,229 \$139,963	3	
55-59		150 \$42,819 \$11,166	148 \$49,421 \$62,264	72 \$59,376 \$201,716	44 \$56,355 \$235,818	50 \$58,070 \$249,289	39 \$51,800 \$281,038	45 \$52,703 \$139,539	25 \$64,560 \$334,842	4
60-64		84 \$40,239 \$17,997	71 \$50,253 \$66,545	45 \$53,330 \$162,286	25 \$47,390 \$88,679	42 \$61,173 \$453,104	34 \$69,883 \$734,703	27 \$57,534 \$362,801	23 \$64,660 \$783,011	10
65-69		20 \$35,393 \$16,909	19	11	7	9	11	11	3	1
70+		1	7	5	5	3	2	2	2	1

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Schedule SB, line 19—Discounted Employer Contributions

Year applied for contributions: 2010

Date	Amount	Interest Rate	Interest Adjusted Contribution
April 15, 2010	\$ 1,900,000	6.48%	\$ 1,866,311
July 13, 2010	1,900,000	6.48%	1,837,956
September 28, 2010	1,900,000	6.48%	1,813,772
January 10, 2011	1,900,000	6.48%	1,781,612
June 24, 2011	<u>9,100,000</u>	6.48%	<u>8,294,197</u>
Total Contribution	\$ 16,700,000		\$ 15,593,848

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

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

(a) Age	(b) Rate	(c) Weight	(d) Product (a) × (b) × (c)
55	7.00%	1.0000	3.85
56	7.00%	0.9300	3.65
57	7.00%	0.8649	3.45
58	7.00%	0.8044	3.27
59	7.00%	0.7481	3.09
60	7.00%	0.6957	2.92
61	10.00%	0.6470	3.95
62	10.00%	0.5823	3.61
63	10.00%	0.5241	3.30
64	10.00%	0.4717	3.02
65	25.00%	0.4245	6.90
66	20.00%	0.3184	4.20
67	20.00%	0.2547	3.41
68	20.00%	0.2038	2.77
69	20.00%	0.1630	2.25
70	100.00%	0.1304	9.13
Weighted Average			62.77

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Schedule SB, Part V—Statement of Actuarial Assumptions/Methods

For Funding Requirements

Interest Rates	Based on segment rates with no lookback (as of January 2010).
1st Segment Rate	4.60%.
2nd Segment Rate	6.65%.
3rd Segment Rate	6.76%.
Salary Increases	
Minimum Funding Target Normal Cost	See Table 1.
Maximum Tax Expected Benefit Increase	See Table 1.
Social Security Wage Base Increases	Future wage indices are based on a national wage increase of 4.50% per year.
Optional Payment Form Election Percentage	Lump sum, if eligible. Else, life annuity.
Projection of Retirement Account at 30-Year Treasury Rate	5.00%.
Retirement Age	
Active Participants	Probability by age. See Table 2.
Terminated Vested Participants	Age 60.
Mortality Rates	
Healthy and Disabled	2010 Static Mortality Table for Annuitants and Non-Annuitants per §1.430(h)(3)-1(e).
Withdrawal Rates	See Table 3.
Disability Rates	See Table 4.
Surviving Spouse Benefit	It is assumed that 80% of males and 80% of females have an eligible spouse, and that males are three years older than their spouses.
Valuation Compensation	Compensation has been limited to \$245,000 based upon the provision of IRC Section 401(a)(17).
Benefit and Compensation Limits	Projected benefits and compensation are limited by the current IRC section 415 maximum benefit of

Schedule SB Attachment (Form 5500)—2010 Plan Year
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\$195,000 and the 401(a)(17) compensation limit of \$245,000.

Valuation of Plan Assets

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

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

Trustee Expenses Included in Target Normal Cost

\$500,000. Based on prior year's administrative expenses, rounded.

Expected Return on Assets

2008 Plan Year

6.38%

2009 Plan Year

6.69%

Actuarial Method

Standard Unit Credit Cost Method.

Valuation Date

January 1, 2010.

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Table 1

Salary Merit Increase Rates

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

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Bethesda Retirement Plan
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Table 2

Retirement Rates

Age	Rate
55	7.00%
56	7.00%
57	7.00%
58	7.00%
59	7.00%
60	7.00%
61	10.00%
62	10.00%
63	10.00%
64	10.00%
65	25.00%
66	20.00%
67	20.00%
68	20.00%
69	20.00%
70+	100.00%

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Table 3

Withdrawal Rates

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

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Table 4

Disability Rates

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

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Schedule SB, Part V—Summary of Plan Provisions

This section highlights key plan provisions reflected in the January 1, 2010 valuation. Reference should be made to the Plan Document for additional clarification and details.

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

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Disability Eligibility	Effective January 1, 2008, total and permanent disability and 3 years of Vesting Service (previously, 5 years).
Benefit	Same as the normal retirement benefit based on the Retirement Account at the date of disability. Payments may begin immediately.
Preretirement Death Eligibility	Effective January 1, 2008, 3 years of Vesting Service (previously, 5 years).
Benefit	<i>Without Spouse:</i> Retirement Account at the date of death. <i>With Spouse:</i> Retirement Account at the date of death or actuarially equivalent life annuity to the surviving spouse.
Normal Form of Annuity	<i>Without Spouse:</i> Life Annuity <i>With Spouse:</i> Joint and survivor annuity actuarially equivalent to the retirement benefit payable for employee's lifetime. Participant receives reduced lifetime benefit and, in the event of participant's death, 50% of the reduced benefit continued to surviving spouse.
Optional Forms of Annuity	Lump sum; life annuity; joint and survivor with spouse beneficiary only (50%, 75%, 100%); 60 or 120 month period certain only; 60 or 120 month period certain and life annuity.
Actuarial Equivalent	A benefit having the same value as the benefit which it replaces, based on the applicable mortality table and the applicable interest rates defined in IRC Section 417(e)(3). For purposes of converting a single life annuity to a qualified joint and survivor annuity or period certain annuity, an 8.0% interest rate is used.
Definitions Retirement Account	Highest Average Compensation times Total Annual Credits plus 2% per year of Credited Service times Highest Average Compensation over Social Security Covered Compensation

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

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

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

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

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

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

Social Security Covered Compensation 35-year average of Social Security Wage Bases based on year of birth table. \$61,884 for age 65 retirees in 2010.

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

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

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

- Due to software limitations with the electronic filing process, information filed electronically cannot be controlled by the Enrolled Actuary. The values on the signed Schedule SB will govern to the extent there are any differences in the entries filed electronically and the actual data contained on the signed Schedule SB.
- Effective December 31, 2009, assets and liabilities were transferred among the following pension plans: the Bethesda Retirement Plan, the Good Samaritan Hospital Retirement Plan, and the TriHealth, Inc. Retirement Plan. The transfers were made in order to reflect the transfers of employment for active employees during 2009. After the transfer, each active employee's total retirement account will be held within the plan sponsored by the employee's current employer. The asset transfer amounts were determined as of December 31, 2009 in accordance with Internal Revenue Code Section 414(l), and we believe the amounts impacting this plan to be de minimis in size.
- The market value of assets as shown on Schedule SB line 2(a), less receivable contributions, is not equal to the net assets shown on Schedule H line I(1)(a), less receivable contributions, for the following reason:
 - The assets shown on Schedule SB line 2(a) reflects the net transfer of assets between plans, as described in the bullet above. Schedule SB 2(a) is shown after the asset transfers in order to maintain consistency between the assets and liabilities on lines 2 and 3 of the Schedule B.

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Schedule SB, line 24—Change in Actuarial Assumptions

The funding valuation reflects the following changes in non-prescribed assumptions:

- A change in the assumed 30-Year Treasury interest crediting rate from 6% to 5% to better reflect anticipated plan experience.
- A change in the rates of assumed retirement age to better reflect anticipated plan experience.

The aggregate unfunded vested benefits for the controlled group did not exceed \$50 million. Therefore, IRS approval is not required for these changes in non-prescribed assumptions.

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Schedule SB, line 25—Change in Funding Method

The funding valuation reflects the following method changes:

- A change in the interest rate basis from the full yield curve with a two-month lookback (as of October 2008) to segment rates with no lookback (as of January 2010).

This change has automatic approval under final regulations, Notice 2009-22, or other guidance.

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Schedule SB, line 32—Schedule of Amortization Bases

Type Of Base	Present Value of Installments	Valuation Date Established	Remaining Years in Amortization Period	Amortization Amount
Shortfall	\$24,140,542	January 1, 2010	7	\$4,034,531

Bethesda Retirement Plan

EIN #31-0537122

Plan #001

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

December 31, 2010

Identity of Issue, Borrower, Lessor, or Similar Party	Number of Shares	Cost	Current Value
CASH	11,667	\$ 11,667	\$ 11,667
TOTAL CASH		11,667	11,667
MONEY MARKET FUNDS			
FIRST AMERICAN PRIME OBILG FD CL Z	2,561,826	2,256,150	2,256,150
TOTAL MONEY MARKET FUNDS		2,256,150	2,256,150
DOMESTIC EQUITY SECURITIES			
99 CENTS ONLY STORES	8,800	133,571	140,272
AES CORP	19,000	149,348	231,420
ABM INDS INC	1,574	33,076	41,396
ACTUANT CORPORATION	2,290	29,941	60,960
AEROFLEX HOLDING CORPORATION	1,422	18,815	23,392
AETNA INC	900	24,222	27,459
ALLIANT ENERGY CORP	700	18,900	25,739
ALLSTATE CORP	623	28,242	19,861
ALMOST FAMILY INC	3,200	118,472	122,944
AMERICAN ELECTRIC POWER CO INC	700	22,438	25,186
AMERICAN FINL GROUP INC OHIO	1,300	35,588	41,977
AMERICAN GREETINGS CORP CL A	1,000	18,103	22,160
AMERICAN INTERNATIONAL GROUP INC	5	1,818	288
AMERICAS CAR MART INC	2,800	70,510	75,824
AMERIGROUP CORP	1,859	55,825	81,647
AMERIGROUP CORP	613	16,675	26,923
AMERIPRISE FINL INC	1,200	44,452	69,060
AMERISOURCEBERGEN CORP	1,200	17,126	40,944
AMGEN INC	1,100	52,705	60,390
AMTRUST FINANCIAL SERVICES	2,243	31,224	39,253
ARCHER DANIELS MIDLAND CO	2,300	57,899	69,184
ARES CAP CORP	6,300	92,726	103,824
ASHLAND INC	1,200	50,384	61,032
ASSOCIATED ESTATES RLTY CORP	3,855	38,923	58,943
ASSURANT INC	900	35,759	34,668
ATLAS AIR WORLDWIDE HOLDINGS	1,224	50,398	68,336
ATLAS AIR WORLDWIDE HOLDINGS	1,600	70,551	89,328
ATMOS ENERGY CORP	3,100	82,687	96,720
ATT INC	5,535	180,373	162,618
ATWOOD OCEANICS INC	800	25,462	29,896
ATWOOD OCEANICS INC	3,250	85,233	121,453

Bethesda Retirement Plan

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

Identity of Issue, Borrower, Lessor, or Similar Party	Number of Shares	Cost	Current Value
DOMESTIC EQUITY SECURITIES (continued)			
AUTOLIV INC	993	\$ 22,028	\$ 78,387
AVIAT NETWORKS INC	7,826	58,555	39,678
AVID TECHNOLOGY INC	2,040	28,021	35,618
B E AEROSPACE INC	20	338	741
BALDOR ELECTRIC	1,460	26,091	92,038
BANK OF AMERICA CORP	7,200	365,186	96,048
BANK OF AMERICA CORP	30,000	437,554	400,198
BANK OF THE OZARKS INC	1,973	58,852	85,530
BAXTER INTL INC	5,200	171,722	263,224
BECKMAN COULTER INC	219	10,939	16,475
BENCHMARK ELECTRONICS INC	1,928	30,358	35,012
BERRY PETE CO	1,432	34,815	62,578
BIG LOTS INC	1,100	34,996	33,506
BIG LOTS INC	4,050	71,365	123,363
BIOGEN IDEC INC	1,000	49,992	67,050
BIOMED REALTY TRUST INC	1,391	24,343	25,942
BJS WHOLESALE CLUB INC	400	13,890	19,160
BLACK BOX CORPORATION	3,150	80,768	120,614
BRAVO BRIO RESTAURANT GROUP	820	11,480	15,719
BRIGHTPOINT INC	7,650	57,137	66,785
BRISTOL MYERS SQUIBB CO	1,100	27,821	29,128
BRISTOL MYERS SQUIBB CO	12,000	276,772	317,760
CEC ENTERTAINMENT INC COM NEW	1,483	47,902	57,585
CACI INTERNATIONAL INC CL A	2,550	115,327	136,170
CALLAWAY GOLF CO	4,261	43,825	34,386
CAPITAL ONE FINANCIAL CORP	600	30,491	25,536
CARDINAL FINL CORP	2,702	18,036	31,424
CARPENTER TECHNOLOGY CORP	1,857	61,527	74,726
CASEYS GEN STORES INC	1,209	47,068	51,395
CASH AMERICA INTL INC	3,200	101,071	118,176
CEDAR SHOPPING CTRS INC	4,183	27,542	26,311
CENTENE CORP	4,464	82,974	113,118
CENTURYLINK INC	400	15,366	18,468
CEPHALON INC	191	11,055	11,789
CERADYNE INC	1,636	38,985	51,583
CHESAPEAKE ENERGY CORP	108	2,706	2,798
CHEVRON CORPORATION	2,200	128,766	200,750

Bethesda Retirement Plan

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

Identity of Issue, Borrower, Lessor, or Similar Party	Number of Shares	Cost	Current Value
DOMESTIC EQUITY SECURITIES (continued)			
CHEVRON CORPORATION	2,900	\$ 131,021	\$ 264,625
CHUBB CORPORATION	14	747	835
CIGNA CORP	600	14,506	21,996
CINCINNATI BELL INC	10,006	43,231	28,017
CITIGROUP INC	20,400	243,431	96,492
CLECO CORPORATION	1,957	47,382	60,197
COGDELL SPENCER INC	3,359	15,526	19,482
COLLECTIVE BRANDS INC	2,553	41,198	53,868
COLONIAL PPOPERTIES TRUST	1,742	18,205	31,443
COMPLETE PRODUCTION SERVICES	2,053	42,373	60,666
COMPUTER SCIENCES CORP	900	39,687	44,640
COMTECH TELECOMMUNICATIONS CORP	676	21,196	18,764
CONAGRA FOODS INC	1,600	34,754	36,128
CONOCOPHILLIPS	2,100	99,412	143,010
CONOCOPHILLIPS	5,500	290,910	374,550
CONSOLIDATED GRAPHICS INC	1,208	51,287	58,503
CONSTELLATION ENERGY GROUP INC	1,100	29,507	33,693
COOPER COS INC	1,371	53,997	77,242
COOPER TIRE & RUBR CO	1,895	15,025	44,684
CORNING INC	2,700	46,520	52,164
COSTCO WHSL CORP	3,800	128,017	274,398
CRACKER BARREL OLD CTRY STORE	885	31,768	48,471
CRANE CO	1,273	42,872	52,282
CRANE CO	2,100	74,848	86,247
CSX CORP	6,000	127,482	387,660
CVS CAREMARK CORP	1,382	44,758	48,052
DEAN FOODS COMPANY	2,500	26,966	22,100
DEL MONTE FOODS CO	1,300	14,443	24,440
DELPHI FINL GROUP INC CL A	3,900	121,752	112,476
DEVELOPERS DIVERSIFIED RLTY CORP	3,579	29,514	50,428
DG FASTCHANNEL INC	4,600	85,376	132,848
DIAMOND OFFSHORE DRILLING INC	3	264	201
DIAMONDROCK HOSPITALITY CO	8,192	68,555	98,304
DIODES INCORPORATED	2,165	46,869	58,433
DONNELLEY R R & SONS CO	1,300	28,449	22,711
DU PONT E I DE NEMOURS & CO	6,500	253,916	324,220
DYCOM INDS INC	3,838	22,729	56,611

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

Identity of Issue, Borrower, Lessor, or Similar Party	Number of Shares	Cost	Current Value
DOMESTIC EQUITY SECURITIES (continued)			
EASTMAN CHEM CO	700	\$ 40,632	\$ 58,856
EBIX INC	3,482	53,753	82,419
EDISON INTL	600	15,856	23,160
EDUCATION REALTY TRUST INC	6,590	30,121	51,204
EL PASO ELEC CO	2,254	51,914	62,053
ELI LILLY CO	1,600	77,822	56,064
EMCOR GROUP INC	1,252	36,064	36,283
EMCOR GROUP INC	3,500	92,057	101,430
EMPIRE DIST ELEC CO	471	8,558	10,456
ENDO PHARMACEUTICALS HOLDINGS INC	900	19,271	32,139
ENDO PHARMACEUTICALS HOLDINGS INC	3,450	67,335	123,200
ENTERCOM COMMUNICATIONS CORP CL A	2,980	68,772	34,508
ENTERTAINMENT PPTYS TR	9	323	416
ESTERLINE TECHNOLOGIES CORP	1,250	29,960	85,738
EXELON CORPORATION	1,100	48,844	45,804
EXPRESS INC	917	14,245	17,240
EXXON MOBIL CORP	1,300	81,035	95,056
EZCORP INC CL A	8,100	94,200	219,753
FAIRCHILD SEMICON INTL CL A	6,644	72,217	103,713
FIFTH STREET FINANCIAL CORP	11,400	138,025	138,396
FIRST FINANCIAL BANCORP	3,850	37,347	71,148
FIRST FINANCIAL BANCORP	6,700	95,971	123,816
FOREST LABS INC	900	20,741	28,782
FPIC INS GROUP INC	1,345	41,616	49,711
FULTON FINL CORP PA	4,233	39,902	43,769
GAMESTOP CORP CL A	576	12,477	13,179
GANNETT INC	8	466	121
GAP INC	1,600	19,172	35,424
GAP INC	15,300	316,605	338,742
GAYLORD ENTMT CO NEW	49	1,365	1,761
GENESCO INC	1,710	39,306	64,108
GENESEE & WYO INC CL A	323	8,942	17,103
GENON ENERGY INC	3,113	16,910	11,861
GENTIVA HEALTH SVCS INC	7,200	130,906	191,520
GENWORTH FINANCIAL INC CL A	2,600	92,430	34,164
GILEAD SCIENCES INC	1,000	38,474	36,240
GOLDMAN SACHS GROUP INC	440	63,541	73,990

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

Identity of Issue, Borrower, Lessor, or Similar Party	Number of Shares	Cost	Current Value
DOMESTIC EQUITY SECURITIES (continued)			
GREAT LAKES DREDGE & DOCK CORP NEW	2,501	\$ 15,720	\$ 18,432
GREENBRIER COS INC	2,334	45,112	48,991
GREIF INC CL A	627	17,278	38,811
HCC INS HLDGS INC	2,450	73,231	70,903
HANCOCK HLDG CO	2,950	106,129	102,837
HANOVER INS GROUP INC	1,533	67,675	71,622
HARRIS CORP DEL	900	30,487	40,770
HARTFORD FINANCIAL SERVICES GRP INC	800	50,279	21,192
HEALTH MGMT ASSOC INC NEW	9,017	65,885	86,022
HELIX ENERGY SOLUTIONS GROUP INC	3,124	39,798	37,925
HEWLETT PACKARD CO	600	19,282	25,260
HEXCEL CORP NEW	2,132	33,232	38,568
HIGHWOODS PROPERTIES INC	1,748	51,913	55,674
HOLLY CORP	2,200	97,442	89,694
HUBBELL INC CL B	500	21,952	30,065
HUMANA INC	5,500	248,438	301,070
HUNTINGTON BANCSHARES INC	1,100	16,911	7,557
IBERIABANK CORPORATION	2,117	122,662	125,178
ITT CORPORATION	8	355	417
ICU MED INC	945	33,686	34,493
IDACORP INC	1,625	52,889	60,093
INLAND REAL ESTATE CORP	7,180	55,410	63,184
INNOPHOS HOLDINGS	1,787	32,141	64,475
INTEGRATED DEVICE TECHNOLOGY INC	8,821	68,380	58,748
INTERDIGITAL INC	2,376	59,280	98,937
INVACARE CORP	1,484	40,010	44,757
INVESTMENT TECHNOLOGY GROUP INC	3,850	146,586	63,025
ISLE CAPRI CASINOS INC	2,801	28,155	28,626
JDA SOFTWARE GROUP INC	1,424	34,576	39,872
JDA SOFTWARE GROUP INC	4,870	92,383	136,360
J P MORGAN CHASE CO	2,700	114,342	114,534
J P MORGAN CHASE CO	8,000	232,299	339,360
JABIL CIRCUIT INC	3,000	47,990	60,270
JUNIPER NETWORKS INC	10,000	207,709	369,200
KEY ENERGY SERVICES INC	9,114	72,013	118,300
KEYCORP NEW	12	399	106
KINDRED HEALTHCARE INC	1,940	36,770	35,638

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

Identity of Issue, Borrower, Lessor, or Similar Party	Number of Shares	Cost	Current Value
DOMESTIC EQUITY SECURITIES (continued)			
KING PHARMACEUTICALS INC	1,400	\$ 21,406	\$ 19,670
KING PHARMACEUTICALS INC	3,124	25,310	43,892
KIRBY CORP	2,050	63,866	90,303
KIRKLANDS INC	8,150	98,670	114,345
KLA TENCOR CORPORATION	800	31,631	30,912
KNIGHT CAPITAL GROUP INC CL A	2,524	36,766	34,806
KROGER CO	1,400	36,872	31,304
L3 COMMUNICATIONS HLDGS INC	500	38,387	35,245
LAWSON SOFTWARE INC	5,080	41,342	46,990
LEXINGTON REALTY TRUST	147	993	1,169
LEXMARK INTERNATIONAL INC	800	42,376	27,856
LIFEPOINT HOSPITALS INC	1,799	60,574	66,113
LIFEPOINT HOSPITALS INC	1,800	62,126	66,150
LINCOLN NATL CORP IND	500	21,094	13,905
LOWES CO INC	8,000	192,231	200,640
LUBRIZOL CORP	500	25,802	53,440
LUFKIN INDS INC	626	26,211	39,056
M G I C INVT CORP	5	329	51
MAGELLAN HEALTH SVCS INC	1,933	77,428	91,392
MAGELLAN HEALTH SVCS INC	2,250	94,628	106,380
MANTECH INTL CORP A	2,500	92,881	103,325
MARATHON OIL CORPORATION	2,100	62,249	77,763
MARATHON OIL CORPORATION	4,700	204,145	174,041
MAXIMUS INC	1,020	37,461	66,892
MEDIA GEN INC	563	19,050	3,254
MEDICIS PHARMACEUTICAL CORP CL A	1,224	31,614	32,791
MEDICIS PHARMACEUTICAL CORP CL A	2,100	29,960	56,259
MEDTRONIC INC	1,000	35,749	37,090
MENTOR GRAPHICS CORP	5,357	45,913	64,284
MERCK AND CO INC NEW	2,226	47,407	80,225
METLIFE INC	700	30,572	31,108
METLIFE INC	7,000	284,616	311,080
MICRON TECHNOLOGY INC	1,656	15,581	13,281
MICROSOFT CORP	1,800	50,350	50,238
MORGAN STANLEY	1,800	56,182	48,978
MORGAN STANLEY	6,500	285,380	176,865
MUELLER WTR PRODS INC	7,875	32,113	32,839

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

Identity of Issue, Borrower, Lessor, or Similar Party	Number of Shares	Cost	Current Value
DOMESTIC EQUITY SECURITIES (continued)			
MYLAN INC	1,900	\$ 16,517	\$ 40,147
N C R CORP NEW	1,700	23,493	26,129
NATIONAL PENN BANCSHARES INC	9,510	57,464	76,365
NATIONAL RETAIL PROPERTIES INC	2,086	46,490	55,279
NAVIGATORS GROUP INC	2,300	101,401	115,805
NEW JERSEY RESOURCES CORP	1,391	45,975	59,966
NEWPARK RES INC	5,335	38,104	32,864
NORDSTROM INC	60	1,987	2,543
NORTHROP GRUMMAN CORPORATION	500	21,914	32,390
OFFICEMAX INC	3,205	51,178	56,729
OIL STATES INTERANTIONAL INC	2,700	84,285	173,043
OLD DOMINION FGHT LINE INC	1,792	39,157	57,326
OMNOVA SOLUTIONS INC	3,013	17,538	25,189
PNC FINANCIAL SERVICES GROUP INC	800	81,023	48,576
PNM RESOURCES INC	4,868	80,856	63,381
PACIFIC CONTINENTAL CORP	2,630	25,521	26,458
PACWEST BANCORP DEL	2,321	47,788	49,623
PAETEC HOLDING CORP	6,990	27,635	26,143
PARAMETRIC TECHNOLOGY CORP	3,907	62,452	88,025
PAREXEL INTL CORP	2,550	25,636	54,137
PENNEY J C COMPANY INC	4,051	82,995	130,888
PENNSYLVANIA REAL ESTATE INVT TR	22	359	320
PETROLEUM DEV CORP	1,347	45,643	56,911
PETSMART INC	1,100	23,428	43,802
PFIZER INC	10,168	254,680	178,042
PHOTRONICS INC	6,786	29,203	40,105
PINNACLE WEST CAP CORP	800	33,569	33,160
PLEXUS CORP	1,742	38,382	53,897
POST PPTYS INC	2,121	39,926	76,992
PRUDENTIAL FINANCIAL INC	900	72,027	52,839
PRUDENTIAL FINANCIAL INC	6,300	234,136	369,873
QUAKER CHEM CORP	1,229	24,677	51,212
RTI INTL METALS INC	1,310	33,079	35,344
RADIAN GROUP INC	464	3,993	3,744
RAYTHEON COMPANY	1,100	59,872	50,974
RC2 CORP	1,516	42,386	33,003
RC2 CORP	2,350	44,146	51,160

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

Identity of Issue, Borrower, Lessor, or Similar Party	Number of Shares	Cost	Current Value
DOMESTIC EQUITY SECURITIES (continued)			
REGIONS FINL CORP	2,500	\$ 65,946	\$ 17,500
RENT A CTR INC	5,650	105,469	182,382
RLI CORP	848	44,343	44,579
ROBBINS & MYERS INC	18	371	644
ROCKWOOD HLDGS INC	1,507	15,696	58,954
RUDDICK CORP	2,132	72,690	78,543
RYDER SYSTEM INC	800	21,250	42,112
RYLAND GROUP INC	2,012	47,945	34,264
SAFEWAY INC	2,000	44,661	44,980
SAPIENT CORP	4,170	33,425	50,457
SCHNITZER STEEL INDS INC A	859	42,422	57,029
SEACOAST BANKING CORP FL	7,039	16,104	10,277
SEMPRA ENERGY	500	20,220	26,240
SHERWIN WILLIAMS CO	3,500	201,567	293,125
SKECHERS U S A INC	4,900	109,541	98,000
SOLUTIA INC	2,939	8,039	67,832
SOUTHERN UN CO NEW	1,200	23,941	28,884
STAGE STORES INC	4,473	76,260	77,562
STANCORP FINL GROUP INC	700	26,197	31,598
STANCORP FINL GROUP INC	2,350	117,014	106,079
STANDEX INTL CORP	1,150	22,560	34,397
SUNSTONE HOTEL INVS INC	6,206	31,501	64,108
SUNTRUST BKS INC	500	22,248	14,755
SUPERVALU INC	1,800	52,793	17,334
SUSQUEHANNA BANCSHARES INC PA	7,194	69,289	69,638
SYNAPTICS INC	2,588	76,613	76,035
SYNNEX CORP	4,450	125,830	138,840
TEKELEC	3,564	46,962	42,447
TENNECO AUTOMOTIVE INC	1,576	14,557	64,868
TESSERA TECH INC	6,650	133,619	147,298
TETRA TECH INC	2,248	52,867	56,335
TEXAS INSTRUMENTS INC	659	16,031	21,418
THE JONES GROUP INC	2,285	17,511	35,509
TIDEWATER INC	1,749	78,623	94,166
TIME WARNER CABLE INC	133	6,889	8,782
TIME WARNER INC	533	19,653	17,147
TOWER GROUP INC	1,577	38,096	40,371

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

Identity of Issue, Borrower, Lessor, or Similar Party	Number of Shares	Cost	Current Value
DOMESTIC EQUITY SECURITIES (continued)			
TRAVELERS COS INC	1,600	\$ 83,413	\$ 89,136
TRAVELERS COS INC	4,900	156,556	272,979
TREEHOUSE FOODS INC	1,356	45,204	69,278
TRIUMPH GROUP INC	650	37,070	58,117
TRUSTMARK CORPORATION	360	7,503	8,942
TTM TECHNOLOGIES	35	346	522
TUTOR PERINI CORP	4,250	121,201	90,993
TYSON FOODS INC	1,500	26,916	25,830
TYSON FOODS INC	26,000	344,562	447,720
U I L HOLDINGS CORPORATION	274	7,097	8,209
U STORE IT TRUST	6,290	38,488	59,944
UNION PACIFIC CORP	3,500	123,469	324,310
UNUM GROUP	16,500	324,616	399,630
URANIUM ENERGY CORP	2,112	12,531	12,756
US BANCORP	11,000	298,688	296,670
VALERO ENERGY CORP	1,400	43,707	32,368
VALERO ENERGY CORP	9,000	131,859	208,080
VECTREN CORPORATION	1,622	44,402	41,166
VEECO INSTRS INC DEL	18	313	773
WABASH NATL CORP	5,326	41,560	63,113
WADDELL & REED FINANCIAL INC	1,331	30,908	46,971
WAL MART STORES INC	3,500	173,783	188,755
WASHINGTON REAL ESTATE INVT TR	1,282	39,733	39,729
WELLS FARGO CO	2,700	49,936	83,673
WESTERN ALLIANCE BANCORPORATION	6,957	40,046	51,204
WESTERN DIGITAL CORP	1,400	25,570	47,460
WHIRLPOOL CORP	575	52,973	51,077
WHITNEY HLDG CORP	7,521	68,590	106,422
WILLIAMS COS INC	12,000	250,432	296,640
WINTRUST FINL CORP	2,043	60,888	67,480
WORLD ACCEP CORP	100	4,007	5,280
WORLD ACCEP CORP	148	3,074	7,814
WORTHINGTON INDUSTIRES INC	1,920	30,509	35,328
XCEL ENERGY INC	1,200	22,710	28,260
XEROX CORP	3,400	22,907	39,168
ZIONS BANCORPORATION	400	5,662	9,692
TOTAL DOMESTIC EQUITY SECURITIES		20,289,729	24,583,334

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

Identity of Issue, Borrower, Lessor, or Similar Party	Number of Shares	Cost	Current Value
FOREIGN EQUITY SECURITIES			
AGRIUM INC	4,440	\$ 149,823	\$ 407,370
ARGO GROUP INTL HLDGS LTD	2,150	111,350	80,518
ASPEN INSURANCE HOLDINGS LTD	4,800	135,825	137,376
AXA ADR	1,050	41,719	17,483
BASF AG ADR	1,725	81,338	137,931
B H P BILLITON LIMITED ADR	5,055	205,586	469,710
BRITISH AMERN TOB PLC	1,610	111,122	125,097
BROOKFIELD ASSET MANAGE CL A	1,315	42,296	43,776
BUNGE LIMITED	1,390	70,604	91,073
CANADIAN NATL RY CO	2,105	96,841	139,919
CANADIAN NATURAL RESOURCES LTD	1,810	48,230	80,400
CANADIAN PACIFIC RAILWAY LTD	2,985	179,574	193,458
COOPER INDUSTRIES PLC	2,900	139,625	169,041
CORE LABORATORIES N V	280	12,349	24,934
DIAGEO PLC SPONSORED ADR	1,075	83,612	79,905
ENSIGN ENERGY SVCS INC	2,800	47,676	42,353
EVEREST RE GROUP LTD	400	42,314	33,928
FINNING INTERNATIONAL INC	425	11,452	11,587
FOSTER WHEELER AG	2,910	67,443	100,453
GENCO SHIPPING & TRADING LTD	1,325	34,900	19,080
INGERSOLL RAND PLC	2,965	113,174	139,622
KODIAK OIL & GAS CORP	79	220	521
MANULIFE FINANCIAL CORP	1,225	41,687	21,046
NABORS INDUSTRIES LTD	2,725	89,553	63,929
NESTLE SA SPONSORED ADR	3,320	118,534	195,282
NOBLE CORP	700	30,263	25,039
NOBLE CORP	5,252	199,896	187,864
NORTEL NETWORKS CORP	1,784	2	25
NOVARTIS AG ADR	1,475	85,645	86,951
PARTNERRE LTD	570	40,746	45,800
PETROLEO BRASILEIRO SA ADR	560	13,142	21,190
POTASH CORP OF SASKATCHEWAN	2,475	134,631	383,204
RIO TINTO PLC ADR	3,720	197,954	266,575
SCHLUMBERGER LTD	3,560	230,652	297,260
SEAGATE TECHNOLOGY	2,700	45,201	40,581
SUNCOR ENERGY INC	4,775	186,252	182,835
SYNGENTA AG ADR	1,850	71,941	108,743

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

Identity of Issue, Borrower, Lessor, or Similar Party	Number of Shares	Cost	Current Value
FOREIGN EQUITY SECURITIES (continued)			
TALISMAN ENERGY INC	2,775	\$ 47,330	\$ 61,577
TECK RESOURCES LIMITED	2,100	82,253	129,843
TENARIS SA ADR	3,275	151,045	160,410
TRANSOCEAN LTD	600	54,555	41,706
TRANSOCEAN LTD	3,353	343,472	233,067
TYCO ELECTRONICS LTD	1,300	33,453	46,020
UBS AG REG	1,470	84,412	24,211
UNILEVER NV ADR	3,650	126,483	114,610
VALE SA SP ADR	10,585	157,923	365,923
VALIDUS HOLDINGS LTD	1,000	29,032	30,610
WEATHERFORD INTERNATIONAL LTD	10,475	232,902	238,830
YARA INTL ADR	450	10,047	26,100
TOTAL FOREIGN EQUITY SECURITIES		4,666,079	5,944,766
MUTUAL FUNDS – FIXED INCOME			
PIMCO TOTAL RETURN FUND INST	593,200	6,686,953	6,436,223
TOTAL MUTUAL FUNDS – FIXED INCOME		6,686,953	6,436,223
MUTUAL FUNDS – EQUITY			
ABERDEEN FDS EMRGN MKT INSTL	657,493	8,146,034	9,619,121
DODGE & COX INTERNATIONAL STOCK FUND	281,046	11,778,916	10,036,141
ISHARES RUSSELL 1000 GROWTH FD	125,962	6,295,731	7,212,584
KEYSTONE LARGE CAP GROWTH I	248,963	6,000,000	7,080,498
TOTAL MUTUAL FUNDS – EQUITY		32,220,681	33,948,344
LIMITED LIABILITY COMPANIES			
MERGANSER SHORT TERM BOND FUND	1,865,668	2,004,094	2,100,835
FRANKLIN TEMPLETON GLOBAL	8,673	8,673,283	9,715,558
WESTERN ASSET ABS RETURN STRATEGY	689,297	7,645,681	10,400,800
TOTAL LIMITED LIABILITY COMPANIES		18,323,058	22,217,193
REAL ESTATE INVESTMENT FUNDS			
AEW PARTNERS VI	1,037,311	1,037,311	1,037,311
BLUE VISTA EQUITY BETHESDA RETIREMNT	1,392,384	1,392,384	1,392,384
WCP REAL ESTATE FUND II, L.P.	3,202,113	3,202,113	3,202,112
INLAND AMERICAN REAL ESTATE TRUST	390,953	4,007,185	3,139,352
TOTAL REAL ESTATE INVESTMENT FUNDS		9,638,993	8,771,159

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

Identity of Issue, Borrower, Lessor, or Similar Party	Number of Shares	Cost	Current Value
HEDGE FUNDS			
ARTHA EMERGING MARKETS FUND 2010-12	2,500	\$ 2,500,000	\$ 2,478,224
ARTHA EMERGING MARKETS FUND LTD	3,164	3,791,859	6,373,705
ARTHA EMERGING MARKETS FUND LTD 2010	8	7,745	8,041
AXIOM OFFSHORE OPPORTUNITY FUND LTD	41,490	4,180,226	4,654,336
KARSCH CAPITAL, LTD.	13,256	2,723,625	2,876,150
M. KINGDON OFFSHORE LTD A/12 BETHESDA	11,503	1,500,000	1,545,095
M. KINGDON OFFSHORE LTD A/1 BETHESDA	15,850	1,750,000	2,129,719
M. KINGDON OFFSHORE LTD A/8 BETHESDA	3,973	500,000	533,634
MOON CAPITAL GLOBAL EQUITY OFFSHORE	3,895	3,896,078	5,107,627
MOON CAPITAL GLOBAL EQUITY OFFSHORE	15	15,253	18,619
MOON CAPITAL GLOBAL EQUITY OFFSHORE	130	129,949	158,620
MOON CAPITAL GLOBAL EQUITY OFFSHORE	487	556,938	599,533
BERENS GLOBAL VALUE FUND, LTD – A77-1008	52,500	5,250,000	6,687,550
BERENS GLOBAL VALUE FUND, LTD – A77-1210	1,500,000	1,500,000	1,544,472
DRAKE CAPITAL OFFSHORE PARTNERS LP	7,881,793	7,881,793	7,881,791
GLEACHER DIVERSIFIED STRATEGIES FD	243	293,590	294,030
TOTAL HEDGE FUNDS		36,477,056	42,891,146
PRIVATE EQUITY FUNDS			
SIGULER GUFF BRIC II	890,944	890,944	890,944
SIGULER GUFF DISTRESSED OPPORUNITIES	1,789,902	1,789,902	1,789,902
SIGULER GUFF DOF III	3,249,526	3,249,526	3,249,526
PORTFOLIO ADVISORS PRIVATE EQUITY	1,229,409	1,229,409	1,229,409
PORTFOLIO ADVISORS PRIVATE EQUITY	544,753	544,753	544,753
PORTFOLIO ADVISORS PRIVATE EQUITY	871,576	871,576	871,576
SPECIAL SITUATION PARTNERS II LP	1,613,334	1,613,334	1,613,334
FORT WASHINGTON PRIVATE EQUITY	1,244,123	1,244,123	1,244,123
GOLDMAN SACHS PRIVATE EQUITY	2,309,645	2,309,645	2,309,645
PRIVATE EQUITY INVESTMENT FUND V,	360,237	360,237	360,237
KAYNE ANDERSON ENERGY FUND V (QP),	113,873	113,873	113,873
OAKTREE MEZZANINE FUND III CLASS A	150,724	150,724	150,724
OAKTREE MEZZANINE FUND III CLASS B	146,215	146,215	146,215
TOTAL PRIVATE EQUITY FUNDS		14,514,261	14,514,261

Bethesda Retirement Plan

EIN #31-0537122 Plan #001

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

Identity of Issue, Borrower, Lessor, or Similar Party	Number of Shares	Cost	Current Value
LIMITED PARTNERSHIPS			
LOOMIS SAYLES CREDIT ASSET FUND, LTD	2,992	\$ 2,992,323	\$ 3,863,568
PIMCO TALF INVESTMENT AND RECOVERY	506,679	506,679	506,679
RHUMBLINE ADVISERS COMMON TRUST FD	216,964	7,535,539	8,376,150
OAK HILL ADVISORS STRUCTURED	2,533,294	2,533,294	2,533,294
SCHROEDER CAPITAL MANAGEMENT	747	4,146,143	5,455,046
TOTAL LIMITED PARTNERSHIPS		17,713,978	20,734,737
COMMINGLED FUND			
TCW MULTIPLE INVESTMENT TRUST	368,324	6,000,000	7,119,705
TOTAL COMMINGLED FUND		6,000,000	7,119,705
SECURITIES ON LOAN			
ALLSTATE CORP	1,177	53,356	37,523
AMERICAN INTERNATIONAL GROUP INC	410	149,076	23,624
AMERIGROUP CORP	2,117	57,587	92,979
ATT INC	665	21,671	19,538
AUTOLIV INC	107	2,374	8,447
B E AEROSPACE	1,936	32,718	71,690
BANK OF THE OZARKS INC	1,177	35,108	51,023
BECKMAN COULTER INC	181	9,041	13,617
BIOMED REALTY TRUST	416	7,280	7,758
BRAVO BRIO RESTAURANT GROUP	1	14	19
CALLAWAY GOLF CO	1	10	8
CENTENE CORP	686	12,751	17,383
CEPHALON INC	209	12,097	12,899
CHESAPEAKE ENERGY CORP	792	19,844	20,521
CHUBB CORPORATION	1,386	73,953	82,661
COLLECTIVE BRANDS INC	2,797	45,135	59,017
COLONIAL PROPERTIES TRUST	168	1,756	3,032
COMTECH TELECOMMUNICATIONS CORP	961	30,132	26,675
CRACKER BARREL OLD CTRY STORE	35	1,256	1,917
CVS CAREMARK CORP	18	583	626
DEVELOPERS DIVERSIFIED RLTY CORP	933	7,694	13,146
DIAMOND OFFSHORE DRILLING INC	297	26,136	19,860
EBIX INC	218	3,365	5,160
EMPIRE DIST ELEC CO	2,479	45,043	55,034
ENTERTAINMENT PPTYS TR	891	31,977	41,209

Bethesda Retirement Plan

EIN #31-0537122

Plan #001

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

Identity of Issue, Borrower, Lessor, or Similar Party	Number of Shares	Cost	Current Value
SECURITIES ON LOAN (continued)			
GAMESTOP CORP CL A	524	\$ 11,351	\$ 11,989
GANNETT INC	792	46,134	11,951
GAYLORD ENTMT CO NEW	1,726	48,081	62,032
GENCO SHIPPING & TRADING LTD	5,775	152,111	83,160
GENESEE & WYO INC CL A	658	18,216	34,841
GENON ENERGY INC	5	27	19
GREIF INC CL A	773	21,301	47,849
IBERIABANK CORPORATION	833	48,265	49,255
ITT CORPORATION	792	35,145	41,271
INTERDIGITAL INC	3,574	89,169	148,821
JDA SOFTWARE GROUP INC	1,294	31,419	36,232
KEYCORP NEW	1,188	39,501	10,514
KNIGHT CAPITAL GROUP INC CL A	3,326	48,448	45,866
KODIAK OIL & GAS CORP	7,789	21,691	51,407
LEXINGTON REALTY TRUST	6,410	43,300	50,960
MGIC INVT CORP	495	32,571	5,044
MEDIA GEN INC	726	24,565	4,196
MICRON TECHNOLOGY INC	3,944	37,108	31,631
NOBLE CORP	693	26,376	24,789
NORDSTROM INC	5,940	196,718	251,737
PNM RESOURCES INC	4	66	52
PACWEST BANCORP DEL	1	21	21
PENNEY J C COMPANY INC	1,349	27,638	43,586
PENNSYLVANIA REAL ESTATE INVT TR	2,175	35,492	31,603
POST PPTYS INC	154	2,899	5,590
RADIAN GROUP INC	5,603	48,217	45,216
ROBBINS & MYERS INC	1,692	34,874	60,540
RYLAND GROUP INC	162	3,860	2,759
SUNSTONE HOTEL INVS INC	1	5	10
SYNAPTICS INC	912	26,998	26,795
TEXAS INSTRUMENTS INC	741	18,026	24,083
TIDEWATER INC	1	45	54
TOWER GROUP INC	1,573	37,999	40,269
TREEHOUSE FOODS INC	604	20,135	30,858
TRUSTMARK CORPORATION	2,276	47,436	56,536
TTM TECHNOLOGIES	3,395	33,562	50,653
UIL HOLDINGS CORPORATION	918	23,778	27,503

Bethesda Retirement Plan

EIN #31-0537122 Plan #001

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

Identity of Issue, Borrower, Lessor, or Similar Party	Number of Shares	Cost	Current Value
SECURITIES ON LOAN (continued)			
URANIUM ENERGY CORP	2,000	\$ 11,866	\$ 12,080
VEECO INSTRS INC DEL	606	10,538	26,034
WHIRLPOOL CORP	125	11,516	11,104
WINTRUST FINL CORP	207	6,169	6,837
WORLD ACCEP CORP	681	14,145	35,957
WORLD ACCEP CORP	99	2,056	5,227
ZIONS BANCORPORATION	792	11,211	19,190
TOTAL SECURITIES ON LOAN		<u>2,080,006</u>	<u>2,251,487</u>
TOTAL INVESTMENTS		<u>\$ 170,878,611</u>	<u>\$ 191,680,172</u>

Bethesda Retirement Plan

EIN #31-0537122 Plan #001

Schedule H, Line 4j – Schedule of Reportable Transactions

Year Ended December 31, 2010

Identity of Party Involved	Description of Asset	Purchase Price	Selling Price	Cost of Asset	Current Value of Asset on Transaction Date	Gain (Loss)
Category (i) – Single transaction exceeds 5% of value						
First Amer Prime Obligation	Money Market Fund	\$ 8,673,284	\$ –	\$ 8,673,284	\$ 8,673,284	\$ –
		–	8,673,283	8,673,283	8,673,283	–
		8,921,440	–	8,921,440	8,921,440	–
Ishares Russell 1000 Growth Fund	Mutual Funds – Equity	10,991,240	–	10,991,240	10,991,240	–
Templeton Global Bd Fd Advisor	Various	–	8,673,283	7,927,015	8,673,283	746,268
Franklin Templeton Global	Limited Liability Companies	8,673,283	–	8,673,283	8,673,283	–
Category (ii) – A series of transactions with the same broker in excess of 5% of Plan assets						
Knight Equity Markets	Various	11,462,772	–	11,462,772	11,462,772	–
		–	22,680,781	20,693,519	22,680,781	1,987,262

Bethesda Retirement Plan

EIN #31-0537122 Plan #001

Schedule H, Line 4j – Schedule of Reportable Transactions (continued)

Identity of Party Involved	Description of Asset	Purchase Price	Selling Price	Cost of Asset	Current Value of Asset on Transaction Date	Gain (Loss)
Category (iii) – A series of transactions in same security in excess of 5% of Plan assets						
First Amer Prime Oblig Fd Cl Z	Money Market Fund	\$ 98,809,878	\$ –	\$ 98,809,878	\$ 98,809,878	\$ –
		–	100,851,611	100,851,611	100,851,611	–
Ishares Russell 1000 Growth Fund	Mutual Funds – Equity	11,055,090	–	11,055,090	11,055,090	–
		–	5,080,855	4,759,359	5,080,855	321,496
Templeton Global Bd Fd Advisor	Various	–	8,673,283	7,927,015	8,673,283	746,268
Franklin Templeton Global	Limited Liability Companies	8,673,283	–	8,673,283	8,673,283	–
Category (iv) – Single transaction with one broker exceeds 5% of value						
Knight Equity Markets, L.P.	Various	11,462,772	–	11,462,772	11,462,772	–
		–	22,680,781	20,693,519	22,680,781	1,987,262

Attachment to 2010 Form 5500
Schedule SB, line 26 - Schedule of Active Participant Data

Plan Name Bethesda Retirement Plan

EIN: 31-1108895

Plan Sponsor's Name Bethesda, Inc.

PN: 001

Attained Age	YEARS OF CREDITED SERVICE								
	Under 1			1 to 4			5 to 9		
	No.	Average		No.	Average		No.	Average	
		Comp.	Cash Bal.		Comp.	Cash Bal.		Comp.	Cash Bal.
Under 25	0			205	23,874		16		
25 to 29	0			292	35,187		96	41,216	
30 to 34	0			232	39,117		112	45,652	
35 to 39	0			237	38,413		153	44,735	
40 to 44	0			251	44,228		154	44,229	
45 to 49	0			228	40,949		159	48,819	
50 to 54	0			200	42,383		158	50,777	
55 to 59	0			168	43,776		138	51,825	
60 to 64	0			99	45,302		63	45,583	
65 to 69	0			21	38,886		19		
70 & up	0			3			8		

Attained Age	YEARS OF CREDITED SERVICE								
	10 to 14			15 to 19			20 to 24		
	No.	Average		No.	Average		No.	Average	
		Comp.	Cash Bal.		Comp.	Cash Bal.		Comp.	Cash Bal.
Under 25	0			0			0		
25 to 29	1			0			0		
30 to 34	29	46,871		0			0		
35 to 39	82	51,984		28	49,677		5		
40 to 44	58	51,902		43	54,806		39	60,216	
45 to 49	69	56,970		58	59,999		74	58,336	
50 to 54	66	55,477		62	59,353		64	54,152	
55 to 59	65	60,573		46	58,289		47	59,407	
60 to 64	40	55,657		23	49,820		42	62,291	
65 to 69	10			7			9		
70 & up	5			3			2		

Attained Age	YEARS OF CREDITED SERVICE											
	25 to 29			30 to 34			35 to 39			40 & up		
	Average			Average			Average			Average		
	No.	Comp.	Cash Bal.	No.	Comp.	Cash Bal.	No.	Comp.	Cash Bal.	No.	Comp.	Cash Bal.
Under 25	0			0			0			0		
25 to 29	0			0			0			0		
30 to 34	0			0			0			0		
35 to 39	0			0			0			0		
40 to 44	1			0			0			0		
45 to 49	53	55,139		10			0			0		
50 to 54	51	54,818		51	58,255		2			0		
55 to 59	41	53,886		44	53,720		27	63,184		1		
60 to 64	34	72,171		27	58,662		24	65,215		9		
65 to 69	11			11			3			1		
70 & up	2			2			2			1		