

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), 6057(b), 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
		2011
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</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>BRAZOSPORT MEMORIAL HOSPITALS 403B MATCHING TAX DEFERRED ANNUITY PLAN</u>	<table border="1"> <tr> <td>1b Three-digit plan number (PN) ►</td> <td><u>002</u></td> </tr> <tr> <td>1c Effective date of plan</td> <td><u>01/01/1994</u></td> </tr> </table>	1b Three-digit plan number (PN) ►	<u>002</u>	1c Effective date of plan	<u>01/01/1994</u>
1b Three-digit plan number (PN) ►	<u>002</u>				
1c Effective date of plan	<u>01/01/1994</u>				
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>BRAZOSPORT MEMORIAL HOSPITAL</u> <u>100 MEDICAL DR.</u> <u>LAKE JACKSON, TX 77566-5674</u>	<table border="1"> <tr> <td>2b Employer Identification Number (EIN) <u>74-1385192</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>979-299-2886</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>622000</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>74-1385192</u>	2c Sponsor's telephone number <u>979-299-2886</u>	2d Business code (see instructions) <u>622000</u>	
2b Employer Identification Number (EIN) <u>74-1385192</u>					
2c Sponsor's telephone number <u>979-299-2886</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>10/08/2012</u>	<u>CHRISTOPHER CALIA</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 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") BRAZOSPORT MEMORIAL HOSPITAL 100 MEDICAL DR. LAKE JACKSON, TX 77566-5674	3b Administrator's EIN 74-1385192 3c Administrator's telephone number 979-299-2860
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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	950
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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	632
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	285
d Subtotal. Add lines 6a , 6b , and 6c	6d	917
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	917
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	682
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	6

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:

2F 2G 2L 2M 2T

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)	9b Plan benefit arrangement (check all that apply)
(1) ☒ Insurance	(1) ☐ Insurance
(2) ☐ Code section 412(e)(3) insurance contracts	(2) ☐ Code section 412(e)(3) insurance contracts
(3) ☒ Trust	(3) ☒ Trust
(4) ☐ General assets of the sponsor	(4) ☐ General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1)** ☒ **R** (Retirement Plan Information)

(2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary

(3) ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

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

SCHEDULE A (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <hr/> <small>Department of Labor Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	Insurance 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. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 <hr/> 2011 <hr/> This Form is Open to Public Inspection
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>BRAZOSPORT MEMORIAL HOSPITALS 403B MATCHING TAX DEFERRED ANNUITY PLAN</u>	B Three-digit plan number (PN) ►	<u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BRAZOSPORT MEMORIAL HOSPITAL</u>	D Employer Identification Number (EIN) <u>74-1385192</u>	

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier

ING LIFE INSURANCE AND ANNUITY COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
<u>71-0294708</u>	<u>86509</u>	<u>666213</u>	<u>753</u>	<u>01/01/2011</u>	<u>12/31/2011</u>

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
<u>6418</u>	<u>193</u>

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

JULIE E. ANDERSON
621 UNIVERSITY BLVD.
GALVESTON, TX 77550

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
<u>5132</u>	<u>180</u>	<u>BROKER COMMISSION AND FEES</u>	<u>3</u>

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

RICHARD J. GLASER
13701 NORTHWEST BLVD., SUTE D2
CORPUS CHRISTI, TX 78410

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
<u>1286</u>	<u>13</u>	<u>BROKER COMMISSION AND FEES</u>	<u>3</u>

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end	4	0
5 Current value of plan's interest under this contract in separate accounts at year end	5	0

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

b Premiums paid to carrier	6b	
c Premiums due but unpaid at the end of the year	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☒ other ▶ **UNALLOCATED ANNUITY CONTRACT**

b Balance at the end of the previous year	7b	3406915
c Additions: (1) Contributions deposited during the year	7c(1)	340083
(2) Dividends and credits	7c(2)	467
(3) Interest credited during the year	7c(3)	115888
(4) Transferred from separate account	7c(4)	473987
(5) Other (specify below)	7c(5)	36656
▶ LOAN REPAYMENTS		
(6) Total additions	7c(6)	967081
d Total of balance and additions (add b and c(6))	7d	4373996
e Deductions:		
(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	275115
(2) Administration charge made by carrier	7e(2)	4956
(3) Transferred to separate account	7e(3)	
(4) Other (specify below)	7e(4)	
▶		
(5) Total deductions	7e(5)	280071
f Balance at the end of the current year (subtract e(5) from d)	7f	4093925

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
b ☐ Dental
c ☐ Vision
d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
f ☐ Long-term disability
g ☐ Supplemental unemployment
h ☐ Prescription drug
i ☐ Stop loss (large deductible)
j ☐ HMO contract
k ☐ PPO contract
l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve.....	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	0
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	0
(4) Claims charged.....		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions.....	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs.....	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes.....	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges.....	9c(1)(G)		
(H) Total retention.....		9c(1)(H)	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....		9d(1)	
(2) Claim reserves.....		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in c(2).).....		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier.....	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.	10b	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE A (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <hr/> <small>Department of Labor Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	Insurance 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. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 <hr/> 2011 <hr/> This Form is Open to Public Inspection
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>BRAZOSPORT MEMORIAL HOSPITALS 403B MATCHING TAX DEFERRED ANNUITY PLAN</u>	B Three-digit plan number (PN) ►	<u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BRAZOSPORT MEMORIAL HOSPITAL</u>	D Employer Identification Number (EIN) <u>74-1385192</u>	

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier

ING LIFE INSURANCE AND ANNUITY COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
<u>71-0294708</u>	<u>86509</u>	<u>VF6085</u>	<u>97</u>	<u>01/01/2011</u>	<u>12/31/2011</u>

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
<u>1493</u>	<u>0</u>

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

JULIE ANDERSON
621 UNIVERSITY BLVD.
GALVESTON, TX 77550

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
<u>1126</u>			<u>3</u>

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

RICHARD J. GLASER
13701 NORTHWEST BLVD., SUITE D2
CORPUS CHRISTI, TX 78410

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
<u>367</u>			<u>3</u>

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end **4** 153142**5** Current value of plan's interest under this contract in separate accounts at year end **5****6** Contracts With Allocated Funds:**a** State the basis of premium rates ▶**b** Premiums paid to carrier **6b****c** Premiums due but unpaid at the end of the year **6c****d** If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount **6d**

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity(3) ☐ other (specify) ▶**f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**a** Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☒ other ▶ GROUP PENSION FUNDING**b** Balance at the end of the previous year **7b** 125050**c** Additions: (1) Contributions deposited during the year **7c(1)**(2) Dividends and credits **7c(2)** 0(3) Interest credited during the year **7c(3)** 4145(4) Transferred from separate account **7c(4)** 112334(5) Other (specify below) **7c(5)** 132150

▶ LOAN REPAYMENTS, TRANSFERS

(6) Total additions **7c(6)** 248629**d** Total of balance and additions (add **b** and **c(6)**) **7d** 373679**e** Deductions:(1) Disbursed from fund to pay benefits or purchase annuities during year **7e(1)** 48176(2) Administration charge made by carrier **7e(2)** 61(3) Transferred to separate account **7e(3)** 110449(4) Other (specify below) **7e(4)** 61851

▶ LOAN ACTIVITY, TRANSFERS

(5) Total deductions **7e(5)** 220537**f** Balance at the end of the current year (subtract **e(5)** from **d**) **7f** 153142

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve.....	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	0
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	0
(4) Claims charged.....		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions.....	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs.....	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes.....	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges.....	9c(1)(G)		
(H) Total retention.....		9c(1)(H)	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....		9d(1)	
(2) Claim reserves.....		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in c(2).).....		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier.....	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.	10b	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

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
		2011
		This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan BRAZOSPORT MEMORIAL HOSPITALS 403B MATCHING TAX DEFERRED ANNUITY PLAN	B Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 BRAZOSPORT MEMORIAL HOSPITAL	D Employer Identification Number (EIN) 74-1385192

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a** Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No
- b** If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation	
ING LIFE INSURANCE AND ANNUITY	PO BOX 990067 HARTFORD, CT 06199-1268
71-0294708	

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

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

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)

ING MUTUAL FUNDS

95-4516049

(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 52 63	INVESTMENT PRODUCT PROVI	0	Yes ☒ No ☐	Yes ☐ No ☒	97470	Yes ☐ No ☒

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

ING LIFE INSURANCE AND ANNUITY

71-0294708

(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?
60 64 65 66 72	SERVICE PROVIDER	0	Yes ☒ No ☐	Yes ☒ No ☐	78491	Yes ☐ No ☒

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

AMERICAN FUNDS

95-1411037

(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 52 63	INVESTMENT PRODUCT PROVI	0	Yes ☒ No ☐	Yes ☐ No ☒	20490	Yes ☐ No ☒

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)

ING FINANCIAL ADVISERS

06-1375177

(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?
63	BROKER/DEALER	0	Yes ☒ No ☐	Yes ☐ No ☒	16682	Yes ☐ No ☒

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

MERRILL LYNCH FUNDS

04-6171663

(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 52 63	INVESTMENT PRODUCT PROVI	0	Yes ☒ No ☐	Yes ☐ No ☒	15710	Yes ☐ No ☒

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

TEMPLETON FUNDS

13-2670991

(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 52 63	INVESTMENT PRODUCT PROVI	0	Yes ☒ No ☐	Yes ☐ No ☒	7696	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
AMERICAN FUNDS	28 52 63	20490
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
AMERICAN FUNDS EUROPACIFIC GROWTH 95-1411037	INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES	
<div style="text-align: center;">(a) Enter service provider name as it appears on line 2</div>		
ING FINANCIAL ADVISERS	63	8965
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
AMERICAN FUNDS EURO PACIFIC GROWTH 95-1411037	12B-1 DISTRIBUTION FEES	
<div style="text-align: center;">(a) Enter service provider name as it appears on line 2</div>		
ING FINANCIAL ADVISERS	63	15710
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
BLACKROCK LARGE CAP VALUE 22-3695894	12B-1 DISTRIBUTION FEES	

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
ING FINANCIAL ADVISERS	63	3047
(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.	
BLACKROCK LARGE CAP VALUE FUND INV 22-3695894	12B-1 DISTRIBUTION FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING FINANCIAL ADVISERS	63	2088
(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.	
TEMPLETON GLOBAL BOND FUND A 59-6865210	12B-1 DISTRIBUTION FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING LIFE INSURANCE AND ANNUITY COMP	60	2690
(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.	
AMERICAN FUNDS EUROPACIFIC R3 95-1411037	SUB-TRANSFER/REIMBURSEMENT FEES	

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
ING LIFE INSURANCE AND ANNUITY COMP	60	3047
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>BLACKROCK LARGE CAP VALUE FUND INV</p> <p>22-3695894</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>SUB-TRANSFER/REIMBURSEMENT FEES</p>		
<p>(a) Enter service provider name as it appears on line 2</p> <p>ING LIFE INSURANCE AND ANNUITY COMP</p>		
	60 65	1903
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>ING COLUMBIA SM CAP VAL II PT SRV</p> <p>20-3606562</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>SUB-TRANSFER/REIMBURSEMENT FEES ACCOUNT MAINTENANCE FEES</p>		
<p>(a) Enter service provider name as it appears on line 2</p> <p>ING LIFE INSURANCE AND ANNUITY COMP</p>		
	60 65	19670
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>ING CORE GROWTH AND INCOME PORT SRV</p> <p>23-3054937</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>SUB-TRANSFER/REIMBURSEMENT FEES ACCOUNT MAINTENANCE FEES</p>		

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
ING LIFE INSURANCE AND ANNUITY COMP	60 65	3840
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>ING FMR DIVERSIFIED MD CP PORT SRV</p> <p>25-6725709</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>SUB-TRANSFER/REIMBURSEMENT FEES ACCOUNT MAINTENANCE FEES</p> </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(a) Enter service provider name as it appears on line 2</p> <p>ING LIFE INSURANCE AND ANNUITY COMP</p> </div> <div style="width: 20%;"> <p>(b) Service Codes (see instructions)</p> <p>64</p> </div> <div style="width: 20%;"> <p>(c) Enter amount of indirect compensation</p> <p style="text-align: right;">18837</p> </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>ING FIXED PLUS ACCOUNT III</p> <p>71-0294708</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>RECORD-KEEPING FEES</p> </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(a) Enter service provider name as it appears on line 2</p> <p>ING LIFE INSURANCE AND ANNUITY COMP</p> </div> <div style="width: 20%;"> <p>(b) Service Codes (see instructions)</p> <p>60 65</p> </div> <div style="width: 20%;"> <p>(c) Enter amount of indirect compensation</p> <p style="text-align: right;">5069</p> </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>ING JPMORGAN MID CAP VAL PORT SRV</p> <p>75-3023510</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>SUB-TRANSFER/REIMBURSEMENT FEES ACCOUNT MAINTENANCE FEES</p> </div> </div>		

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
ING LIFE INSURANCE AND ANNUITY COMP	60	1002
(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.	
ING MONEY MARKET FUND A 95-4516049	SUB-TRANSFER/REIMBURSEMENT FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING LIFE INSURANCE AND ANNUITY COMP	60 65	3603
(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.	
ING SOLUTION 2035 PORTFOLIO SRV 20-2456104	SUB-TRANSFER/REIMBURSEMENT FEES ACCOUNT MAINTENANCE FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING LIFE INSURANCE AND ANNUITY COMP	60 65	12760
(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.	
ING TROWEPRISE CAPTL APPREC PT SRV 95-6895626	SUB-TRANSFER/REIMBURSEMENT FEES ACCOUNT MAINTENANCE FEES	

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
ING LIFE INSURANCE AND ANNUITY COMP	60 65	1270

(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.
INGVESCO MID CAP CORE EQUITY FND A 94-2362417	SUB-TRANSFER/REIMBURSEMENT FEES ACCOUNT MAINTENANCE FEES

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING LIFE INSURANCE AND ANNUITY COMP	60	1253

(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.
TEMPLETON GLOBAL BOND FUND A 59-6865210	SUB-TRANSFER/REIMBURSEMENT FEES

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING MUTUAL FUNDS	28 52 63	4006

(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.
ING COLUMBIA SM CAP VAL II PT SRV 20-3606562	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES

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
ING MUTUAL FUNDS	28 52 63	36549

(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.
ING CORE GROWTH AND INCOME PORT SRV 23-3054937	INVESTMENT MANAGEMENT 52 INVESTMENT MANAGEMENT FEES 63 12B-1 DISTRIBUTION FEES

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING MUTUAL FUNDS	28 52 63	6558

(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.
ING FMR DIVERSIFIED MD CP PORT SRV 25-6725709	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING MUTUAL FUNDS	28 52 63	2686

(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.
ING GROWTH AND INCOME PORT S 06-0912550	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES

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
ING MUTUAL FUNDS	28 52 63	11334
(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.	
ING JPMORGAN MID CAP VAL PORT SRV 75-3023510	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING MUTUAL FUNDS	28 52	3892
(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.	
ING MONEY MARKET FUND A 95-4516049	INVESTMENT MANAGEMENT	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING MUTUAL FUNDS	28 52 63	1679
(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.	
ING SOLUTION 2025 PORTFOLIO SRV 47-0951928	INVESTMENT MANAGEMENT FEES	

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
ING MUTUAL FUNDS	28 52 63	7231

(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.
ING SOLUTION 2035 PORTFOLIO SRV 20-2456104	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING MUTUAL FUNDS	28 52 63	21937

(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.
ING TROWEPRISE CAPTL APPREC PT SRV 95-6895626	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
TEMPLETON FUNDS	28 52 63	7696

(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.
TEMPLETON GLOBAL BOND FUND A 59-6865210	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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
		2011
		This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011		
A Name of plan BRAZOSPORT MEMORIAL HOSPITALS 403B MATCHING TAX DEFERRED ANNUITY PLAN	B Three-digit plan number (PN)	002
C Plan sponsor's name as shown on line 2a of Form 5500 BRAZOSPORT MEMORIAL HOSPITAL	D Employer Identification Number (EIN) 74-1385192	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(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)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	551516	561147
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)	0	0
(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)	15498269	14059870
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	3531965	4247066
(15) Other	1c(15)		

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	19581750	18868083

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	19581750	18868083
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	159659	
(B) Participants	2a(1)(B)	1163398	
(C) Others (including rollovers)	2a(1)(C)	29858	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1352915

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	41474	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		41474

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0

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

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

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(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)		-598169
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		796220

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1492222	
(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)		1492222
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)	17665	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		17665
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1509887

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-713667
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: **BKD, LLP**

(2) EIN: **44-0160260**

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

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

Part IV Compliance Questions

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

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		1000000
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.).....		X	
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.			
4n			

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?

If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

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

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>BRAZOSPORT MEMORIAL HOSPITALS 403B MATCHING TAX DEFERRED ANNUITY PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BRAZOSPORT MEMORIAL HOSPITAL</u>	D Employer Identification Number (EIN) <u>74-1385192</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>71-0294708</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	

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	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 or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

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

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: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

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): _____

**Brazosport Memorial Hospital's 403(b) Matching
Tax Deferred Annuity Plan**

EIN 74-1385192 PN 002

Accountants' Report and Financial Statements
December 31, 2011 and 2010

**Brazosport Memorial Hospital's 403(b) Matching
Tax Deferred Annuity Plan
December 31, 2011 and 2010**

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Independent Accountants' Report

Board of Trustees and Plan Administrator
Brazosport Memorial Hospital's 403(b) Matching
Tax Deferred Annuity Plan
Lake Jackson, Texas

We were engaged to audit the accompanying statements of net assets available for benefits of Brazosport Memorial Hospital's 403(b) Matching Tax Deferred Annuity Plan as of December 31, 2011 and 2010, and the related statements of changes in net assets available for benefits for the years then ended and the accompanying supplemental schedule. These financial statements and schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, auditing procedures with respect to the information summarized in Note 3 and notes receivable from participants, which were certified by ING Life Insurance and Annuity Company, the custodian of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan Administrator that the custodian holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained certifications from the custodian as of and for the years ended December 31, 2011 and 2010, that the information provided to the Plan Administrator by the custodian is complete and accurate to the best of their knowledge.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements taken as a whole. The accompanying supplemental schedule, as listed in the table of contents, is presented for purposes of additional analysis and is not a required part of the financial statements but is 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. Because of the significance of the matter described above, it is inappropriate to, and we do not, express an opinion on the supplementary information referred to above. The form and content of the information included in the financial statements and schedule, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

BKD, LLP

Houston, Texas
September 25, 2012

Federal Employer Identification Number: 44-0160260

**Brazosport Memorial Hospital's 403(b) Matching
Tax Deferred Annuity Plan**

**Statements of Net Assets Available for Benefits
December 31, 2011 and 2010**

	<u>2011</u>	<u>2010</u>
Assets		
Investments, At Fair Value	\$ 18,306,936	\$ 19,030,234
Notes Receivable From Participants	<u>561,147</u>	<u>551,516</u>
Net Assets Available for Benefits	<u><u>\$ 18,868,083</u></u>	<u><u>\$ 19,581,750</u></u>

Brazosport Memorial Hospital's 403(b) Matching Tax Deferred Annuity Plan

Statements of Changes in Net Assets Available for Benefits Years Ended December 31, 2011 and 2010

	2011	2010
Investment Income (Loss)		
Net appreciation (depreciation) in fair value of investments	\$ (710,018)	\$ 1,874,488
Interest	111,849	102,007
	<u>(598,169)</u>	<u>1,976,495</u>
Net investment income (loss)		
	<u>(598,169)</u>	<u>1,976,495</u>
Interest Income on Notes Receivable From Participants	<u>41,474</u>	<u>28,809</u>
Contributions		
Employer	159,659	22,073
Participants	1,163,398	1,120,990
Rollovers	29,858	1,453
	<u>1,352,915</u>	<u>1,144,516</u>
Total additions	<u>796,220</u>	<u>3,149,820</u>
Deductions		
Benefits paid directly to participants	1,492,222	1,091,993
Administrative expenses	17,665	20,199
	<u>1,509,887</u>	<u>1,112,192</u>
Total deductions		
	<u>1,509,887</u>	<u>1,112,192</u>
Net Increase (Decrease)	(713,667)	2,037,628
Net Assets Available for Benefits, Beginning of Year	<u>19,581,750</u>	<u>17,544,122</u>
Net Assets Available for Benefits, End of Year	<u>\$ 18,868,083</u>	<u>\$ 19,581,750</u>

Brazosport Memorial Hospital's 403(b) Matching Tax Deferred Annuity Plan

Notes to Financial Statements

December 31, 2011 and 2010

Note 1: Description of the Plan

The following description of the Brazosport Memorial Hospital's 403(b) Matching Tax Deferred Annuity Plan (the Plan) provides only general information. Participants should refer to the *Plan Document* and *Summary Plan Description* for a more complete description of the Plan's provisions, which are available from the Plan Administrator.

General

The Plan is a defined contribution plan sponsored by Brazosport Regional Health System d/b/a Brazosport Memorial Hospital (the Hospital) for the benefit of all its employees who have completed 30 days of employment with the Hospital. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). ING Life Insurance and Annuity Company (ING) serves as the Plan's custodian and recordkeeper.

Contributions

The Plan permits eligible employees, through a salary deferral election, to have the Hospital make annual contributions up to 100 percent of eligible compensation. Employee rollover and catch-up contributions are also permitted. The Hospital, at its discretion, may make matching contributions for eligible employees with 30 days of employment. For the period from January 1, 2010 through November 10, 2010, the Hospital did not make any matching contributions. For the period from November 11, 2010 through December 31, 2011, the Hospital matched 100 percent of each eligible participant's compensation, up to a maximum match of 1 percent of employees' compensation. Contributions are subject to certain limitations. Forfeitures are used to reduce the Hospital's contributions.

Participant Investment Account Options

Participants direct the investment of their contributions, as well as the Hospital's contributions, into various investment options offered by the Plan. The Plan offers various pooled separate accounts and guaranteed investment contracts as investment options for participants.

Participant Accounts

Each participant's account is credited with the participant's contributions and the Hospital's contributions and Plan earnings and is charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefits to which a participant is entitled are the benefits which can be provided from the participant's vested account.

Brazosport Memorial Hospital's 403(b) Matching Tax Deferred Annuity Plan

Notes to Financial Statements

December 31, 2011 and 2010

Vesting

Participants are immediately vested in their voluntary contributions, plus earnings thereon. Vesting in the Hospital's contribution portion of their accounts, plus earnings thereon, is based on years of continuous service. A participant is fully vested after three years of continuous service. The non-vested balance is forfeited upon termination of service. Forfeitures are used to reduce the Hospital's contributions.

Payment of Benefits

Upon retirement or death, participants or beneficiaries are entitled to a distribution equal to the total value of their accounts. Upon termination of service, a participant's vested benefits may be paid out as a lump-sum distribution, installment payments (joint and survivor annuity), or a direct rollover. The Plan also permits withdrawals from the Plan due to circumstances of financial hardship, in accordance with provisions specified in the *Plan Document*. While employed, a participant may make withdrawals from their fully vested accounts, as defined in the *Plan Document*. Certain additional in-service withdrawals are permitted upon attainment of age 59½.

Forfeited Accounts

At December 31, 2011 and 2010, forfeited non-vested accounts totaled \$462,986 and \$442,280, respectively. These accounts will be used to reduce future employer contributions.

Notes Receivable From Participants

The *Plan Document* includes provisions authorizing loans from the Plan to active eligible participants. The minimum amount of a loan shall be \$1,000. The maximum amount of a participant's loan is determined by the available loan balance restricted to the lesser of \$50,000 or 50 percent of the participant's vested account balance. All loans are covered by demand notes and are repayable over a period not to exceed five years (except for loans for the purchase of a principal residence) through payroll withholdings unless the participant is paying the loan in full. Interest on the loans is based on Moody's Corporate Bond Yield Average – Monthly Average Corporates, as published by Moody's Investors Service, Inc. for the calendar month ending two months before the date that the new loan interest rate is effective. The percentage of the interest rate charged on loan balances payable to ING is 2.5 percent.

Notes receivable from participants are measured at their unpaid principal balance, plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the *Plan Document*.

Brazosport Memorial Hospital's 403(b) Matching Tax Deferred Annuity Plan

Notes to Financial Statements

December 31, 2011 and 2010

Plan Termination

Although it has not expressed an intention to do so, the Hospital has the right under the Plan to discontinue its contributions at any time and to terminate the Plan, subject to the provisions of ERISA. In the event of Plan termination, participants will become 100 percent vested in their accounts.

Note 2: Summary of Significant Accounting Policies

Basis of Accounting

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

Use of Estimates

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

Valuation of Investments and Income Recognition

Pooled separate accounts are valued at estimated fair value as provided by ING. The separate accounts are individually controlled variable annuities and are valued at the unit value of the accumulation units held by the Plan, as provided by ING. The accumulation unit value is determined daily by ING based on the net asset value of shares of the underlying fund, the fund's dividends and the contract's separate account charges.

The guaranteed investment contracts with the insurance company are valued at contract value, which approximates fair value as estimated by ING. Contract value, as reported by ING, represents contributions made under the contract, plus interest at the contract rate, less funds used to pay retirement benefits and administrative expenses. The guaranteed investment contracts with ING are not considered fully benefit-responsive investment contracts and have minimum guaranteed interest rates. The ING Fixed Plus Account and ING Fixed Plus Account II have minimum guaranteed interest rates of 3.00 percent. The ING Fixed Account has a minimum guaranteed interest rate of 2.25 percent. The investment contracts with ING contain restrictions and certain surrender charges.

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

Brazosport Memorial Hospital's 403(b) Matching Tax Deferred Annuity Plan

Notes to Financial Statements

December 31, 2011 and 2010

Plan Tax Status

The Plan has not requested or obtained a determination letter as the Internal Revenue Service does not currently provide that service for 403(b) plans. The Plan Administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code and, therefore, not subject to tax. With a few exceptions, the Plan is no longer subject to U.S. Federal, state or non-U.S. income tax examinations by tax authorities for years before 2008.

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Administrative Expenses

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

Note 3: Investments

The Plan's investments are held by ING. The Plan's investments (including investments bought, sold and held during the years) appreciated (depreciated) in fair value as follows:

	2011	
	Net Depreciation in Fair Value During Year	Fair Value at End of Year
Pooled separate accounts	\$ (710,018)	\$ 14,059,870
Guaranteed investment contracts	-	4,247,066
	<u>\$ (710,018)</u>	<u>\$ 18,306,936</u>
	2010	
	Net Appreciation in Fair Value During Year	Fair Value at End of Year
Pooled separate accounts	\$ 1,874,488	\$ 15,498,269
Guaranteed investment contracts	-	3,531,965
	<u>\$ 1,874,488</u>	<u>\$ 19,030,234</u>

Brazosport Memorial Hospital's 403(b) Matching Tax Deferred Annuity Plan

Notes to Financial Statements

December 31, 2011 and 2010

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

	2011	2010
American Funds EuroPacific Class R-3 Fund	\$ 1,498,319	\$ 1,942,330
ING Growth and Income Portfolio - Class S Fund	3,792,351	-
ING Janus Contrarian Portfolio - Service Class Fund	-	4,424,190
ING T. Rowe Price Capital Appreciation Port - Serv Class Fund	2,455,720	2,418,815
ING Fixed Plus Account Fund	4,098,473	3,412,350
BlackRock Large Cap Value Fund - Class A Fund	1,141,660	1,126,268
ING JPMorgan Mid Cap Value Portfolio - Service Class Fund	979,288	*

*This investment did not represent 5 percent or more of the Plan's net assets.

Interest realized on the Plan's investments for the years ended December 31, 2011 and 2010, was \$111,849 and \$102,007, respectively.

Note 4: Party-in-interest Transactions

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

The Plan invests in certain funds of the Plan custodian. The Hospital provides certain administrative services at no cost to the Plan.

Note 5: Fair Value of Assets

Accounting Standards Codification Topic 820, *Fair Value Measurements*, defines fair value as the price that would be received to sell an asset, or paid to transfer a liability, in an orderly transaction between market participants at the measurement date. Topic 820 also specifies a fair value hierarchy, which requires a plan to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value as shown on the following page.

Brazosport Memorial Hospital's 403(b) Matching Tax Deferred Annuity Plan

Notes to Financial Statements

December 31, 2011 and 2010

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

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

Investments

Where quoted market prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. The Plan holds no Level 1 securities. If quoted market prices are not available, then fair values are estimated by using pricing models, quoted prices of securities with similar characteristics or discounted cash flows. Level 2 securities include the pooled separate accounts. Units of pooled separate accounts are recorded at estimated unit value based on the estimated market value of the underlying assets net of annual expense charges divided by the beginning units. Inputs include market quotations or price, reported trades, broker/dealer quotes, bids and offers of the underlying investments obtained from external appraisals, independent pricing sources and market research publications. In certain cases where Level 1 or Level 2 inputs are not available, securities are classified within Level 3 of the hierarchy and include the guaranteed investment contracts. The guaranteed investment contracts are valued at contract value, which approximates fair value as estimated by ING. See Note 2 for definition of inputs utilized to determine fair value of Level 3 securities.

The tables on the following page present the fair value measurements of assets recognized in the accompanying statements of net assets available for benefits measured at fair value on a recurring basis and the level within the fair value hierarchy in which the fair value measurements fall at December 31, 2011 and 2010.

Brazosport Memorial Hospital's 403(b) Matching Tax Deferred Annuity Plan

Notes to Financial Statements

December 31, 2011 and 2010

2011				
Fair Value Measurements Using				
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	Fair Value			
Pooled separate accounts:				
Blended funds	\$ 9,056,462	\$ -	\$ 9,056,462	\$ -
Bond funds	734,936	-	734,936	-
Growth funds	910,239	-	910,239	-
Money market funds	570,738	-	570,738	-
Value funds	2,787,432	-	2,787,432	-
Other funds	63	-	63	-
Total pooled separate accounts	14,059,870	0	14,059,870	0
Guaranteed investment contracts	4,247,066	-	-	4,247,066
Total investments	<u>\$ 18,306,936</u>	<u>\$ 0</u>	<u>\$ 14,059,870</u>	<u>\$ 4,247,066</u>

2010				
Fair Value Measurements Using				
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	Fair Value			
Pooled separate accounts:				
Blended funds	\$ 10,215,855	\$ -	\$ 10,215,855	\$ -
Bond funds	816,379	-	816,379	-
Growth funds	1,035,631	-	1,035,631	-
Money market funds	620,219	-	620,219	-
Value funds	2,810,122	-	2,810,122	-
Other funds	63	-	63	-
Total pooled separate accounts	15,498,269	0	15,498,269	0
Guaranteed investment contracts	3,531,965	-	-	3,531,965
Total investments	<u>\$ 19,030,234</u>	<u>\$ 0</u>	<u>\$ 15,498,269</u>	<u>\$ 3,531,965</u>

Brazosport Memorial Hospital's 403(b) Matching Tax Deferred Annuity Plan

Notes to Financial Statements

December 31, 2011 and 2010

The following is a reconciliation of the beginning and ending balances of recurring fair value measurements recognized in the accompanying statements of net assets available for benefits using significant unobservable (Level 3) inputs:

	Guaranteed Investment Contracts
Balance, January 1, 2010	\$ 3,378,990
Purchases	533,461
Sales	<u>(380,486)</u>
Balance, December 31, 2010	3,531,965
Purchases	1,006,987
Sales	<u>(291,886)</u>
Balance, December 31, 2011	<u><u>\$ 4,247,066</u></u>

As the guaranteed investment contracts are valued at contract value, which approximates fair value, there are no realized and unrealized gains and losses for these investments included in net increase (decrease) in net assets available for benefits.

Note 6: Risks and Uncertainties

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

Note 7: Subsequent Events

Subsequent events have been evaluated through the date of the Independent Accountants' Report, which is the date the financial statements were available to be issued.

Supplemental Schedule

Brazosport Memorial Hospital's 403(b) Matching Tax Deferred Annuity Plan

EIN 74-1385192 PN 002

Schedule H, Line 4i – Schedule of Assets (Held at End of Year) December 31, 2011

(a)(b) Identity of Issuer	(c) Description of Investment	(e) Current Value**
<u>Guaranteed Investment Contracts</u>		
* ING Fixed Plus Account Fund	4,098,473, 3.00% interest rate	\$ 4,098,473
* ING Fixed Plus Account II Fund	120,139, 3.00% interest rate	120,139
* ING Fixed Account Fund	28,455, 3.00% interest rate	28,454
<u>Pooled Separate Accounts</u>		
* ING Growth and Income Portfolio Class S Fund	177,213 units	3,792,351
* ING T. Rowe Price Capital Appreciation Port - Serv Class Fund	108,369 units	2,455,720
American Funds EuroPacific Class R-3 Fund	43,404 units	1,498,319
BlackRock Large Cap Value Fund - Class A Fund	81,084 units	1,141,660
* ING JPMorgan Mid Cap Value Portfolio - Service Class Fund	69,746 units	979,288
Templeton Global Bond Fund - Class A Fund	57,075 units	711,279
* ING FMR Diversified Mid Cap Portfolio - Service Class Fund	48,725 units	657,788
* ING Solution 2035 Portfolio - Service Class Fund	54,267 units	575,771
* ING Money Market Portfolio - Class I Fund	570,615 units	570,738
Keeley Small Cap Value Fund	12,801 units	296,354
* ING Columbia Small Cap Value Portfolio - Service Class Fund	25,876 units	260,312
AIM Mid Cap Core Equity Fund - Class A Fund	11,781 units	247,638
* ING Solution 2025 Portfolio - Service Class Fund	12,903 units	135,743
AIM Small Cap Growth Fund - Class A Fund	3,598 units	99,693
* ING Solution Income Portfolio - Service Class Fund	7,798 units	82,108
* ING Solution 2015 Portfolio - Service Class Fund	6,236 units	66,101
* ING Strategic Allocation Growth Portfolio - Class I Fund	4,700 units	54,991
* ING Growth and Income Portfolio - Class I Fund	4,547 units	45,739
* ING T. Rowe Price Diversified Mid Cap Growth Port - Initial Fund	2,333 units	32,004
Fidelity VIP Contrafund Portfolio - Initial Class Fund	1,473 units	29,285
* ING Oppenhr Global Portfolio I Fund	2,288 units	28,884
* ING Large Cap Opportunities Portfolio - Class I Fund	2,372 units	24,608
American Funds Growth Fund Class R-4 Fund	1,483 units	18,997
* ING Pioneer Mid Cap Value Portfolio - Institutional Class Fund	1,575 units	16,284
* ING Large Cap Value Portfolio - Class I Fund	1,768 units	15,471
* ING Index Plus LargeCap Portfolio - Class I Fund	1,231 units	15,300
* ING Van Kampen Equity and Income Portfolio - Initial Class Fund	1,180 units	14,907
* ING Templeton Foreign Equity Portfolio - Initial Class Fund	1,693 units	13,299

*A party-in-interest as defined by ERISA.

**Column (d) cost information is not presented because all investments are participant directed.

Brazosport Memorial Hospital's 403(b) Matching Tax Deferred Annuity Plan

EIN 74-1385192 PN 002

Schedule H, Line 4i – Schedule of Assets (Held at End of Year) (Continued) December 31, 2011

(a)(b) Identity of Issuer	(c) Description of Investment	(e) Current Value**
<u>Pooled Separate Accounts (Continued)</u>		
* ING Global Bond Portfolio - Initial Class Fund	843 units	\$ 11,914
* ING Global Resources Portfolio - Service Class Fund	947 units	11,242
American Funds New Perspective Fund - Class R-4 Fund	749 units	11,228
* ING Intermediate Bond Portfolio - Class I Fund	563 units	10,730
* ING Balanced Portfolio, Inc. - Class I Fund	716 units	10,418
* ING T. Rowe Price Growth Equity Portfolio - Initial Class Fund	609 units	9,538
* ING American Century Small-Mid Cap Value Portfolio - Service Fund	498 units	8,967
Oppenheimer Developing Markets Fnd A Fund	132 units	8,735
* ING Solution 2045 Portfolio - Service Class Fund	723 units	7,711
* ING Van Kampen Comstock Portfolio - Service Class Fund	569 units	7,336
American Funds Washington Mutual Investors FundSM - Class R-4 Fund	547 units	6,971
* ING UBS U.S. Large Cap Equity Portfolio - Initial Class Fund	605 units	6,637
* ING Strategic Allocation Moderate Portfolio - Class I Fund	510 units	6,567
* ING BlackRock Large Cap Growth Portfolio - Inst Class Fund	648 units	5,924
* ING JPMorgan Emerging Markets Equity Portfolio - Service Class Fund	275 units	5,516
* ING Index Plus MidCap Portfolio - Class I Fund	225 units	5,513
* ING International Value Portfolio - Class I Fund	462 units	5,486
* ING BlackRock Science and Technology Opp Port - Class I Fund	1,043 units	5,170
* ING Small Company Portfolio - Class I Fund	228 units	4,921
* ING Small Cap Opportunities Portfolio - Class I Fund	416 units	4,685
American Funds EuroPacific Class R-4 Fund	306 units	4,619
* ING Thornburg Value Portfolio - Initial Class Fund	358 units	4,045
Fidelity VIP Equity-Income Portfolio - Initial Class Fund	214 units	2,926
Wells Fargo Advantage Special Small Cap Value Fund - Class A Fund	114 units	2,688
* ING International Index Portfolio - Class I Fund	334 units	2,363
Fidelity VIP Growth Portfolio - Initial Class Fund	145 units	1,907
Wanger Select Fund	133 units	1,868
* ING PIMCO Total Return Portfolio - Service Class Fund	63 units	1,004
Invesco V.I. Core Equity Fund - Series I Shares Fund	70 units	756
Invesco V.I. Capital Appreciation Fund - Series I Shares Fund	81 units	713
Fidelity VIP Overseas Portfolio - Initial Class Fund	45 units	514
* ING MFS Utilities Portfolio - Service Class Fund	11 units	194
* ING Pioneer Fund Portfolio - Institutional Class Fund	18 units	179
* ING Davis New York Venture Portfolio - Service Class Fund	9 units	156

*A party-in-interest as defined by ERISA.

**Column (d) cost information is not presented because all investments are participant directed.

Brazosport Memorial Hospital's 403(b) Matching Tax Deferred Annuity Plan

EIN 74-1385192 PN 002

Schedule H, Line 4i – Schedule of Assets (Held at End of Year) (Continued) December 31, 2011

(a)(b) Identity of Issuer	(c) Description of Investment	(e) Current Value**
<u>Pooled Separate Accounts (Continued)</u>		
Pioneer High Yield VCT Portfolio - Class I Fund	2 units	\$ 31
* ING BlackRock Health Sciences Opportunities Portfolio - Srv Fund	2 units	25
* ING Baron Small Cap Growth Portfolio - Service Class Fund	1 unit	17
Oppenheimer Global Securities Fund/VA Fund	1 unit	7
Janus Aspen Series Flexible Bond Portfolio - Inst Shares Fund	1 unit	5
Oppenheimer Strategic Bond Fund/VA Fund	1 unit	4
* ING Index Plus SmallCap Portfolio - Class I Fund	1 unit	4
Franklin Small Cap Value Securities Fund - Class 2 Fund	1 unit	4

Participant Loans

	Participant loans, interest rates ranging from 4.60% to 6.85%, varying maturity dates through 2029	561,147
* Notes receivable from participants		<u>\$ 18,868,083</u>

*A party-in-interest as defined by ERISA.

**Column (d) cost information is not presented because all investments are participant directed.

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

Name of Plan:

► Brazosport Memorial Hospital's 403(b) Matching Tax Deferred Annuity Plan

Employer Identification Number: ► 74-1385192

For plan year (beginning/ending): ► 01/01/2011 - 12/31/2011

Plan number: ►

002

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
*	ING	American Funds EuroPacific R3		\$1,498,318.83
*	ING	AIM Mid Cap Core Equity Fund (A)		\$247,637.88
*	ING	AIM Small Cap Growth Fund (A)		\$99,692.79
*	ING	ING JPMorgan Mid Cap Val Port Srv		\$970,647.67
*	ING	ING FMR Div Mid Cap Port-Svc		\$657,788.22
*	ING	ING Columbia Sm Cap Val II Pt Srv		\$260,312.04
*	ING	Keeley Small Cap Val Fd		\$296,353.59
*	ING	ING Grth and Incm PrtCl S		\$3,792,351.17
*	ING	BlackRock Large Cap Val Fd-A		\$1,141,659.53
*	ING	ING Core Growth and Income Port Srv		\$0.00
*	ING	ING TRowePrice Captl Apprec Pt Srv		\$2,413,846.37
*	ING	ING Solution 2015 Port-Svc		\$66,101.05
*	ING	ING Solution 2025 Port-Svc		\$135,742.86
*	ING	ING Solution 2035 Port-Svc		\$575,770.58
*	ING	ING Solution 2045 Port-Svc		\$7,711.40
*	ING	ING Solution Income Port-Svc		\$82,108.02
*	ING	Templeton Global Bond Fund		\$706,003.83
*	ING	ING Money Market Fund - Cl A		\$570,604.70
*	ING	ING Fixed Plus Account		\$4,093,924.66
*	ING	ING Growth and Income Port I		\$45,738.79
*	ING	ING Fixed Account		\$26,953.91
*	ING	ING Money Market Portfolio I		\$133.50
*	ING	ING Intermediate Bond Port I		\$10,729.97
*	ING	ING Balanced Portfolio I		\$10,417.66
*	ING	ING Fixed Plus Account		\$4,548.48
*	ING	ING Strategic Alloc Growth Port I		\$54,991.20
*	ING	ING Strategic Alloc Moderate Port I		\$6,566.64
*	ING	ING Index Plus LargeCap Portfolio I		\$14,355.14
*	ING	ING Fixed Plus Account II		\$120,138.72
*	ING	ING Small Company Portfolio I		\$4,921.10
*	ING	ING BlackRock Sci & Tech Op Pt I		\$5,169.94
*	ING	ING Index Plus SmallCap Portfolio I		\$3.91
*	ING	ING Index Plus MidCap Portfolio I		\$5,513.06
*	ING	Franklin Small Cap Value Fund 2		\$3.90
*	ING	Invesco V.I. Capital Apprec Fnd SI		\$713.25
*	ING	Invesco V.I. Core Equity Fund SI		\$756.15
*	ING	ING SmallCap Opportunities Prt I		\$245.12
*	ING	Oppenheimer Global Securities Fnd/VA		\$7.49
*	ING	Oppenheimer Strategic Bond Fund/VA		\$4.30

*	ING	ING Thornburg Value Portfolio I		\$4,044.60
*	ING	ING UBS U.S. Lrg Cap Eqty Port I		\$6,636.65
*	ING	Fidelity VIP Overseas Portfolio I		\$513.85
*	ING	Fidelity VIP Eqty-Income Port I		\$2,926.09
*	ING	Fidelity VIP Growth Portfolio I		\$1,906.57
*	ING	ING TRowePrice Grwth Eqty Port I		\$9,538.06
*	ING	Janus Aspen Srs Flex Bd Port Inst		\$4.95
*	ING	Fidelity VIP Contrafund Port I		\$29,284.87
*	ING	Templeton Global Bond Fund A		\$5,274.89
*	ING	Oppenheimer Developing Markets Fnd A		\$8,735.15
*	ING	WellsFargoAdv Spec Sm Cp Val Fd A		\$2,688.08
*	ING	ING International Value Port I		\$5.45
*	ING	ING Davis New York Venture Port Srv		\$155.85
*	ING	ING Global Bond Port I		\$11,913.79
*	ING	ING Oppenhmr Global Port I		\$28,004.66
*	ING	ING JPMorgan Mid Cap Val Port Srv		\$8,640.82
*	ING	ING Baron Small Cap Grwth Port Srv		\$17.49
*	ING	ING InvVanKpn Comstock Port Srv		\$7,335.62
*	ING	ING PIMCO Total Return Portfolio Srv		\$1,003.69
*	ING	ING AmCen Sm-Md Cp Val Port Srv		\$8,966.92
*	ING	ING TRowePrice Divr MdCp Gr Pt I		\$31,047.82
*	ING	ING InvVanKpn Eqty & Inc Port I		\$14,907.38
*	ING	American Funds Growth Fnd R4		\$18,997.21
*	ING	American Funds EuroPacific R4		\$4,618.72
*	ING	ING Large Cap Growth Portfolio Inst		\$24,608.19
*	ING	ING MFS Utilities Portfolio Srv		\$193.77
*	ING	ING Pioneer Fund Portfolio Inst		\$178.92
*	ING	ING BlackRock Hlth Sci Oppt Pt Srv 2		\$25.04
*	ING	ING JPMorgan Emrg Mkts Eq Port Srv		\$5,516.37
*	ING	ING TRowePrice Captl Apprec Pt Srv		\$41,873.92
*	ING	American Funds Nw Prspctv R4		\$7,500.22
*	ING	American Funds Wash Mtual R4		\$6,971.48
*	ING	Wanger Select		\$1,867.80
*	ING	Pioneer High Yield VCT Portfolio I		\$30.62
*	ING	ING Large Cap Value Port Inst		\$14,372.67
*	ING	ING Pioneer Mid Cap Value Port Inst		\$16,284.12
*	ING	ING International Index Port I		\$2,363.45
*	ING	ING Templeton Foreign Eqty Port I		\$13,298.61
*	ING	ING BlackRock Lrg Cp Grw Port Inst		\$4,996.53
*	ING	ING Global Resources Portfolio Srv		\$6,450.47
*	ING	ING Fixed Account		\$1,500.72
*	ING	ING Index Plus LargeCap Portfolio I		\$945.00
*	ING	ING SmallCap Opportunities Prt I		\$4,439.92
*	ING	ING International Value Port I		\$5,480.86
*	ING	ING Oppenhmr Global Port I		\$879.06
*	ING	ING TRowePrice Divr MdCp Gr Pt I		\$955.82
*	ING	American Funds Nw Prspctv R4		\$3,727.65
*	ING	ING Large Cap Value Port Inst		\$1,097.90
*	ING	ING BlackRock Lrg Cp Grw Port Inst		\$927.72
*	ING	ING Global Resources Portfolio Srv		\$4,791.76
*	ING	Participant Loans		\$561,147.00
			Total	\$18,868,082.19