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 01/01/2011 and ending 12/31/2011

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] 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:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
EMBARQ RETIREMENT PENSION PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 05/17/2006

2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan)

EMBARQ CORPORATION

C/O CENTURYLINK - FINANCE DEPT
100 CENTURY LINK DR.
MONROE, LA 71203

2b Employer Identification Number (EIN) 20-2923630

2c Sponsor's telephone number 360-905-6960

2d Business code (see instructions) 517000

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2012	MARINA PEARSON
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
ADMINISTRATIVE COMMITTEE

805 BROADWAY
8TH FLOOR
VANCOUVER, WA 98660

3b Administrator's EIN
20-2923630

3c Administrator's telephone number
360-905-6960

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	48056
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**	12096
b	Retired or separated participants receiving benefits	**6b**	20761
c	Other retired or separated participants entitled to future benefits	**6c**	13323
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	46180
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	2205
f	Total. Add lines **6d** and **6e**	**6f**	48385
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	245
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
1A 1G 3H

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

9a Plan funding arrangement (check all that apply)

(1)	X	Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	X	Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

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

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
EMBARQ RETIREMENT PENSION PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
EMBARQ CORPORATION

D Employer Identification Number (EIN)
20-2923630

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.

1 Coverage Information:

(a) Name of insurance carrier
AXA EQUITABLE LIFE INSURANCE 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
13-5570651	62944	1542	96	01/01/2011	12/31/2011

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

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

(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	

(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	557997
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 ▶

b	Balance at the end of the previous year			7b	631933
c	Additions: (1) Contributions deposited during the year	7c(1)	91858		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	10947		
	(4) Transferred from separate account	7c(4)			
	(5) Other (specify below) ▶	7c(5)			
	(6) Total additions			7c(6)	102805
d	Total of balance and additions (add **b** and **c(6)**)			7d	734738
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	171146		
	(2) Administration charge made by carrier	7e(2)	5595		
	(3) Transferred to separate account	7e(3)			
	(4) Other (specify below) ▶	7e(4)			
	(5) Total deductions			7e(5)	176741
f	Balance at the end of the current year (subtract **e(5)** from **d**)			7f	557997

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)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

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

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
EMBARQ RETIREMENT PENSION PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
EMBARQ CORPORATION

D Employer Identification Number (EIN)
20-2923630

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.

1 Coverage Information:

(a) Name of insurance carrier
JOHN HANCOCK LIFE INSURANCE CO.

(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
04-1414660	65099	GAC 89 ASSN 0	73	01/01/2011	12/31/2011

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

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

(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	

(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	264474
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 ANNUITY CONTRACT

b	Balance at the end of the previous year			7b	277660
c	Additions: (1) Contributions deposited during the year	7c(1)			
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	18975		
	(4) Transferred from separate account	7c(4)			
	(5) Other (specify below)	7c(5)	13644		
	▶ REALIZED GAINS				
	(6) Total additions			7c(6)	32619
d	Total of balance and additions (add **b** and **c(6)**)			7d	310279
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	13421		
	(2) Administration charge made by carrier	7e(2)	11062		
	(3) Transferred to separate account	7e(3)			
	(4) Other (specify below)	7e(4)	21322		
	▶ DIVIDEND				
	(5) Total deductions			7e(5)	45805
f	Balance at the end of the current year (subtract **e(5)** from **d**)			7f	264474

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)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

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

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
EMBARQ RETIREMENT PENSION PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
EMBARQ CORPORATION

D Employer Identification Number (EIN)
20-2923630

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.

1 Coverage Information:

(a) Name of insurance carrier
THE PRUDENTIAL INSURANCE COMPANY OF AMERICA

(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
22-1211670	68241	99089IVL7	48385	01/01/2011	12/31/2011

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

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

(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	

(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	
5	Current value of plan's interest under this contract in separate accounts at year end	5	81236000

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 ▶

b	Balance at the end of the previous year			7b	
c	Additions: (1) Contributions deposited during the year	7c(1)			
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)			
	(4) Transferred from separate account	7c(4)			
	(5) Other (specify below)	7c(5)			
	▶				
	(6) Total additions			7c(6)	0
d	Total of balance and additions (add **b** and **c(6)**).			7d	0
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)			
	(2) Administration charge made by carrier	7e(2)			
	(3) Transferred to separate account	7e(3)			
	(4) Other (specify below)	7e(4)			
	▶				
	(5) Total deductions			7e(5)	0
f	Balance at the end of the current year (subtract **e(5)** from **d**)			7f	0

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 SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

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

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

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

A Name of plan
EMBARQ RETIREMENT PENSION PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
EMBARQ CORPORATION

D Employer Identification Number (EIN)
20-2923630

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1 Enter the valuation date: Month 01 Day 01 Year 2011

2 Assets:

a	Market value	**2a**	3407000949
b	Actuarial value	**2b**	3139539443

3 Funding target/participant count breakdown:

			(1) Number of participants	**(2)** Funding Target
a	For retired participants and beneficiaries receiving payment	**3a**	22055	2391431418
b	For terminated vested participants	**3b**	13411	410470643
c	For active participants:			
	(1) Non-vested benefits	**3c(1)**		41258616
	(2) Vested benefits	**3c(2)**		903550743
	(3) Total active	**3c(3)**	12590	944809359
d	Total	**3d**	48056	3746711420

4 If the plan is in at-risk status, check the box and complete lines (a) and (b) [ ]

a	Funding target disregarding prescribed at-risk assumptions	**4a**	
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	**4b**	

5	Effective interest rate	**5**	6.25 %
6	Target normal cost	**6**	23223210

Statement by Enrolled Actuary

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

SIGN HERE

	10/05/2012
Signature of actuary	Date
DENISE PATTERSON	11-04167
Type or print name of actuary	Most recent enrollment number
TOWERS WATSON DELAWARE INC.	312-525-2500
Firm name	Telephone number (including area code)
191 NORTH WACKER DRIVE CHICAGO, IL 60606	
Address of the firm	

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

Part II Beginning of year carryover and prefunding balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	449239038	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	45102579	0
9	Amount remaining (line 7 minus line 8)	404136459	0
10	Interest on line 9 using prior year's actual return of 15.00%	60620469	
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38 from prior year)		92605
b	Interest on (a) using prior year's effective rate of 6.66 % except as otherwise provided (see instructions)		13891
c	Total available at beginning of current plan year to add to prefunding balance		106496
d	Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	360053736	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	104703192	0

Part III Funding percentages

14	Funding target attainment percentage	14	81.00 %
15	Adjusted funding target attainment percentage	15	81.00 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	94.32 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
12/28/2011	164000000	0			
			Totals ► 18(b)	164000000	18(c) 0

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a	Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
b	Contributions made to avoid restrictions adjusted to valuation date	19b	0
c	Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	154430941

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

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

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

Liquidity shortfall as of end of quarter of this plan year

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

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

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	
3.78%	6.31%	6.57 %	☐ N/A, full yield curve used

b Applicable month (enter code)	**21b**	4
22 Weighted average retirement age	**22**	64

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes	☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes	☐ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ Yes	☐ No

27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment	**27**	

Part VII Reconciliation of unpaid minimum required contributions for prior years

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

Part VIII Minimum required contribution for current year

31 Target normal cost and excess assets (see instructions):

a Target normal cost (line 6)	**31a**	23223210
b Excess assets, if applicable, but not greater than 31a	**31b**	0

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	711875169	126855518
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	**33**	0
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	**34**	150078728

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	97906748	0	97906748

36 Additional cash requirement (line 34 minus line 35)	**36**	52171980
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	**37**	154430941

38 Present value of excess contributions for current year (see instructions)

a Total (excess, if any, of line 37 over line 36)	**38a**	102258961
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	**38b**	97906748
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	**39**	0
40 Unpaid minimum required contributions for all years	**40**	0

Part IX Pension funding relief under Pension Relief Act of 2010 (see instructions)

41 If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule:

a Schedule elected ☐ 2 plus 7 years ☐ 15 years

b Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011

42 Amount of acceleration adjustment	**42**	
43 Excess installment acceleration amount to be carried over to future plan years	**43**	

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**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
EMBARQ RETIREMENT PENSION PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
EMBARQ CORPORATION

D Employer Identification Number (EIN)
20-2923630

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).. . . . . [X] 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

NORTHERN TRUST CORPORATION

36-2723087

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

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

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

NORTHERN TRUST COMPANY

36-1561860

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21 24 50	TRUSTEE	4714573	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

PACIFIC INVESTMENT MGMT CO PIMCO

95-2632339

(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 51	NONE	2999848	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

THE WYATT COMPANY

53-0181291

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 50	ACTUARIAL	1856396	Yes [ ] No [X]	Yes [ ] No [ ]		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)

MARISCO

84-1434992

(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 51	NONE	1093034	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

THORNBURG

85-0301299

(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 51	NONE	826968	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

HARRIS ASSOCIATES

04-3276558

(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 51	NONE	793267	Yes [ ] No [X]	Yes [ ] No [ ]		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)

PRUDENTIAL INSURANCE CO

22-1211670

(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 51	NONE	682848	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

NWQ

02-0767178

(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 51	NONE	562904	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

TRADEWINDS

20-2344697

(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 51	NONE	520593	Yes [ ] No [X]	Yes [ ] No [ ]		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)

HUFF

13-3245475

(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 51	NONE	430844	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

UBS

32-0047510

(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 51	NONE	427109	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

SCHNEIDER CAPITAL

23-2856392

(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 51	NONE	406946	Yes [ ] No [X]	Yes [ ] No [ ]		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)

JENNISON ASSOCIATES CAPITAL CORP

13-2631108

(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 51	NONE	302088	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

LSV

23-2772200

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51	NONE	237651	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

WILLIAM BLAIR

36-2214610

(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 51	NONE	192028	Yes [ ] No [X]	Yes [ ] No [ ]		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)

IRM

4901 VINELAND RD, SUITE 270
ORLANDO, FL 32811

(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 51	NONE	190294	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

TCW

95-2642764

(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 51	NONE	149655	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

CARDINAL

06-1422705

(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 51	NONE	115826	Yes [ ] No [X]	Yes [ ] No [ ]		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)

CANTOR GROUP

48-1158131

(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?
16 50	NONE	88735	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

RIVERBRIDGE

41-1930193

(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 51	NONE	88325	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

QWEST CORP/CTL

84-1339282

(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?
14 50	NONE	81850	Yes [ ] No [X]	Yes [ ] No [ ]		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)

OPPENHEIMER

200 PARK AVENUE
24TH FLOOR
NEW YORK, NY 10166

(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 51	NONE	80964	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

BLACK ROCK

94-3112180

(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?
16 50	NONE	79882	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

FORT WASHINGTON

303 BROADWAY ST, STE 1200
CINCINNATI, OH 45202

(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 51	NONE	71271	Yes [ ] No [X]	Yes [ ] No [ ]		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)

WELLS FARGO

04-1347393

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51	NONE	68762	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

KEELEY

36-3160361

(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 51	NONE	66336	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

VALUE ENHANCEMENT FUND

58-2614557

(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 51	NONE	63294	Yes [ ] No [X]	Yes [ ] No [ ]		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)

O'MELVENY & MEYERS LLP

95-1066597

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
29 50	NONE	26955	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

CALLAN ASSOCIATES

94-2192581

(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?
16 50	NONE	14385	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

AXA EQUITABLE LIFE INSURANCE CO

13-5570651

(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?
23 50	NONE	6491	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan 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
EMBARQ RETIREMENT PENSION PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
EMBARQ CORPORATION

D Employer Identification Number (EIN)
20-2923630

Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)

(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: NTGI COLLECTIVE ST INVESTMENT

b Name of sponsor of entity listed in (a): NORTHERN TRUST GLOBAL INVESTMENTS

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103 12 IE at end of year (see instructions)
45-6138589-084	C	29504170

a Name of MTIA, CCT, PSA, or 103-12 IE: CF PRUDENTIAL PRISA I

b Name of sponsor of entity listed in (a): PRUDENTIAL INSURANCE CO OF AMERICA

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103 12 IE at end of year (see instructions)
22-1211670-038	P	81236000

a Name of MTIA, CCT, PSA, or 103-12 IE: NT CLLV RUSSELL 1000 INDEX FUND NL

b Name of sponsor of entity listed in (a): NORTHERN TRUST INVESTMENTS, N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
45-6138589-095	C	660169278

a Name of MTIA, CCT, PSA, or 103-12 IE: NT CLLV ACWI EX-US INDEX FUND NL

b Name of sponsor of entity listed in (a): NORTHERN TRUST INVESTMENTS, N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
45-6138589-103	C	416709432

a Name of MTIA, CCT, PSA, or 103-12 IE: NT CLLV LT GOVT BOND INDX FUND NL

b Name of sponsor of entity listed in (a): NORTHERN TRUST INVESTMENTS, N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
45-6138589-060	C	414103858

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

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

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

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

SCHEDULE G (Form 5500)	Financial Transaction Schedules	OMB No. 1210-0110
Department of Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	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.**	**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	**B** Three-digit plan number (PN) ▶
EMBARQ RETIREMENT PENSION PLAN	001

C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)
EMBARQ CORPORATION	20-2923630

Part I Schedule of Loans or Fixed Income Obligations in Default or Classified as Uncollectible

Complete as many entries as needed to report all loans or fixed income obligations in default or classified as uncollectible. Check box (a) if obligor is known to be a party in interest. Attach Overdue Loan Explanation for each loan listed. See Instructions.

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

Part II Schedule of Leases in Default or Classified as Uncollectible

Complete as many entries as needed to report all leases in default or classified as uncollectible. Check box (a) if lessor or lessee is known to be a party in interest. Attach Overdue Lease Explanation for each lease listed. (See instructions)

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)
☐			

(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)
☐			

(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)
☐			

(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)
☐			

(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)
☐			

(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)
☐			

(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

Part III Nonexempt Transactions

Complete as many entries as needed to report all nonexempt transactions. **Caution:** If a nonexempt prohibited transaction occurred with respect to a disqualified person, file Form 5330 with the IRS to pay the excise tax on the transaction.

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price
CENTURYLINK, INC.	EMPLOYER	PLAN ASSETS WERE INADVERT'LY USED TO PAY DIST FOR ANOTHER CO. SPONSORED PLAN AND INADVERTENTLY	

(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction
			8583	11427	2844

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price

(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price

(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price

(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price

(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price

(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

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
EMBARQ RETIREMENT PENSION PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
EMBARQ CORPORATION

D Employer Identification Number (EIN)
20-2923630

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		-6241029
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	97000000	0
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	46878811	45530824
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	24255521	30217242
(2) U.S. Government securities	1c(2)	238159281	63996199
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		102557057
(B) All other	1c(3)(B)	400152047	284198910
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	7301210	6243186
(B) Common	1c(4)(B)	1621122549	503716184
(5) Partnership/joint venture interests	1c(5)		279310590
(6) Real estate (other than employer real property)	1c(6)	111811755	0
(7) Loans (other than to participants)	1c(7)	80065293	0
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)	63019091	1520486738
(10) Value of interest in pooled separate accounts	1c(10)	69791365	81236000
(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)	360453904	375476058
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	909593	822474
(15) Other	1c(15)	380057045	88090706

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(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	3500977465	3375641139
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		4632123
i	Acquisition indebtedness	1i		
j	Other liabilities	1j	98674867	22392559
k	Total liabilities (add all amounts in lines 1g through1j)	1k	98674867	27024682
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	3402302598	3348616457

Part II Income and Expense Statement

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

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	164000000	
	(B) Participants	2a(1)(B)		
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		164000000
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	79234	
	(B) U.S. Government securities	2b(1)(B)	3325441	
	(C) Corporate debt instruments	2b(1)(C)	34854533	
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)		
	(F) Other	2b(1)(F)	4986545	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		43245753
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)	259111	
	(B) Common stock	2b(2)(B)	25585691	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	24392439	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		50237241
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	9285656774	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	9299746477	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		-14089703

			(a) Amount	(b) Total
2b	(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)	-128360113	
	(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-128360113
	(6) Net investment gain (loss) from common/collective trusts	2b(6)		47655764
	(7) Net investment gain (loss) from pooled separate accounts	2b(7)		13138366
	(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)		19408117
c	Other income	2c		12227895
d	Total income. Add all **income** amounts in column (b) and enter total	2d		207463320
	Expenses			
e	Benefit payment and payments to provide benefits:			
	(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	242174740	
	(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)		242174740
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)	6787416	
	(2) Contract administrator fees	2i(2)		
	(3) Investment advisory and management fees	2i(3)	10370856	
	(4) Other	2i(4)	1816449	
	(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		18974721
j	Total expenses. Add all **expense** amounts in column (b) and enter total	2j		261149461
	Net Income and Reconciliation			
k	Net income (loss). Subtract line 2j from line 2d	2k		-53686141
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: MAYER HOFFMAN MCCANN P.C. **(2)** EIN: 43-1947695

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.)	**4a**		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.)	**4b**		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.)	**4c**		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.)	**4d**	X		8583
e	Was this plan covered by a fidelity bond?	**4e**	X		50000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	**4f**		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?	**4g**		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?	**4h**		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.)	**4i**	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.)	**4j**	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?	**4k**		X	
l	Has the plan failed to provide any benefit when due under the plan?	**4l**		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	**4m**		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.

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

A Name of plan
EMBARQ RETIREMENT PENSION PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
EMBARQ CORPORATION

D Employer Identification Number (EIN)
20-2923630

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** 0

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): 36-1561860

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** 20

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 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

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**

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

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: 52.0% Investment-Grade Debt: 29.0% High-Yield Debt: 5.6% Real Estate: 5.5% Other: 7.9%

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):

EMBARQ RETIREMENT PENSION PLAN

FINANCIAL STATEMENTS

Years Ended December 31, 2011 and 2010

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INDEPENDENT AUDITORS' REPORT

The Retirement Committee and participants of
Embarq Retirement Pension Plan

We were engaged to audit the accompanying statements of net assets available for benefits of the Embarq Retirement Pension Plan (the "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 supplemental schedules of assets (held at end of year), reportable transactions, and nonexempt transactions as of and for the year ended December 31, 2011. These financial statements and supplemental schedules 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, any auditing procedures with respect to the information summarized in Note 9, which was certified by The Northern Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of December 31, 2011 and 2010 and for the years then ended, that the information provided to the plan administrator by the trustee is complete and accurate.

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

Mayer Hoffman McCann P.C.

Leawood, Kansas
October 15, 2012

EMBARQ RETIREMENT PENSION PLAN
Statements of Net Assets Available for Benefits
As of December 31, 2011 and 2010

	2011	2010
	(In thousands)	
ASSETS		
Investments, at fair value:		
Investment grade bonds	$ 1,111,589	$ 928,994
High yield bonds	96,937	72,214
Emerging market bonds	106,167	104,401
Convertible bonds	1,476	4,495
U.S. stocks	833,255	1,000,633
Non-U.S. stocks	703,653	550,781
Emerging market stocks	51,886	92,003
Private debt	805	910
Directional hedge funds	154,133	161,612
Real estate	207,046	181,603
Derivatives	(589)	(3,405)
Cash and equivalents	63,753	98,221
Securities loaned to third parties	-	81,615
Collateral on securities loaned to third parties	-	82,123
Total investments	3,330,111	3,356,200
Receivables:		
Unsettled securities sales	33,962	33,951
Contributions receivable from Embarq	-	97,000
Accrued investment income and other receivables	11,569	12,929
Total receivables	45,531	143,880
TOTAL ASSETS	3,375,642	3,500,080
LIABILITIES		
Unsettled securities purchases	22,393	9,259
Obligation to return collateral on securities loaned to third parties	-	82,123
Accrued investment, administrative expenses and other liabilities	4,632	6,395
TOTAL LIABILITIES	27,025	97,777
NET ASSETS AVAILABLE FOR BENEFITS	$ 3,348,617	$ 3,402,303

The accompanying notes are an integral part of these financial statements.

EMBARQ RETIREMENT PENSION PLAN
Statements of Changes in Net Assets Available for Benefits
For the Years Ended December 31, 2011 and 2010

	2011	2010
	(In thousands)	
ADDITIONS		
Net investment income:		
Net realized and unrealized (depreciation) appreciation in the fair value of investments	$ (65,320)	$ 353,828
Interest	67,724	69,080
Dividends	26,701	25,680
Real estate income	7,942	4,470
Other income	6,417	6,884
Total investment income	43,464	459,942
Less - investment expenses	(10,308)	(14,906)
Net investment income	33,156	445,036
Employer contribution	164,000	97,000
TOTAL ADDITIONS	197,156	542,036
DEDUCTIONS		
Benefit payments	242,175	228,635
Administrative expenses	8,667	14,958
TOTAL DEDUCTIONS	250,842	243,593
NET (DECREASE) INCREASE	(53,686)	298,443
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year	3,402,303	3,103,860
End of year	$ 3,348,617	$ 3,402,303

The accompanying notes are an integral part of these financial statements.

EMBARQ RETIREMENT PENSION PLAN
Notes to Financial Statements and Supplemental Schedules
For the Years Ended December 31, 2011 and 2010

1. DESCRIPTION OF THE PLAN

The following brief description of the Embarq Retirement Pension Plan (the "Plan") is provided for general informational purposes only. Participants should refer to the Plan document for more complete information.

General

The Plan is classified as a defined benefit pension plan under the Internal Revenue Code (the "Code") and has been adopted by substantially all of Embarq's subsidiaries. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA").

On July 1, 2009, Embarq and CenturyLink, Inc. ("CenturyLink"), a Louisiana corporation, completed a merger transaction whereby a wholly owned subsidiary of CenturyLink merged with and into Embarq. As a result of the merger, Embarq became a wholly-owned subsidiary of CenturyLink and remains the sponsor of the Plan.

Eligibility

For the majority of Embarq's employees, full-time active employees become eligible to participate in the Plan when they complete one year of continuous service under the Plan. Part-time active employees become eligible to participate after they have worked at least 1,000 hours during the first 12 months of their employment, or in any calendar year thereafter. For the Centel Corporation bargaining unit employees, all active employees become eligible to participate in the Plan on their first day of work. Non-represented employees hired after December 31, 2010 are not eligible to participate in the Plan.

Vesting

Participants become vested in their retirement benefit when they complete five years of continuous service under the Plan or upon attaining age 65 for Centel Corporation bargaining unit employees.

Pension Benefits

For participants not represented by a collective bargaining agreement, annual benefits under the Plan are determined according to a two-part formula. Part one uses average annual pay for the 60 months ended December 31, 1993, multiplied by credited years of service through December 31, 1993 times 1.5%. For part two, the amount calculated in part one is then added to 1.5% of eligible annual pay for each subsequent year after 1993 through December 31, 2010 when benefit accruals were frozen. The annual compensation of each participant taken into account in determining benefit accruals shall not exceed the compensation limit as established under Code Sec. 401(a)(17).

Pension benefits for participants represented by certain collective bargaining agreements which have bargained for benefits under the Plan are determined based on a schedule of flat dollar amounts as specified in the respective individual bargaining agreements and their credited service.

For participants who have collectively-bargained benefits under the Plan, benefits are typically renegotiated as part of a new collective bargaining agreement. Any changes in negotiated benefit rates are considered plan amendments in these financial statements.

The Plan provides for normal, early retirement, special early retirement, disability retirement and deferred vested retirement, upon meeting certain conditions. Plan benefits may be paid in the form of a single life annuity or in various forms of a joint and survivor annuity, after an actuarial reduction if benefits commence before the participant's normal retirement date. Certain participants may qualify for a lump sum distribution of all or a portion of their vested accrued benefit.

Multiple appendices have been made to the Plan. Some of these appendices apply only to certain groups of employees whose rights have been preserved according to the provisions of their predecessors' company pension plans. Benefits are calculated under the current Plan formula and compared to the preserved benefit.

Freezing of Pension Plan

Effective December 31, 2010, CenturyLink amended the Plan so that no additional benefits will be earned or accrued for non-represented participants. Service after this date will continue to count toward vesting and benefit eligibility, but not the benefit amount. The Plan does not accept any new non-represented participants who begin their employment with the Embarq after December 31, 2010. Existing retired or terminated vested participants were not affected.

Administration and Plan Expenses

Effective January 1, 2011, the CenturyLink Retirement Committee became the named fiduciary of the Plan and has responsibility for the administrative and financial activities of the Plan. Previously, the Embarq Employee Benefits Committee was the named fiduciary of the Plan. Subsequently on November 15, 2011, the Board of Directors established the CenturyLink Employee Benefits Committee as the Plan Administrator and CenturyLink Investment Management Company as the Investment Fiduciary. The responsibilities for corporate functions such as plan amendment and termination were delegated to the CenturyLink Plan Design Committee.

Reclassifications

Certain reclassifications to the 2010 financial statements have been made to conform to the current year presentation.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following is a summary of the significant accounting policies of the Plan:

Basis of Accounting

The accompanying financial statements are prepared under the accrual method of accounting.

For the year ended December 31, 2011, subsequent events were evaluated through October 15, 2012, the date the financial statements were available to be issued. Other than that disclosed herein, there were no additional subsequent events which would require adjustment or disclosure to financial statements.

Valuation of Investments and Income Recognition

Investments of the Plan are stated at fair value which is determined using quoted market or estimated fair values. The fair value of marketable debt and equity securities is based on the market value of the last reported sale price in the active market they are traded in on the last business day of the year. The fair value of other investments, including hedge funds, real estate, venture capital funds and partnerships, is the estimated market value, most recent appraised value or cost, which is used to approximate market value.

Purchases and sales of securities are recorded on the trade dates. Dividend income is recorded on the ex-dividend date. Income from all the investments is recorded as earned on an accrual basis. Net realized and unrealized appreciation (depreciation) is recorded in the accompanying financial statements based on the fair value of investments.

Administrative Expenses

Certain costs and expenses of the Plan are paid from the funds of the Plan. The payment of such costs is subject to ERISA limitations and the Plan.

Use of Estimates

The preparation of financial statements in conformity with United States generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported as assets, liabilities and changes therein; disclosure of contingent assets; liabilities; and benefit obligations and changes therein, at the date of the financial statements. Actual results could differ from these estimates.

Recently Adopted Accounting Pronouncements

In January 2010, the Financial Accounting Standards Board (the "FASB") issued Accounting Standards Update ("ASU") 2010-06, "Improving Disclosures about Fair Value Measurements." The ASU amended Accounting Standards Codification ("ASC") 820 to add new requirements for disclosures about significant transfers into and out of Levels 1 and 2 of the fair value hierarchy and separate disclosures about purchases, sales, issuances, and settlements relating to Level 3 measurements. See Note 5 - Fair Value of Financial Instruments for more information on the three levels of the fair value hierarchy. This ASU also clarifies existing fair value disclosures about the level of disaggregation and requires disclosures about inputs and valuation techniques used to measure fair value. The guidance in the ASU is effective for the Plan beginning on January 1, 2010, except for the requirement to provide the Level 3 activity of purchases, sales, issuances and settlements on a gross basis, which will be effective for the Plan beginning on January 1, 2011. The effect of the adoption of the ASU had no impact on the accompanying statements of net assets available for benefits or the statements of changes in net assets available for benefits.

Recently Issued Accounting Pronouncements

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

3. FUNDING POLICY

The Company's funding policy is to make contributions to the Plan that satisfies ERISA minimum funding requirements. The Company may also make discretionary contributions based on projected assets and liabilities of the Plan. For the 2011 and 2010 plan years, the Company made a discretionary contribution of approximately $164 million and $97 million, respectively.

4. INVESTMENTS

Except for the annuity contracts issued by John Hancock Life Insurance Company and AXA Equitable Life Insurance Company that are categorized as private debt investments, the Plan's investments are held in the Trust. All investment information disclosed in the accompanying financial statements and schedules, including investments held as of December 31, 2011 and 2010, and net appreciation (depreciation) in fair value of investments, interest, dividends, other investment income and investment expenses for the years ended December 31, 2011 and 2010, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by The Northern Trust Company ("Northern Trust").

The following schedule presents individual investments (at fair value as determined by quoted market price or estimated fair value) representing 5% or more of the Plan's net assets available for benefits as of December 31, 2011 and 2010:

	2011	2010
	(In thousands)	
MFO PIMCO FDS Long Duration	$ 272,356	$243,377
MFB NT Collective Russell 1000 Index Fund	660,169	-
MFB NT Collective MSCI ACWI Ex-US Index Fund	416,709	-
MFB NT Collective Long Term Govt	414,104	-

For the years ended December 31, 2011 and 2010, net realized and unrealized (depreciation) appreciation in the fair value or estimated fair value on the Plan's investments (including those bought, sold or held during the year) was as follows:

	2011	2010
	(In thousands)	
Investment grade and high yield bonds	$ 78,436	$ 47,904
Emerging market bonds	(3,161)	8,469
Convertible bonds	75	523
U.S. stocks	(63,265)	158,045
Non-U.S. and emerging market stocks	(90,466)	73,552
Private debt	(25)	(41)
Directional hedge funds	(7,480)	9,132
Real estate	25,101	18,449
Derivatives	(3,976)	38,025
Cash and equivalents	(559)	(230)
Total	$ (65,320)	$ 353,828

5. FAIR VALUE OF FINANCIAL INSTRUMENTS

Investments are reported at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between independent and knowledgeable participants who are willing and able to transact for an asset or liability at the financial statement date. Plan management uses valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs when determining fair value and then Plan management ranks the values based on the reliability of the inputs used following the fair value hierarchy set forth by the FASB. The fair value of investments as of December 31, 2011 is presented net of selling costs, such as brokerage commissions, of approximately $3 million, in the tables on the following page and on the statements of net assets available for benefits.

The three levels of the fair value hierarchy are as follows:

Input Level	Description of Input
Level 1.....	Observable inputs such as quoted market prices in active markets.
Level 2.....	Inputs other than quoted prices in active markets that are either directly or indirectly observable.
Level 3.....	Unobservable inputs in which little or no market data exists.

The following table presents the hierarchy levels for the Plan's investments as of December 31, 2011:

	Level 1	Level 2	Level 3	Total
		(In thousands)		
Investment grade bonds[a]	$ -	$ 1,111,589	$ -	$1,111,589
High yield bonds[b]	-	96,082	855	96,937
Emerging market bonds[c]	-	106,167	-	106,167
Convertible bonds[d]	-	1,476	-	1,476
U.S. stocks[e]	172,256	660,999	-	833,255
Non-U.S. stocks[f]	287,156	416,497	-	703,653
Emerging market stocks[g]	51,886	-	-	51,886
Private debt[h]	-	-	805	805
Directional hedge funds[i]	-	154,133	-	154,133
Real estate[j]	-	175,478	31,568	207,046
Derivatives[k]	-	(589)	-	(589)
Cash equivalents and short-term investments[l]	-	63,753	-	63,753
Total	$ 511,298	$ 2,785,585	$ 33,228	$3,330,111

The following table presents the hierarchy levels for Embarq's defined benefit pension plan's investments as of December 31, 2010:

	Level 1	Level 2	Level 3	Total
		(In thousands)		
Investment grade bonds[a] *	$ 54,484	$ 894,742	$ -	$ 949,226
High yield bonds[b] *	-	73,546	400	73,946
Emerging market bonds[c]	-	104,401	-	104,401
Convertible bonds[d] *	-	6,070	-	6,070
U.S. stocks[e] *	1,027,660	21,729	-	1,049,389
Non-U.S. stocks[f] *	557,051	-	-	557,051
Emerging market stocks[g] *	95,053	-	-	95,053
Private debt[h]	-	-	910	910
Directional hedge funds[i]	-	161,612	-	161,612
Real estate[j]	-	158,157	23,446	181,603
Derivatives[k]	-	(3,405)	-	(3,405)
Cash equivalents and short-term investments[l]	3,482	94,739	-	98,221
Collateral on securities loaned to third parties[m]	82,123	-	-	82,123
Total	$ 1,819,853	$ 1,511,591	$ 24,756	$ 3,356,200

* Includes Securities Loaned to Third Parties at December 31, 2010 as follows:

Investment grade bonds	$ 20,231
High yield bonds	1,732
Convertible bonds	1,575
U.S. stocks	48,757
Non U.S. stocks	6,270
Emerging market stocks	3,050

Plan assets are invested in various asset categories utilizing multiple strategies and investment managers. For several of the investments in the tables above and discussed below, the Plan owns units in commingled funds and limited partnerships that invest in various types of assets. Interests in commingled funds are valued using the net asset value ("NAV") per unit of each fund. The NAV reported by the fund manager is based on the market value of the underlying investments owned by each fund, minus its liabilities, divided by the number of shares outstanding. All commingled funds held by the Plan that can be redeemed at NAV within a year of the financial statement date are classified as Level 2, otherwise the fund is classified as Level 3. Investments in limited partnerships represent long-term commitments with a fixed maturity date, typically ten years. Valuation inputs for these limited partnership interests are generally based on assumptions and other information not observable in the market and are classified as Level 3 investments. The assumptions and valuation methodologies of the pricing vendors, account managers, fund managers, and general partners are monitored and evaluated for reasonableness. Below is an overview of the asset categories, the underlying strategies, and valuation inputs used to value the assets in the preceding table:

(a) Investment grade bonds – This asset category represents investments in fixed income securities as well as commingled bond funds with characteristics similar to the Barclays Capital U.S. Aggregate Bond Index. This index is comprised of U.S. Treasury securities, agencies, corporate bonds, mortgage-backed securities, asset-backed securities and commercial mortgage-backed securities. Treasury securities are valued at the bid price reported in the active market in which the security is traded and are classified as Level 1. The valuation inputs of other investment grade bonds primarily utilize observable market information and are based on a spread to U.S. Treasury securities and consider yields available on comparable securities of issuers with similar credit ratings. The primary observable inputs include references to the new issue market for similar securities, the secondary trading markets and dealer quotes. Option adjusted spread models are utilized to evaluate securities such as asset backed securities that have early redemption features. These securities are classified as Level 2. The commingled funds are valued at NAV based on the market value of the underlying fixed income securities using the same valuation inputs described above. The commingled funds can be redeemed at NAV within a year of the financial statement date and are classified as Level 2.

(b) High yield bonds – This asset category represents investments in below investment grade fixed income securities as well as commingled high yield bond funds. The valuation inputs for the securities primarily utilize observable market information and are based on a spread to U.S. Treasury securities and consider yields available on comparable securities of issuers with similar credit ratings. These securities are classified as Level 2. The commingled funds are valued at NAV based on the market value of the underlying high yield instruments using the same valuation inputs described above. Commingled funds that can be redeemed at NAV within a year of the financial statement date are classified as Level 2. Commingled funds that cannot be redeemed at NAV or that cannot be redeemed at NAV within a year of the financial statement date are classified as Level 3.

(c) Emerging market bonds – This asset category represents investments in securities issued by governments and other entities located in developing countries as well as commingled emerging market bond funds. The valuation inputs for the securities utilize observable market information and are primarily based on dealer quotes or a spread relative to the local government bonds. These securities are classified as Level 2. The commingled funds are valued at NAV based on the market value of the underlying emerging market bonds using the same valuation inputs described above. The commingled funds can be redeemed at NAV within a year of the financial statement date and are classified as Level 2.

(d) Convertible bonds – This asset category primarily represents investments in corporate debt securities that have features that allow the debt to be converted into equity securities under certain circumstances. The valuation inputs for the individual convertible bonds primarily utilize observable market information including a spread to U.S. Treasuries and the value and volatility of the underlying equity security. Convertible bonds are classified as Level 2.

(e) U.S. stocks – This asset category represents investments in stocks of U.S. based companies as well as commingled U.S. stock funds. The valuation inputs for U.S. stocks are based on the last published price reported on the major stock market on which the securities are traded and are classified as Level 1. The commingled funds are valued at NAV based on the market value of the underlying investments using the same valuation inputs described above. These commingled funds can be redeemed at NAV within a year of the financial statement date and are classified as Level 2.

(f) Non-U.S. stocks – This asset category represents investments in stocks of companies based in developed countries outside the U.S. as well as commingled funds. The valuation inputs for non-U.S. stocks are based on the last published price reported on the major stock market on which the securities are traded and are classified as Level 1. The commingled funds are valued at NAV based on the market value of the underlying investments using the same valuation inputs described previously. These commingled funds can be redeemed at NAV within a year of the financial statement date and are classified as Level 2.

(g) Emerging market stocks – This asset category represents investments in a registered mutual fund and commingled funds comprised of stocks of companies located in developing markets. Registered mutual funds are valued at the last published price reported on the major market on which the mutual funds are traded and are classified as Level 1. The commingled funds are valued at NAV based on the market value of the underlying investments using the same valuation inputs described previously for individual stocks. These commingled funds can be redeemed at NAV within a year of the financial statement date and are classified as Level 2.

(h) Private debt – This asset category represents non-public investments in distressed or mezzanine debt funds. Mezzanine debt instruments are debt instruments that are subordinated to other debt issues and may include embedded equity instruments such as warrants. Private debt funds are structured as limited partnerships and are valued according to the valuation policy of each partnership, subject to prevailing accounting and other regulatory guidelines. The valuation of underlying fund investments are based on factors including the issuer's current and projected credit worthiness, the security's terms, reference to the securities of comparable companies, and other market factors. These valuation methodologies involve a significant degree of judgment. Private debt investments are classified as Level 3.

(i) Directional hedge funds – This asset category represents investments that may exhibit somewhat higher correlations to market fluctuations than the market neutral hedge funds. Investments in hedge funds include both direct investments and investments in diversified funds of funds. Hedge Funds are valued at NAV based on the market value of the underlying investments which include publicly traded equity and fixed income securities and privately negotiated debt securities. The hedge funds are valued by third party administrators using the same valuation inputs previously described. Hedge funds that can be redeemed at NAV within a year of the financial statement date are classified as Level 2. Hedge fund investments that cannot be redeemed at NAV or that cannot be redeemed at NAV within a year of the financial statement date are classified as Level 3.

(j) Real estate – This asset category represents investments in commingled funds and limited partnerships that invest in a diversified portfolio of real estate properties. These investments are valued at NAV according to the valuation policy of each fund or partnership, subject to prevailing accounting and other regulatory guidelines. The valuation inputs of the underlying properties are generally based on third-party appraisals that use comparable sales or a projection of future cash flows to determine fair value. Real estate investments that can be redeemed at NAV within a year of the financial statement date are classified as Level 2. Real estate investments that cannot be redeemed at NAV or that cannot be redeemed at NAV within a year of the financial statement date are classified as Level 3.

(k) Derivatives – This asset category includes the market value of exchange-traded futures contracts as well as privately negotiated over-the-counter derivative instruments that are valued based on the change in interest rates or a specific market index and classified as Level 2. The market values represent gains or losses that occur due to fluctuations in interest rates, foreign currency exchange rates, security prices, or other factors.

(l) Cash equivalents and short-term investments – This asset category represents investments that are used in conjunction with derivatives positions or are used to provide liquidity for the payment of benefits or other purposes. U.S. Treasury Bills are valued at the bid price reported in the active market in which the security is traded and are classified as Level 1. The valuation inputs of other securities are based on a spread to U.S. Treasury Bills, the Federal Funds Rate, or London Interbank Offered Rate and consider yields available on comparable securities of issuers with similar credit ratings and are classified as Level 2. The commingled funds are valued at NAV based on the market value of the underlying investments using the same valuation inputs described previously. These commingled funds can be redeemed at NAV within a year of the financial statement date and are classified as Level 2.

(m) Securities lending obligation and collateral – This asset category represents securities lending transactions whereby the Plan's lending agent lends stock and bond investments of the Plan to other third-party investment firms in exchange for collateral. The stock and bond securities are generally loaned for a period of less than one month and can be recalled on a day's notice. Under the terms of its securities lending agreement, the Plan typically requires collateral of a value in excess of the fair value of the loaned investments. Collateral received is then invested in certain collective investment vehicles maintained by the lending agent. Upon the maturity of the agreement, the borrower must return the same, or substantially the same, investments that were borrowed and the Plan returns the collateral. The value of the obligation is a fixed amount based on the collateral received and is classified as Level 2. The collateral received is invested in collective investment vehicles that are comprised of short-term investment grade bonds and cash equivalents, the valuations of which are described above, and is classified as Level 2.

The following sets forth a summary of changes in the fair value the Plan's Level 3 assets:

	Real estate	Hedge funds	High yield bonds	Private debt	Total
			(In thousands)		
Balance at December 31, 2009	$ 161,358	$ 159,886	$ 963	$ 1,036	$ 323,243
Realized gain (loss) on investments, net	(1,678)	2,102	-	-	424
Unrealized gain (loss) on investments, net	20,038	8,851	83	(41)	28,931
Real estate income	4,470	-	-	-	4,470
Net (dispositions) acquisitions	(2,585)	(9,227)	4,221	(85)	(7,676)
Transfers in (out)	(158,157)	(161,612)	(4,867)	-	(324,636)
Balance at December 31, 2010	23,446	-	400	910	24,756
Unrealized gain (loss) on investments, net	8,122	-	455	(25)	8,552
Net (dispositions) acquisitions	-	-	-	(80)	(80)
Balance at December 31, 2011	$ 31,568	$ -	$ 855	$ 805	$ 33,228

Investment Valued at NAV

For commingled funds and limited partnerships described above, the Plan owns units in funds that invest in various types of assets. Commingled funds give investors the right, subject to predetermined redemption procedures, to redeem their investment at NAV. The table below presents a summary of the fair value, redemption frequency, and redemption notice period of commingled funds as of December 31, 2011:

Commingled funds	Fair value	Redemption frequency	Redemption notice period	Redemption restrictions as of December 31, 2011
	(Dollars in thousands)			
Investment grade bonds	$ 686,460	Daily	Same day	None
Emerging market bonds	90,943	Daily	5 days	None
U.S. stocks	659,985	Daily	Same day	None
Non U.S. stocks	416,497	Daily	2 days	None
Directional hedge funds	154,133	Quarterly	90 days	None
Real estate	175,478	Quarterly	45 days	None
Cash equivalents and short-term investments	41,682	Daily	Same day	None
Total commingled funds	$ 2,225,178			

Unlike commingled funds, limited partnerships do not have redemption features. Investment in limited partnerships represent long term commitments, typically ten years, draw capital for investment in the first several years and make distributions to investors in the last several years of the life of the partnership (as investments are liquidated). The distributions from our limited partnership portfolios are dependent on market conditions and unpredictable by nature, but some level of distributions can be expected each year. Plan management estimates that the majority of the currently outstanding fair value of our real estate limited partnerships would be distributed over a period of two to five years. The table below presents a summary of the fair value, redemption frequency, unfunded commitments, and average life of distribution of limited partnerships as of December 31, 2011:

Limited partnerships	Fair value	Redemption frequency	Unfunded commitments	Average life of distribution
	(Dollars in thousands)			
Real estate	$ 31,568	No redemption feature	None	Approximately 2 to 5 years; See (a) below

(a) Approximately $22.634 million or 72%, in real estate limited partnerships were in liquidation at December 31, 2011

6. DERIVATIVES

Derivative instruments are used to reduce risk as well as provide return. The Plan occasionally purchases and sells futures, swaps, forwards and options for the purpose of managing the Plan's exposure to movements in securities markets, currencies and interest rates. Upon entering into a derivatives transaction, the Plan may be required to deposit initial margin, either cash or securities, with the derivative counterparty or exchange. Subsequent payments may be made between the Plan and the counterparty to compensate for movement in the value of the contract.

The tables below present derivative instruments held directly by the Plan as of December 31, 2011 and 2010.

		Asset derivatives as of December 31,			
		2011		2010	
	Statements of net assets available for benefits location	Notional amount	Fair value	Notional amount	Fair value
		(Dollars in thousands)			
Exchanged traded futures	Investments, at fair value	$ -	$ -	$ 398,233	$ 239
Over-the-counter derivatives					
Interest rate swaps	Investments, at fair value	336,100	3,330	164,700	1,111
Credit default swaps	Investments, at fair value	68,563	1,286	132,186	2,454
Foreign exchange forwards	Investments, at fair value	135,351	2,690	48,175	1,060
Forward volatility agreements	Investments, at fair value	33,600	2,068	-	-
Swaptions	Investments, at fair value	20,700	71	2,900	448
Options	Investments, at fair value	-	-	6,200	6
Total		$ 594,314	$ 9,445	$ 752,394	$ 5,318

		Liability derivatives as of December 31,			
		2011		2010	
	Statements of net assets available for benefits location	Notional amount	Fair value	Notional amount	Fair value
		(Dollars in thousands)			
Exchanged traded futures	Investments, at fair value	$ -	$ -	$ 268,769	$ 323
Over-the-counter derivatives					
Interest rate swaps	Investments, at fair value	68,600	2,508	20,100	2,622
Credit default swaps	Investments, at fair value	76,814	3,353	72,966	1,851
Foreign exchange forwards	Investments, at fair value	120,431	3,130	52,444	845
Forward volatility agreements	Investments, at fair value	-	-	59,100	1,032
Inflation floor agreements	Investments, at fair value	4,000	26	450,000	35
Swaptions	Investments, at fair value	892,100	1,017	154,900	1,962
Options	Investments, at fair value	-	-	11,400	53
Total		$ 1,161,945	$ 10,034	$ 1,089,679	$ 8,723

The following table presents the total net gain (loss) of derivatives for the years ended December 31, 2011 and 2010:

	Statements of changes in net assets available for benefits location	Total net gain (loss) 2011	2010
		(Dollars in thousands)	
Exchanged traded futures	Net appreciation (depreciation) in fair value of investments	$ 11,560	$ 39,719
Foreign exchange forwards	Net (depreciation) in fair value of investments	(1,469)	(2,103)
Swaps and options	Net (depreciation) in fair value of investments	(14,067)	409
Total		$ (3,976)	$ 38,025

7. SECURITIES LENDING

The Trust has an agreement with Northern Trust authorizing Northern Trust to lend securities held in the Trust to third parties. Northern Trust must obtain collateral from the borrower in the form of cash, letters of credit issued by an entity other than the borrower, or acceptable securities. Loaned securities are marked-to-market on a daily basis to ensure appropriate collateral is obtained from the borrower. In the event the loaned securities are not returned by the borrower, Northern Trust will, at its own expense, either replace the loaned securities or, if unable to purchase those securities on the open market, credit the Plan in cash equal to the fair value of the loaned securities.

As of December 31, 2011, the Trust did not contain securities loaned by the plan. The fair value of securities loaned by the plan at December 31, 2010 was approximately $82 million

The Plan and Northern Trust each receive a percentage of the net income derived from securities lending activities. Income earned from these activities in 2010 was approximately $0.6 million, net of Northern Trust fees of approximately $0.2 million.

Although the Plan's securities lending activities are collateralized as described above, they involve both market and credit risk. Market risk refers to the possibility that collateral posted by borrowers of securities or investments made by the Trustee with such collateral may decrease in value. Credit risk refers to the possibility that counterparties involved in the securities lending program may fail to perform in accordance with the terms of the contract.

8. ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS

Accumulated plan benefits are those future periodic payments including, where applicable, lump-sum distributions, that are attributable under the Plan's provisions to the service participants have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated participants or their beneficiaries, (b) beneficiaries of participants who have died, and (c) present participants or their beneficiaries. For participants represented by collective bargaining units that have bargained for benefits, the accumulated plan benefits are based upon amounts specified in the respective bargaining agreements. For remaining participants, the accumulated plan benefits are based upon a participant's compensation and the benefit formula described in Note 1, *Description of the Plan-Pension Benefits*. Accumulated benefits under all circumstances (retirement, death, disability and termination of employment) are included to the extent they are deemed attributable to employee service rendered to the valuation date.

The actuarial present value of accumulated plan benefits that were previously disclosed using an end-of-year method, has been updated to use a beginning-of-year method. The actuarial present value of accumulated plan benefits is determined by the Plan's actuary (Towers Watson) and is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as death, disability, withdrawal or retirements) between the valuation date and the expected date of payment. The accumulated plan benefits are based on census data and Plan provisions in effect as of January 1, 2011 and 2010. These calculations have been used to disclose accumulated plan benefits as of December 31, 2010 and 2009. The actuarial valuation as of January 1, 2011 and 2010 is not materially different than the valuation would be as of December 31, 2010 and 2009, respectively.

The significant actuarial assumptions underlying the actuarial computations made to determine the present value of accumulated plan benefits as of December 31, 2010 were as follows:

- Discount rate — 8.0%
- Retirement age — Later of age 65 and 5 years of service
- No cost-of-living adjustment
- Mortality *

* Prescribed mortality assumption under Section 430(h)(3)(a) of the Internal Revenue Code using static tables with separate mortality rates for annuitants and non-annuitants

Additional assumptions used in December 31, 2010, the actuarial valuation were (a) rates of retirement age by age group, (b) percentage of participants electing lump sums upon retirement and (c) 80% of participants are presumed married.

Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining actuarial present value of accumulated plan benefits.

The following table presents the components of the Plan's benefit obligations as of December 31, 2010 and 2009:

	2010	2009
	(In thousands)	
Vested benefits:		
Participants currently receiving benefits	$ 2,073,505	$ 1,870,086
Other participants	1,032,497	977,208
Total vested benefits	3,106,002	2,847,294
Non-vested benefits	34,609	31,602
Actuarial present value of accumulated plan benefits	$ 3,140,611	$ 2,878,896

The following table presents the changes in accumulated plan benefit obligations for the year ended December 31, 2010:

	(Dollars In thousands)
Actuarial present value of accumulated plan benefits as of December 31, 2009	$ 2,878,896
Increase/(decrease) during the year attributable to:	
Decrease in the discount period	238,140
Benefits paid	(228,675)
Benefits accumulated and actuarial gains/losses	102,630
Change in actuarial assumptions	147,198
Plan amendments and other	2,422
Net increase	261,715
Actuarial present value of accumulated plan benefits as of December 31, 2010	$ 3,140,611

9. INFORMATION PREPARED AND CERTIFIED BY THE TRUSTEE

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Northern Trust, the trustee, has certified that the following data included in the accompanying 2011 and 2010 financial statements and supplemental schedules is complete and accurate with respect to investments:

- Investments at fair value
- Net appreciation (depreciation) in fair value of investments
- Interest and dividends
- Schedule of assets (held at end of year)
- Schedule of reportable transactions

Accordingly, the plan administrator instructed the Plan's independent auditor not to perform any auditing procedures with respect to the investment information certified by the Trustee as complete and accurate, except for comparing such information certified by the Trustee to information included in the Plan's financial statements and supplemental schedules.

10. PLAN TERMINATION

Although the Company has not expressed any intention to do so, it has the right to terminate the Plan subject to the provisions of ERISA.

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

A. Annuity benefits that former participants or their beneficiaries have been receiving for at least three years, or that participants eligible to retire for that three-year period would have been receiving if they had retired with benefits in the normal form of annuity under the Plan. The priority amount is limited to the lowest benefit that was payable (or would have been payable) during those three years. The amount is further limited to the lowest benefit that would be payable under Plan provisions in effect at any time during the five years preceding Plan termination.

B. Other vested benefits insured by the Pension Benefit Guaranty Corporation ("PBGC"), a United States governmental agency, up to the applicable limitations discussed below.

C. All other vested benefits (that is, vested benefits not insured by the PBGC).

D. All non-vested benefits.

Certain benefits under the Plan are insured by the PBGC if the Plan were terminated. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor's pension benefits. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination. However, there is a statutory ceiling on the amount of a participant's monthly benefit that the PBGC guarantees. Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide those benefits and may also depend on the level of benefits guaranteed by the PBGC and the financial condition of the Plan Sponsor.

11. FEDERAL INCOME TAX STATUS

The Plan, as amended, is intended to satisfy the qualification requirements of Section 401(a) of the Code. The Plan's predecessor plan from which it was spun off, the Sprint Retirement Pension Plan received a determination letter from the Internal Revenue Service ("IRS") dated June 12, 2003, stating that the Plan is qualified under Section 401(a) of the Code and, therefore, the related trust is exempt from taxation. The plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan, as amended and operated, is qualified and the related trust is tax exempt. The Plan was submitted to the IRS for a favorable determination letter on January 31, 2011 and is still being reviewed.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain tax position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2008.

12. RELATED PARTY TRANSACTIONS

Certain administrative functions are performed by employees of the Company. No such employees receive compensation from the Plan for performing these administrative functions.

13. CONCENTRATIONS, RISKS AND UNCERTAINTIES

As described in Note 5 – Fair Value of Financial Instruments, the Plan's assets include various types of investments. Investments, in general, are exposed to various risks, such as significant world events, interest rate, credit, foreign currency, and overall market volatility risk. These risks are managed by broadly diversifying assets across numerous asset classes and strategies with differing expected returns, volatilities, and correlations. Risk is also broadly diversified across numerous market sectors and individual companies. Financial instruments that potentially subject the Plan to concentrations of counterparty risk consist principally of investment contracts with high quality financial institutions. These investment contracts are typically collateralized obligations and/or actively managed, limiting the amount of counterparty exposure to any one financial institution. Although the investments are well diversified and there are no significant concentrations of risk, the value of Plan assets could change materially depending upon the overall market volatility, which could affect the amounts reported in the statements of net assets available for benefits and the funded status of the Plan.

Required Plan contributions and the actuarial present value of accumulated plan benefits are determined based on certain assumptions including interest rates, inflation rates, and employee demographics, which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

14. DEPARTMENT OF LABOR AUDIT

In September 2008, the Department of Labor – Employee Benefits Security Administration initiated a routine audit of the Plan. As a result of preliminary discussions with the Department of Labor representative, the Company does not believe the audit will result in a material adverse outcome.

15. SUBSEQUENT EVENT

Effective January 1, 2013, the Madison River Communications Corporation Employees' Retirement Plan is to be merged into the Embarq Retirement Pension Plan.

SUPPLEMENTAL SCHEDULES

EMBARQ RETIREMENT PENSION PLAN
EIN: 20-2923630 PN: 001
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2011

Shares/Par	Security Description	Cost	Market Value
	Australian dollar	604	604
1.76	Australian dollar	2	2
542.32	Australian dollar	542	542
0.16	Brazilian real	0	0
0.05	Brazilian real	0	0
871.60	Canadian dollar	872	872
242.39	Canadian dollar	242	242
-	Canadian dollar	-	-
952.18	Canadian dollar	952	952
77.54	Swiss franc	78	78
(45,665.79)	Euro	(45,666)	(45,666)
(59,904.53)	Euro	(59,905)	(59,905)
1,580.16	Euro	1,580	1,580
336.75	Euro	337	337
917.97	Euro	918	918
620.11	Euro	620	620
1,291.43	British pound sterling	1,291	1,291
726.79	British pound sterling	727	727
0.47	British pound sterling	0	0
2.63	British pound sterling	3	3
1,018.06	British pound sterling	1,018	1,018
1.74	Hungarian forint	2	2
134.24	New Israeli shekel	134	134
16,267.22	Japanese yen	16,267	16,267
12.35	Japanese yen	12	12
0.01	Japanese yen	0	0
2,029.95	Japanese yen	2,030	2,030
5,020.73	Japanese yen	5,021	5,021
(0.01)	South Korean won	(0)	(0)
0.01	Mexican peso	0	0
54.06	Mexican peso	54	54
1.44	Norwegian krone	1	1
0.21	Turkish lira	0	0
(2,600.51)	United States dollar	(2,601)	(2,601)
13,751.52	United States dollar	13,752	13,752
(6,180,001.12)	United States dollar	(6,180,001)	(6,180,001)
83.23	South African rand	83	83
	Non-Interest Bearing Cash - USD Total	(6,241,029)	(6,241,029)
-	Australian dollar	-	-
-	Australian dollar	-	-
27,680.40	Australian dollar	27,680	27,680
-	Australian dollar	-	-
-	Australian dollar	-	-
7,856.62	Canadian dollar	7,857	7,857
8,838.69	Canadian dollar	8,839	8,839
4,277.62	Swiss franc	4,278	4,278
616,621.25	Euro	616,621	616,621
5,192.60	Euro	5,193	5,193
105,150.15	Euro	105,150	105,150
63,718.10	British pound sterling	63,718	63,718
26,419.70	British pound sterling	26,420	26,420
43,514.80	British pound sterling	43,515	43,515
-	Hungarian forint	-	-
189.71	Hungarian forint	190	190
-	Mexican peso	-	-
16,337.82	Mexican peso	16,338	16,338
613,870.31	United States dollar	613,870	613,870
7,035,405.75	United States dollar	7,035,406	7,035,406
-	United States dollar	-	-
-	United States dollar	-	-
10,205,377.79	United States dollar	10,205,378	10,205,378
1,063,490.44	United States dollar	1,063,490	1,063,490
10,372,185.64	United States dollar	10,372,186	10,372,186
1,114.77	South African rand	1,115	1,115
-	South African rand	-	-

	Interest Bearing Cash - USD Total	30,217,242	30,217,242
1,143,038.61	FHLMC GOLD POOL W3-0008 7.645 05-01-2025	1,143,753	1,356,330
5,871,969.13	FHLMC MULTICLASS SER 3203 CL ZW 5 11-15-2035	5,260,666	6,632,260
4,697,575.37	FHLMC MULTICLASS SER 3204 CL ZM 5 08-15-2034	4,168,659	5,336,272
888,689.09	FHLMC MULTICLASS SER 3346 CL FA 02-15-2019	888,481	886,811
1,289,699.67	FHLMC MULTICLASS SER T-015 6.96 11-25-2028	1,321,539	1,343,537
1,235,875.10	FHLMC MULTICLASS SER T-61 CL 1A1 FLT RT 07-25-2044	1,249,736	1,256,538
4,675.84	FHLMC MULTICLASS SER T-62 CL 1A1 VAR DUE10-25-2044 REG	4,697	4,559
70,723.48	FNMA POOL #110020 ADJ RT DUE 06-01-2014 REG	72,337	71,196
101,275.52	FNMA POOL #594742 8% DUE 07-01-2031 REG	106,656	113,253
194,465.37	GNMAII POOL #008121 SER 2023 ADJ RT 01-20-2023	193,999	201,060
69,503.78	GNMAII POOL #008746 SER 2025 ADJ RT 11-20-2025	70,612	71,650
75,460.58	GNMAII POOL #008869 SER 2021 ADJ RT 11-20-2021	76,864	77,790
(708,877.69)	SMALL BUSINESS ADMIN GTD DEV PARTN CTF 2008-20B PARTN CTF 5.16 DUE 02-01-2	(708,878)	(791,894)
-	SMALL BUSINESS ADMIN GTD DEV PARTN CTF SERIES 2005-20D CL-1 4.9 04-25-2025 R	143	-
376,000.00	UNITED STATES OF AMER TREAS BILLS DUE 04-26-2012 REG	375,898	375,973
37,300,000.00	UNITED STATES TREAS BDS BD 3.75% DUE 08-15-2041 REG	42,757,164	43,868,306
2,800,000.00	UNITED STATES TREAS BDS DTD 00209 3.5% DUE 02-15-2039 REG	2,807,600	3,149,563
43,000.00	US OF AMER TREAS BILLS 05-03-2012	42,991	42,996
	U.S. Government Securities Total	59,832,916	63,996,199
187,000.00	RIO TINTO FIN USA 9% DUE 05-01-2019	182,486	255,212
3,800,000.00	VALE OVERSEAS LTD 6.875% DUE 11-10-2039	4,217,236	4,352,520
1,000,000.00	VALE OVERSEAS LTD 8.25% DUE 01-17-2034	1,126,500	1,284,134
2,300,000.00	TRANSCANADA 7.625% DUE 01-15-2039	2,351,271	3,317,141
100,000.00	COOPERATIEVE 5.25% DUE 05-24-2041	98,426	98,027
800,000.00	RABOBANK NEDERLAND NV VAR RATE PERPETUALDUE 12-29-2049/06-30-2019 BEO	884,000	936,000
100,000.00	ROYAL BANK OF SCOT 4.875% EMTN 20/01/17 EUR	129,344	123,437
500,000.00	ROYAL BANK OF SCOT 5.5% SNR EMTN 23/03/20 EUR	641,777	607,476
782,162.60	TESCO PROPERTY 2 6.0517% M/BKD 13/10/39 GBP	1,308,606	1,382,664
1,900,000.00	HSBC HOLDINGS PLC 5.1 DUE 04-05-2021	1,895,877	2,018,927
2,300,000.00	LLOYDS TSB BK PLC 6.375% DUE 01-21-2021	2,293,123	2,304,911
955,000.00	AMERN INTL GROUP 6.765 DUE 11-15-2017	622,511	1,404,288
3,900,000.00	AMGEN INC 5.15% DUE 11-15-2041	3,867,552	4,043,068
322,000.00	AT&T CORP USD SR NT VAR RATE DUE 11-15-2031/11-14-2031 BEO	385,846	454,844
8,883,000.00	AT&T INC 5.35% DUE 09-01-2040	7,771,895	9,992,487
3,000,000.00	AT&T INC 6.5% DUE 09-01-2037	2,987,040	3,735,264
1,900,000.00	BANK AMER CORP 7.625% DUE 06-01-2019	2,202,233	1,965,012
1,300,000.00	BANK AMER CORP MTN 6% DUE 09-01-2017	1,416,415	1,269,616
1,600,000.00	BELLSOUTH CORP 6.55% DUE 06-15-2034	1,676,272	1,904,594
2,750,000.00	BK OF AMER NA 6 DUE 10-15-2036	2,743,400	2,287,269
23,835.47	CMO BEAR STEARNS ARM TR 2002-11 CL I-A-2DUE 02-25-2033/04-25-2006 BEO	24,317	19,038
671.83	CMO BS COML MTG SECURIT MTG PASSTHRU CTFCL A-AB 5.171 DUE 12-01-38 REG	721	695
(310,682.35)	CMO COMMERCIAL MTG TR 2007-GG9 CL A-2 5.381000004196% DUE 03-10-2039 BEO	(346,855)	(312,420)
163,997.09	CMO CWMBS INC FOR FUTURE ISSUES SEE 12669F 2003-J12 CL A-1 ALT 6 11-25-33	167,995	159,557
3,711.81	CMO J P MORGAN CHASE COML MTG SECS CORP 2004-CIBC8 COML MTG PASSTHRU I	3,821	3,821
431,495.56	CMO MASTR AST SECURITIZATION TR 2003-7 MTG PASSTHRU CTF CL 1-A-2 5.5 09-25-3	437,429	447,936
2,212.56	CMO MELLON RESDNTL FDG CORP 2000-TBC2 MTG PASSTHRU CTF CL A-1 VAR 05-25	1,783	1,935
1,491,316.94	DELTA AIR LINES 7.75% DUE 12-17-2019	1,491,317	1,603,166
5,500,000.00	GEORGIA PAC CORP 8.875% DUE 05-15-2031	5,980,875	7,560,102
4,500,000.00	GOLDMAN SACHS 6.125% DUE 02-15-2033	4,344,994	4,360,424
2,400,000.00	GOLDMAN SACHS 6.25% DUE 02-01-2041	2,407,797	2,354,470
200,000.00	GOLDMAN SACHS GROUP INC FOR FUTURE EQUITGS 5.75 10/01/16 5.75 10-1-16 BEO	193,934	207,372
1,100,000.00	GOLDMAN SACHS GROUP INC MTN 7.5% DUE 02-15-2019	1,283,667	1,214,850
900,000.00	GOLDMAN SACHS GROUP INC NT FLTG RATE DUE03-22-2016 REG	608,976	776,842
300,000.00	HSBC BK USA N A 7 DUE 01-15-2039	346,659	325,277
5,400,000.00	HSBC BK USA N A GLOBAL MEDIUM TERM SUB BMTN 5.875 DUE 11-01-2034	5,504,490	5,209,607
1,200,000.00	J P MORGAN CHASE COML MTG SECS TR 2007-CMTG PASSTHRU CTF CL A-4 2-12-49	1,196,882	1,298,330
1,800,000.00	JPMORGAN CHASE & 4.4% DUE 07-22-2020	1,788,606	1,838,189
900,000.00	JPMORGAN CHASE & 4.625 DUE 05-10-2021	899,001	931,183
900,000.00	MERRILL LYNCH & CO INC TRANCHE # TR 00677 6.875% DUE 04-25-2018	909,967	887,345
1,200,000.00	MORGAN STANLEY 7.3% DUE 05-13-2019	1,365,948	1,222,139
1,900,000.00	MORGAN STANLEY MORGAN STANLEY 5.55% DUE 04-27-2017/04-27-2007	1,800,739	1,833,145
1,300,000.00	MORGAN STANLEY MTN 5.45% DUE 01-09-2017/01-09-2007	1,131,089	1,251,593
1,600,000.00	NATL RURAL UTILS 8% DUE 03-01-2032	2,104,416	2,252,862
3,600,000.00	PAC LIFE INS CO - 9.25% DUE 06-15-2039	4,646,242	4,794,008
2,400,000.00	PVTPL MASS MUT LIFE INS CO SURP NT 144A 8.875 DUE 06-01-2039 BEO	3,139,392	3,510,619
300,000.00	TEACHERS INS & 6.85% DUE 12-16-2039	299,619	385,021
2,300,000.00	UNITEDHEALTH GROUP 6.625% DUE 11-15-2037	2,015,099	3,015,576
300,000.00	VA ELEC & PWR CO SR NT 2008 SER B 8.875 DUE 11-15-2038	384,567	495,667
3,600,000.00	VERIZON 6.9% DUE 04-15-2038	3,683,880	4,811,738
2,000,000.00	VERIZON 7.35% DUE 04-01-2039	1,965,760	2,796,030
2,200,000.00	VERIZON COMMUNICATIONS 6 DUE 04-01-2041	2,163,326	2,727,716
700,000.00	VERIZON GLOBAL FDG 5.85% DUE 09-15-2035	677,687	836,333

	Corporate Debt Instruments - Preferred Total	91,425,947	102,557,057
400,000.00	ASCIANO FIN LTD 6% DUE 04-07-2023	397,940	400,832
1,700,000.00	PVTPL FMG RES AUGUST 2006 PTY LTD SR N T 144A 7 DUE 11-01-2015/11-01-2012 BEO	1,700,000	1,717,000
100,000.00	PVTPL FMG RES AUGUST 2006 PTY LTD SR NT 144A 6.375 DUE 02-01-2016/02-01-2013 BE	102,500	97,000
900,000.00	PVTPL GOODMAN FDG PTY LTD GTD SR NT 144A6.375% DUE 11-12-2020 BEO	898,821	918,319
500,000.00	PVTPL NEWCREST FIN PTY LTD GTD SR NT 5.75 DUE 11-15-2041 BEO	496,815	498,968
100,000.00	PVTPL BRASKEM FIN LTD NT 144A 7% DUE 05-07-2020/05-07-2010 BEO	104,125	106,750
1,000,000.00	PVTPL CSN IS XI CORP SR UNSECD GTD NT 144A 6.875% DUE 09-21-2019 BEO	1,095,000	1,056,500
200,000.00	PVTPL CSN RES S A GTD SR NT 144A 6.5% DUE 07-21-2020/07-21-2010 REG	214,000	209,000
1,700,000.00	PVTPL OGX PETROLEO E GAS PARTICIPACOES SA GTD SR NT 144A 8.5 DUE 06-01-2018	1,726,612	1,666,000
1,450,000.00	PVTPL GERDAU TRADE INC BD 144A 5.75% DUE01-30-2021 BEO	1,436,240	1,439,125
300,000.00	CDN NAT RES LTD 6.25% DUE 03-15-2038	313,971	379,519
2,000,000.00	CENOVUS ENERGY INC 6.75% DUE 11-15-2039	1,992,400	2,646,804
1,100,000.00	ENCANA CORP 6.5% DUE 02-01-2038	1,211,815	1,303,893
2,000,000.00	ENCANA CORP 6.5% DUE 08-15-2034	2,063,137	2,336,168
200,000.00	ENCANA CORP 6.625% DUE 08-15-2037	172,090	241,563
1,592,000.00	TECK COMINCO LTD 6.125% DUE 10-01-2035	1,124,314	1,746,613
149,000.00	TECK RESOURCES LTD 10.25% DUE 05-15-2016	141,034	171,350
555,000.00	TECK RESOURCES LTD 10.75% DUE 05-15-2019	526,656	677,100
150,000.00	PVTPL FIBRIA OVERSEAS FIN LTD GTD SR NT 144A 6.75% DUE 03-03-2021/03-03-2011 BE	151,688	136,875
1,500,000.00	NOKIA CORP 6.625% DUE 05-15-2039	1,473,090	1,438,032
1,000,000.00	COMPAGNIE GENERALE DE GEOPHYSIQUE VERITAS SR NT 6.5 DUE 06-01-2021	964,460	970,000
800,000.00	PVTPL NOVATEK FIN LTD LN PARTN NT 144A 6.604% DUE 02-03-2021 BEO	803,800	808,000
400,000.00	INTESA SANPAOLO 8.375%-FR SUB PERP EUR50000	602,591	364,780
1,700,000.00	TELECOM ITALIA CAP 7.2% DUE 07-18-2036	1,465,841	1,404,112
1,400,000.00	ARCELORMITTAL SA 6.75 DUE 03-01-2041	1,388,464	1,258,922
1,750,000.00	ARCELORMITTAL SA STEP CPN 7.25% DUE 10-15-2039	1,666,035	1,626,300
700,000.00	PVTPL INTELSAT JACKSON HLDGS S A SR NT 144A 7.5 DUE 04-01-2021/04-05-2011 BEO	700,000	707,875
1,500,000.00	DESARROLLADORA TERM LOAN 27/04/2012	1,498,500	1,498,500
500,000.00	PETROLEOS 6.5% DUE 06-02-2041	496,410	562,500
600,000.00	PVTPL BBVA BANCOMER S A INSTITUCION DE BANCA M SUB PFD NT 144A 6.5 DUE	610,500	578,250
600,000.00	RABOBANK NEDERLAND 6.875% MTN 19/03/20 EUR5000	845,695	673,779
6,100,000.00	DEUTSCHE TELEKOM 8.75% DUE 06-15-2030	7,252,653	8,508,951
1,214,000.00	WARNER CHILCOTT CO 7.75 DUE 09-15-2018	1,153,300	1,239,798
100,000.00	GAZ CAPITAL SA 6.51% SNR MTN 07/03/22 USD	103,375	102,195
1,000,000.00	GAZ CAPITAL SA 7.288% SNR 16/08/37 USD1000	773,750	1,036,050
1,250,000.00	GAZ CAPITAL SA 8.625% NTS 28/4/34 USD REGS	1,612,500	1,475,000
100,000.00	GAZ CAPITAL SA 9.25% NTS 23/04/19 USD10000	124,650	119,180
200,000.00	PVTPL GAZ CAP SA LUXEMBOURG LN PARTN NT SER 20 144A 9.25% DUE 04-23-2019 BE	246,000	237,780
1,850,000.00	TNK-BP FINANCE SA 7.875% MTN 13/03/18 USD'REG	2,134,000	1,994,485
1,500,000.00	TELEFONICA 7.045% DUE 06-20-2036	1,605,073	1,462,605
300,000.00	LBG CAPITAL 1 PLC 7.5884% GTD 12/05/2020GBP	476,424	345,593
700,000.00	LBG CAPITAL 1 PLC 7.8673% GTD 17/12/2019GBP	1,013,700	815,903
3,500,000.00	LBG CAPITAL 1 PLC 7.869% GTD 25/08/20 GBP1000	5,303,239	4,079,513
200,000.00	LBG CAPITAL 2 PLC 7.625% GTD MTN 09/12/19 GBP	298,614	226,899
1,000,000.00	PVTPL BARCLAYS BK PLC NT 144A 10.179% DUE 06-12-2021 BEO	1,317,720	1,047,140
800,000.00	PVTPL HBOS PLC MED TRM SUB NTS BK ENTRY TRANCHE # SB 00008 6.75 5-21-2018 BE	593,584	641,434
200,000.00	SLM CORP 3.125% EMTN 17/9/12 EUR'21'	246,657	254,204
700,000.00	#REORG LEHMAN BROTHERS HLDGS INC 12/21/06 31 DEC 2040 EFF 3/6/12	700,000	178,500
3,700,000.00	AEP TEX CENT CO 6.65% DUE 02-15-2033	3,445,662	4,738,675
2,750,000.00	ALLSTATE CORP JR SUB DEB FIXED TO FLTG SER A DUE 05-15-2067/05-10-2007 REG	2,316,875	2,481,875
1,825,000.00	ALPHA NAT RES INC 6.25% DUE 06-01-2021	1,809,810	1,770,250
5,500,000.00	ALTRIA GROUP INC 9.95% DUE 11-10-2038	5,705,806	8,365,401
500,000.00	AMERADA HESS CORP 7.3% DUE 08-15-2031	572,365	641,619
700,000.00	AMERICAN GEN FIN CORP MEDIUM TERM SR NTS-BOOK ENTRY MTN 4.875% DUE 07	696,500	672,000
1,126,340.42	AMERN AIRLS PASS 10.375% DUE 07-02-2019	1,250,238	1,182,657
698,965.13	AMERN AIRLS PASS 5.25% DUE 07-31-2022	698,965	650,038
2,000,000.00	ANADARKO PETE CORP 6.45% DUE 09-15-2036	1,972,880	2,280,202
800,000.00	ANADARKO PETE CORP 7.95% DUE 06-15-2039	938,584	1,060,008
322,000.00	ANTERO RES FIN 9.375% DUE 12-01-2017	328,440	347,760
420,000.00	ARCH COAL INC 7.25% DUE 10-01-2020	420,000	429,450
1,038,000.00	ARCH WESTN FIN LLC GTD SR NT STEP UP 07-01-2013 07-01-2012	1,024,281	1,043,190
50,000.00	BALL CORP 5.75% DUE 05-15-2021	49,125	52,375
150,000.00	BALL CORP 6.625% DUE 03-15-2018	149,625	153,750
585,000.00	BALL CORP 6.75% DUE 09-15-2020	605,763	636,188
2,400,000.00	BARRICK INTL BK 6.35% DUE 10-15-2036	2,450,479	2,966,124
1,200,000.00	BARRICK N AMER FIN 5.7% DUE 05-30-2041	1,194,528	1,421,580
502,000.00	BERRY PETE CO 8.25% DUE 11-01-2016	348,230	522,080
203,000.00	BOISE PAPER HLDGS 8% DUE 04-01-2020	206,045	214,673
300,000.00	BOISE PAPER HLDGS 9% DUE 11-01-2017	312,000	322,500
1,100,000.00	BSTN SCIENTIFIC 7.375% DUE 01-15-2040	1,119,514	1,399,787
544,000.00	CELANESE US HLDGS 6.625 DUE 10-15-2018	566,780	578,000
183,000.00	CF INDS INC 6.875% DUE 05-01-2018	182,954	209,535
2,400,000.00	CF INDS INC 7.125% DUE 05-01-2020	2,451,415	2,838,000
-	CHRYSLER FINL CORP DUE 08-03-2012 BEO	-	-
2,500,000.00	CITIGROUP CAP XXI FLTG RT 8.3% DUE 12-21-2057	1,650,375	2,496,875

44,076.59	CITIGROUP MTG LN TR 2007-AMC4 AST BACKEDCTF A-2A 05-25-2037 REG	44,077	42,308
500,000.00	CLEAR CHANNEL 9.25% DUE 12-15-2017	500,000	540,000
825,000.00	CLEARWATER PAPER CORP SR NT 7.125 11-1-2018	841,500	858,000
488,753.05	CMO FNMA PREASSIGN 00055 6.05000019073% DUE 02-25-2044 REG	493,870	540,606
744,223.00	CMO RALI SER 2006-QS7 TR MTG ASSET BKD PASSTHRU CTF CL A-1 6 DUE 06-25-2036	740,967	430,591
675,335.44	CMO STRUCTURED ADJ RATE MTG LN TR DUE 12-25-2034 REG	658,188	556,757
787,112.35	CMO STRUCTURED ADJ RATE MTG LN TR SER 2007-4 CL 1-A21 05-25-2037 REG	786,897	406,713
182,000.00	COLUMBIA / HCA 7.19% DUE 11-15-2015	158,795	182,000
329,000.00	COLUMBIA /HCA HEALTHCARE CORP 7.05 DEB DUE 12-01-2027	198,860	275,949
152,000.00	COLUMBIA 7.5% DUE 12-15-2023	100,320	136,040
75,000.00	COLUMBIA/HCA HEALTHCARE CORP 8.36 DEB DUE 4-15-2024 REG OPT PUT PAY ON (	50,063	70,875
100,000.00	COMCAST CORP NEW 6.4% DUE 05-15-2038	102,229	120,143
4,000,000.00	COMCAST CORP NEW 6.95% DUE 08-15-2037	3,801,320	5,089,232
3,500,000.00	COMCAST CORP NEW 7.05% DUE 03-15-2033	3,574,579	4,423,381
700,000.00	COMCAST CORP NEW SR NT 6.55 DUE 07-01-2039	705,439	863,114
197,000.00	CONCHO RES INC 7% DUE 01-15-2021	205,865	211,529
2,035,000.00	CONCHO RES INC 8.625% DUE 10-01-2017	2,079,067	2,223,238
900,000.00	CONSTELLATION ENERGY GROUP INC 7.6 DUE 04-01-2032 BEO	1,060,146	1,159,762
400,000.00	CONTL RES INC 7.125% DUE 04-01-2021	428,000	434,000
150,000.00	CONTL RES INC 7.375% DUE 10-01-2020	149,813	163,500
155,000.00	CONTL RES INC 8.25% DUE 10-01-2019	153,698	170,500
500,000.00	COUNTRYWIDE CAP III SER B SUB CAP INC SECS 8.05 BD DUE 06-15-2027 BEO	477,500	452,500
625,000.00	CROWN AMERS LLC / 6.25% DUE 02-01-2021	653,125	653,125
1,823,000.00	CROWN CORK & SEAL 7.375% DUE 12-15-2026	1,626,431	1,877,690
803,000.00	CSC HLDGS INC 7.625% DUE 07-15-2018	831,003	883,300
1,782,000.00	DAVITA INC 6.375% DUE 11-01-2018	1,774,581	1,824,323
868,000.00	DAVITA INC 6.625% DUE 11-01-2020	860,351	891,870
700,000.00	DEFAULTED PVTPL AMERICAN AIRLS INC 7.5 DUE 03-15-2016/03-15-2011 BEO IN DEFA	700,000	500,500
406,842.11	DELPHI AUTOMOTIVE SYSTEMS TERM LOAN B DUE 03-31-2017 BEO	405,825	404,808
521,000.00	DENBURY RES INC 6.375% DUE 08-15-2021	516,438	544,445
1,424,000.00	DENBURY RES INC 8.25% DUE 02-15-2020	1,424,000	1,591,320
200,000.00	DEVON FING CORP U 7.875% DUE 09-30-2031	208,554	282,901
2,900,000.00	DIRECTV HLDGS/FING 6 DUE 08-15-2040	2,861,111	3,163,535
100,000.00	DOW CHEM CO 8.55% DUE 05-15-2019	124,822	130,833
3,485,000.00	EL PASO CORP 7.42% DUE 02-15-2037	2,873,675	3,850,925
300,000.00	EL PASO NAT GAS CO 8.375% DUE 06-15-2032	301,125	380,609
400,000.00	ENBRIDGE ENERGY 6.3% DUE 12-15-2034	388,136	463,632
541,000.00	ENDO HEALTH 7.25% DUE 01-15-2022	555,878	575,489
700,000.00	ENERGY TRANSFER 7.5% DUE 07-01-2038	794,507	799,206
200,000.00	ENERGY TRANSFER PARTNERS L P ENERGY TRANSFER PARTNERS 6.625% DUE 10-1	192,796	210,300
2,500,000.00	ENTERPRISE PRODS OPER L P JR SUB NT FIXED/FLTG RATE DUE 08-01-2066 REG	2,600,000	2,675,000
400,000.00	FIRSTENERGY 6.8% DUE 08-15-2039	417,856	447,905
200,000.00	FORD MTR CR CO LLC 5.875 DUE 08-02-2021	200,000	208,442
1,000,000.00	FORD MTR CR CO LLC 8.7% DUE 10-01-2014	1,020,000	1,116,604
2,441,000.00	FOREST OIL CORP 7.25% DUE 06-15-2019	2,245,724	2,489,820
186,000.00	FREEPORT-MCMORAN 8.375% DUE 04-01-2017	182,658	197,625
6,563.73	G-FORCE 2005-RR 5.158 DUE 12-25-2039	6,588	6,465
200,000.00	GOLDMAN SACHS 6.75% DUE 10-01-2037	194,312	186,103
900,000.00	GOLDMAN SACHS GROUP INC 6 45 05 01 6.45 DUE 05-01-2036 BEO	867,366	812,089
487,000.00	HCA INC 6.25% DUE 02-15-2013	434,855	496,740
179,000.00	HCA INC 6.5% DUE 02-15-2016	183,028	181,685
38,000.00	HCA INC 6.75 DUE 07-15-2013/07-14-2013 BEO	36,456	39,235
3,000,000.00	HCA INC 7.25% DUE 09-15-2020	2,972,850	3,165,000
3,200,000.00	HCP INC 6.75% DUE 02-01-2041	3,166,240	3,617,635
709,000.00	HEALTHSOUTH CORP 7.25 DUE 10-01-2018	717,263	703,683
840,000.00	HEALTHSOUTH CORP 7.75% DUE 09-15-2022	850,060	826,350
555,000.00	HEXCEL CORP NEW 6.75% DUE 02-01-2015	528,176	562,631
1,805,000.00	HLTH MGMT ASSOCS 6.125% DUE 04-15-2016	1,592,225	1,868,175
253,000.00	IASIS CAP LLC / IASIS CAP CORP 8.375 DUE 05-15-2019	212,836	220,743
-	ISTAR FINANCIAL INC TERM LOAN A1 DUE 06-28-2013 BEO	-	-
500,000.00	JERSEY CENT PWR & 6.4% DUE 05-15-2036	533,395	577,435
1,400,000.00	JPMORGAN CHASE & 7.9% DUE 04-29-2049	1,375,500	1,490,566
1,000,000.00	JUNIPER NETWORKS INC 5.95 DUE 03-15-2041	999,550	1,093,708
2,500,000.00	KINDER MORGAN 5.8% DUE 03-15-2035	2,270,150	2,576,113
3,200,000.00	KINDER MORGAN 6.95% DUE 01-15-2038	3,064,521	3,614,365
400,000.00	KINDER MORGAN 7.4% DUE 03-15-2031	350,984	477,957
1,100,000.00	KRAFT FOODS INC 6.875% DUE 02-01-2038	1,092,861	1,456,589
365,000.00	LAMAR MEDIA CORP SR SUB NT 6.625 DUE 08-15-2015	318,525	372,300
1,840,000.00	LAMAR MEDIA CORP SR SUB NT SER B 6.625 DUE 08-15-2015/08-15-2010 BEO	1,640,648	1,872,200
1,434,000.00	LAMAR MEDIA CORP SR SUB NT SER C 6.625 DUE 08-15-2015/08-15-2010 BEO	1,375,148	1,459,095
280,000.00	LIFEPOINT HOSPS INC SR NT 6.625 10-01-2020	284,200	290,150
386,968.00	LYONDELL CHEM CO SR SECD NT 11 DUE 05-01-2018	156,722	422,763
1,449,000.00	MARKWEST ENERGY 6.5% DUE 08-15-2021	1,447,255	1,508,771
1,200,000.00	MARKWEST ENERGY PART /FIN 6.25 DUE 06-15-2022	1,200,000	1,254,000
121,000.00	MCMORAN EXPL CO 11.875% DUE 11-15-2014	121,069	128,260
1,600,000.00	MERRILL LYNCH & CO 6.11% DUE 01-29-2037	1,468,752	1,233,496
2,900,000.00	MERRILL LYNCH & CO INC SUB NT 5.7% DUE 05-02-2017/05-02-2007	2,843,943	2,663,322

2,282,735.60	METROPCS COMMUNICATIONS INC DUE 03-19-2018 BEO	2,282,736	2,214,254
200,000.00	MIDAMERICAN ENERGY 6.5% DUE 09-15-2037	202,760	251,126
854,000.00	MOOG INC 6.25% DUE 01-15-2015	844,301	862,540
722,000.00	MOOG INC 7.25% DUE 06-15-2018	677,780	761,710
1,194,000.00	NEENAH PAPER INC 7.375% DUE 11-15-2014	1,002,773	1,196,985
1,000,000.00	NEIMAN-MARCUS GROUP INC TERM LN DUE 05-16-2018 BEO	997,500	963,542
780,000.00	NEWFIELD EXPL CO 6.625% DUE 04-15-2016	779,075	803,400
875,000.00	NEWFIELD EXPL CO 6.625% DUE 09-01-2014	872,915	884,844
1,508,000.00	NEWFIELD EXPL CO 7.125% DUE 05-15-2018	1,486,738	1,609,790
2,500,000.00	NEWS AMER INC SR NT 6.15 2-15-2041	2,487,125	2,881,478
572,000.00	NRG ENERGY INC 8.25% DUE 09-01-2020	572,000	574,860
200,000.00	OLIN CORP 8.875% DUE 08-15-2019	198,380	212,000
325,000.00	OMNICARE INC 7.75% DUE 06-01-2020	324,755	348,969
321,000.00	OWENS ILL INC 7.8% DUE 05-15-2018	312,935	354,705
1,760,000.00	PETROHAWK ENERGY 7.25% DUE 08-15-2018	1,827,588	1,980,000
400,000.00	PHIBRO ANIMAL HLTH 9.25% DUE 07-01-2018	396,071	347,000
200,000.00	PLAINS ALL AMERN 6.65% DUE 01-15-2037	204,870	238,311
400,000.00	PLAINS EXPL & 6.625% DUE 05-01-2021	404,000	420,000
3,680,000.00	PLAINS EXPL & 6.625% DUE 05-01-2021	3,680,000	3,864,000
2,795,000.00	PLAINS EXPL & 6.75% DUE 02-01-2022	2,795,000	2,927,763
533,000.00	PLAINS EXPL & 7.625% DUE 06-01-2018	533,000	564,980
400,000.00	PRIDE INTL INC DEL 6.875% DUE 08-15-2020	425,000	468,972
3,000,000.00	PRIDE INTL INC DEL SR NT 7.875 DUE 08-15-2040	3,180,000	3,907,971
2,100,000.00	PROGRESS ENERGY 7.75% DUE 03-01-2031	2,544,709	2,982,162
1,800,000.00	PSEG PWR LLC 8.625% DUE 04-15-2031	2,351,934	2,655,256
1,201,000.00	PVTPL ARCH COAL INC SR NT 144A 7.25% DUE06-15-2021/06-14-2011 BEO	1,201,000	1,234,028
150,000.00	PVTPL CONSOL ENERGY INC SR NT 144A 6.375% DUE 03-01-2021/03-09-2011 BEO	150,188	151,500
2,900,000.00	PVTPL CVS CAREMARK CORP PASSTHRU CTF 5.926% DUE 01-10-2034 BEO	2,900,000	2,992,655
1,800,000.00	PVTPL DUQUESNE LT HLDGS INC SR NT 144A 6.4% DUE 09-15-2020/09-13-2010 BEO	1,786,896	1,914,068
712,000.00	PVTPL FORESIGHT ENERGY LLC / FORESIGHT ENERGY SR NT 144A 9.625 8-15-17	687,080	729,800
646,000.00	PVTPL FRESENIUS MED CARE US FIN INC US$ SR NT 144A 5.75% DUE 02-15-2021 BEO	630,421	645,193
575,000.00	PVTPL GOODRICH PETE CORP SR NT 144A 8.875% DUE 03-15-2019/03-02-2011 BEO	575,000	575,000
300,000.00	PVTPL HEINZ H J FIN CO GTD NT 144A 7.125% DUE 08-01-2039 BEO	348,924	413,886
75,000.00	PVTPL HLTH MGMT ASSOC INC NEW SR NT 7.375 DUE 01-15-2020/11-18-2011 BEO	74,625	78,000
2,800,000.00	PVTPL INTL LEASE FIN CORP SR SECD NT 144A 7.125 DUE 09-01-2018/08-20-2010 BEO	2,799,888	2,898,000
1,537,000.00	PVTPL LAREDO PETE INC SR NT 144A 9.5% DUE 02-15-2019/01-20-2011 BEO	1,602,238	1,629,220
1,460,000.00	PVTPL NALCO CO USD SR NT 144A 6.625% DUE01-15-2019/12-21-2010 BEO	1,506,781	1,689,950
5,300,000.00	PVTPL NGPL PIPECO LLC SR NT 144A 7.768% DUE 12-15-2037 BEO	4,864,055	4,812,188
2,703,000.00	PVTPL NRG ENERGY INC 144A 7.875% DUE 05-15-2021/05-24-2011 BEO	2,703,000	2,635,425
1,400,000.00	PVTPL NRG ENERGY INC 144A 7.875% DUE 05-15-2021/05-24-2011 BEO	1,412,250	1,365,000
4,173,000.00	PVTPL NRG ENERGY INC SR NT 144A 7.625% DUE 05-15-2019/05-24-2011 BEO	4,173,000	4,089,540
660,000.00	PVTPL PEABODY ENERGY CORP SR NT 6.25 DUE 11-15-2021 BEO	660,000	683,100
775,000.00	PVTPL POLYMER GROUP INC SR NT 144A 7.75%DUE 02-01-2019	806,290	802,125
300,000.00	PVTPL REYNOLDS GROUP ISSUER INC/ 02-15-2021/02-01-2011 BEO	294,250	298,500
1,400,000.00	PVTPL REYNOLDS GROUP ISSUER INC/ 02-15-2021/02-01-2011 BEO	1,419,559	1,239,000
2,508,000.00	PVTPL SEALED AIR CORP NEW SR NT 144A 8.375% DUE 09-15-2021/10-03-2011 BEO	2,507,068	2,771,340
1,339,000.00	PVTPL SM ENERGY CO SR NT 144A 6.625% DUE02-15-2019/02-07-2011 BEO	1,376,730	1,392,560
424,000.00	QUICKSILVER RES 7.125% DUE 04-01-2016	404,920	421,880
1,336,000.00	RANGE RES CORP 6.75% DUE 08-01-2020	1,336,000	1,482,960
861,000.00	RANGE RES CORP 7.5% DUE 10-01-2017	861,497	914,813
200,000.00	REYNOLDS AMERN INC 7.25% DUE 06-15-2037	210,186	231,994
900,000.00	ROHM & HAAS CO 7.85% DUE 07-15-2029	1,009,800	1,164,294
2,500,000.00	ROYAL BK SCOTLAND PERPETUAL REGULATORY TIER ONE SECS SER1 7.648 DUE 08-	3,009,225	1,703,125
366,000.00	SANDRIDGE ENERGY 7.5 DUE 03-15-2021	344,040	363,255
100,000.00	SB CAPITAL SA 5.4% BDS 24/03/17 USD1000	101,375	100,150
900,000.00	SLM CORP 8 DUE 03-25-2020	876,375	909,000
250,000.00	SLM CORP MEDIUM 5% DUE 10-01-2013	248,438	250,000
600,000.00	SLM CORP MEDIUM 5.05% DUE 11-14-2014	600,000	591,780
900,000.00	SLM CORP MEDIUM 5.375% DUE 05-15-2014	905,500	900,631
40,861.89	SLM STUDENT LN TR 2006 6 SER 2006-6 CL-A1 10-25-2018 REG	40,862	40,854
400,000.00	SOUTHWESTN ENERGY SR NT 7.5 DUE 02-01-2018	426,000	461,000
3,700,000.00	SPRINGLEAF FINANCE CORPORATION TERM LOANB DUE 05-10-2017 BEO	3,684,500	3,207,438
200,000.00	STATE STR CAP TR III NORMAL APEX DUE 01-29-2049/03-15-2013 BEO	200,440	196,746
600,000.00	STEEL DYNAMICS INC 7.375% DUE 11-01-2012	625,500	624,750
200,000.00	TIME WARNER CABLE 6.55% DUE 05-01-2037	201,450	227,483
700,000.00	TIME WARNER CABLE 6.75% DUE 06-15-2039	766,955	827,203
3,000,000.00	TIME WARNER INC 6.5% DUE 11-15-2036	3,089,190	3,619,623
1,500,000.00	TOLEDO EDISON CO 6.15% DUE 05-15-2037	1,375,200	1,804,082
400,000.00	TRANSOCEAN INC 6.5% DUE 11-15-2020	399,720	413,197
2,500,000.00	TRANSOCEAN INC 6.8% DUE 03-15-2038	2,385,862	2,519,845
400,000.00	TRANSOCEAN SEDCO FOREX INC 7.5 DUE 04-15-2031 BEO	431,812	415,145
2,000,000.00	TRCNTNTL GAS PIPE 7.25% DUE 12-01-2026	1,894,620	2,561,380
480,000.00	TX COMPETITIVE ELEC HLDGS CO LLC / TC SRNT STEP UP 11-01-2015 01-28-2009	456,000	170,400
1,600,000.00	UBS PFD FDG TR V FLTG RT 6.243% DUE 05-29-2049	1,553,360	1,354,000
1,689,749.80	UTD AIRLS PASS 9.75 DUE 01-15-2017	1,776,349	1,824,930
2,000,000.00	VODAFONE AMERS FIN 2 INC PIK TERM LOAN BDUE 07-11-2016 BEO	2,000,000	2,010,000
1,300,000.00	WEYERHAEUSER CO 7.95% DUE 03-15-2025	1,456,273	1,443,962

1,800,000.00	WEYERHAEUSER CO DEB 7.375 DUE 03-15-2032 BEO	1,950,039	1,889,338
2,480,000.00	WHITING PETE CORP 7% DUE 02-01-2014	2,375,898	2,641,200
280,000.00	WHITING PETE CORP SR SUB NT 6.5 DUE 10-01-2018	274,400	292,600
3,050,000.00	WYNN LAS VEGAS LLC 7.875% DUE 11-01-2017	3,009,610	3,347,375
300,000.00	YUM BRANDS INC 6.875% DUE 11-15-2037	298,725	382,975
	Corporate Debt Instruments - Other Total	265,625,589	284,198,910
24,981.00	VOLKSWAGEN AG NON VTG PRF NPV	2,690,264	3,753,667
135.00	PVTPL DG FDG TR TR PFD SECS 144A EXP 12-29-2049	1,421,182	1,013,919
1,400.00	WELLS FARGO & CO NEW PERP PFD CONV CL A 7.5%	1,400,000	1,475,600
	Corporate Stock - Preferred Total	5,511,446	6,243,186
1,345,487.00	ALUMINA LTD NPV	2,214,965	1,538,024
91,823.00	BHP BILLITON LTD NPV	3,082,799	3,240,194
143,718.00	NEWCREST MINING LTD NPV	4,356,834	4,361,255
121,948.00	BELGACOM SA NPV	3,831,806	3,837,357
288,800.00	BM&FBOVESPA SA COM NPV	1,635,176	1,517,352
161,600.00	CENTRAIS ELET BRAS COM NPV	1,538,580	1,545,607
152,800.00	EMBRAER SA COM NPV	966,224	963,371
107,800.00	NATURA COSMETICOS COM NPV	2,063,840	2,095,605
135,322.00	ADR CENTRAIS ELETRICAS BRASILEIRAS S A SPONSORED ADR REPSTG COM	1,922,381	1,313,977
64,700.00	ADR EMBRAER S A SPONSORED ADR REPSTG 4 COM SHS	1,385,258	1,631,734
-	BCE INC COM NPV	-	-
52,700.00	CDN NATL RAILWAYS COM NPV	2,665,902	4,148,200
90,700.00	CDN NATURAL RESOUR COMMON STOCK (CAN QUOTE)	2,923,722	3,398,188
-	CDN NATURAL RESOUR COMMON STOCK (CAN QUOTE)	-	-
69,193.00	CENOVUS ENERGY INC COM NPV	2,304,102	2,298,845
-	GEORGE WESTON COM NPV	-	-
-	GILDAN ACTIVEWEAR COM NPV	-	-
-	IAMGOLD CORP COM NPV	-	-
40,932.00	NIKO RESOURCES COM NPV	2,371,776	1,938,768
-	ROGERS COMMS INC CLASS'B'COM CAD1.62478	-	-
-	TECK RESOURCES LIMITED	-	-
139,564.00	BARRICK GOLD CORP	5,942,128	6,315,271
257,419.00	CAMECO CORP COM	5,761,543	4,646,413
386,704.00	KINROSS GOLD CORP COM NPV NEW	5,647,982	4,408,426
64,010.00	MDC PARTNERS INC CL A SUB VTG SHS CL A SUB VTG SHS	851,709	865,415
296,456.00	NEXEN INC COM	5,072,785	4,716,615
78,200.00	POTASH CORP SASK INC COM	3,241,271	3,228,096
40,191.00	RITCHIE BROS AUCTIONEERS INC COM	846,347	887,417
149,369.00	TALISMAN ENERGY INC COM	1,898,845	1,904,455
701,079.00	CHINA LIFE INSURANCE CO 'H' CNY1	2,383,346	1,733,154
1,230,368.00	CHINA MERCHANTS BK COM STK	2,294,769	2,487,160
2,326,440.00	CNOOC LTD HKD0.02	3,386,436	4,067,810
4,037,536.00	INDUSTRIAL & COMMERCIAL BANK CHINA 'H'	2,575,091	2,396,549
670,400.00	SINOPHARM GROUP COMSTK	2,268,338	1,610,700
98,628.00	TENCENT HOLDINGS LTD	2,384,631	1,982,313
48,500.00	NOVO-NORDISK AS DKK1 SER'B'	3,158,294	5,590,925
732,968.00	ADR NOKIA CORP SPONSORED ADR	5,791,083	3,532,906
34,042.00	AIR LIQUIDE(L') EUR5.50	3,577,611	4,224,277
57,415.00	ALSTOM EUR7.0	2,139,224	1,746,315
69,087.00	AREVA EUR3.80	2,578,533	1,712,092
156,054.00	CARREFOUR EUR2.50	4,793,179	3,568,473
122,067.00	EDF EUR0.5	4,129,177	2,979,072
33,900.00	LVMH MOET HENNESSY LOUIS VUITTON EUR0.30	3,652,745	4,814,397
68,740.00	PUBLICIS GROUPE SA EUR0.40	3,159,797	3,171,852
67,180.00	SANOFI	4,366,657	4,949,151
72,638.00	SOCIETE GENERALE EUR1.25	2,319,083	1,622,346
93,303.00	THALES SA EUR3	3,228,766	2,955,359
20,000.00	VALLOUREC(USIN A T EUR2.00	1,690,143	1,302,304
71,326.00	ADIDAS AG	4,637,559	4,653,666
27,058.00	ALLIANZ SE (SE SOCIETAS EUROPEAE)	2,773,606	2,596,114
31,400.00	ALLIANZ SE (SE SOCIETAS EUROPEAE)	4,013,365	3,012,713
66,345.00	FRESENIUS MEDICAL CARE NPV	3,382,298	4,521,603
98,927.00	SAP AG ORD NPV	4,771,221	5,246,042
43,000.00	SIEMENS AG NPV(REGD)	5,021,309	4,127,364
28,466.00	SIEMENS AG NPV(REGD)	2,475,159	2,732,315
228,300.00	HONG KONG EXCHANGES & CLEAR	3,783,359	3,647,932
59,206.00	ADR PERUSAHAAN PERSEROAN PERSERO P T TELEKOMUNIKIASI INDONESIA SPON	1,925,222	1,819,992
107,400.00	ADR TEVA PHARMACEUTICAL INDS	5,128,869	4,334,664
46,030.00	CHECK PT SOFTWARE TECHNOLOGIES ORDILS.01	2,612,131	2,418,416
4,992,388.00	TELECOM ITALIA SPA DI RISP EUR0.55	4,692,834	4,484,761
76,619.00	CANON INC NPV	3,392,720	3,395,773
220,900.00	COCA-COLA WEST CO NPV	3,832,342	3,832,876
580,000.00	DAI NIPPON PRINTNG NPV	6,131,933	5,578,373

981.00	DAI-ICHI LIFE INSURANCE CO. LTD NPV	1,695,900	965,190
100,800.00	DAIICHI SANKYO COM NPV	1,932,786	1,999,231
17,042.00	FANUC CORP NPV	1,590,231	2,609,238
155,500.00	FUJIFILM HOLDINGS CORP NPV	4,009,157	3,684,384
167,000.00	JAPAN STEEL WORKS LTD NPV	1,244,442	1,161,230
508.00	KDDI CORP NPV	3,334,989	3,268,261
177,818.00	KOMATSU NPV	3,233,787	4,157,715
84,100.00	MABUCHI MOTOR CO NPV	4,057,592	3,503,256
898,139.00	MITSUBISHI UFJ FIN NPV	5,111,247	3,817,149
253,300.00	MS&AD INSURANCE GROUP HOLDINGS, INC. NPV	5,530,846	4,694,643
19,900.00	NINTENDO CO LTD NPV	3,607,748	2,741,617
205,700.00	PANASONIC CORP	2,267,944	1,748,477
60,100.00	ROHM CO LTD NPV	3,249,292	2,804,250
58,200.00	SANKYO CO LTD NPV	2,897,497	2,946,309
321,000.00	SEKISUI HOUSE NPV	2,970,621	2,849,532
111,500.00	SEVEN & I HOLDINGS NPV	2,890,533	3,108,494
210,300.00	SHISEIDO CO LTD NPV	3,755,658	3,867,618
744,240.00	SUMITOMO MITSUI TRUST HOLDINGS INC	2,452,120	2,186,096
123,859.00	TOYOTA MOTOR CORP NPV	4,680,295	4,129,170
215,000.00	WACOAL HOLDINGS NPV	2,824,522	2,855,862
229,769.00	ADR NIPPON TELEG & TEL CORP SPONSORED ADR	5,191,716	5,820,049
41,840.00	ADR TOYOTA MTR CORP SPONSORED ADR	2,871,360	2,766,879
22,924.00	HYUNDAI MOTOR CO KRW5000	2,615,392	4,238,552
133,958.00	ADR KOREA ELEC PWR CORP SPONSORED ADR ISIN #US5006311063	1,762,592	1,470,859
323,633.00	ADR SK TELECOM LTD SPONSORED ADR	5,039,488	4,404,645
1,147,800.00	WAL-MART DE MEXICO SER'V'NPV	2,233,587	3,144,342
364,109.00	TNT EXPRESS NV, AMSTERDAM SHS	3,122,391	2,729,186
162,708.00	WOLTERS KLUWER EUR0.12	2,945,606	2,820,835
4,169,959.00	MARINE HARVEST ASA NOK0.75	2,108,232	1,806,904
107,477.00	ADR OAO GAZPROM LEVEL 1 ADR	1,149,815	1,147,962
147,269.00	GAZPROM SPON ADR EACH REP 2 ORD SHS	1,513,865	1,569,888
56,700.00	YANDEX N.V. COM USD0.01 CL 'A	1,674,475	1,116,990
-	SINGAPORE TELECOMMUNICATIONS NEW COM STK	-	-
102,855.00	ADR ANGLOGOLD ASHANTI LTD	4,200,651	4,366,195
224,277.00	GOLD FIELDS LTD ZAR0.50	3,124,109	3,461,356
114,300.00	HENNES & MAURITZ SER'B'NPV	3,048,576	3,689,786
32,325.00	MILLICOM INTERNATIONAL CELLULAR SA SHS SWEDISH DEPOSITORY RECEIPT	2,944,738	3,251,220
50,100.00	SVENSKA HANDELSBKN SER'A'SEK4.30	1,301,084	1,322,787
137,300.00	CREDIT SUISSE AG CHF0.04(REGD)	5,080,590	3,240,521
59,679.00	JULIUS BAER GRUPPE CHF0.02 (REGD)	1,971,906	2,344,783
98,900.00	NESTLE SA CHF0.10(REGD)	3,990,888	5,711,261
87,900.00	NOVARTIS AG CHF0.50(REGD)	4,176,275	5,047,834
5,000.00	SWATCH GROUP CHF2.25(BR)	1,960,952	1,879,478
233,022.00	UBS AG SHS COM	3,136,618	2,756,650
584,400.00	T GARANTI BANKASI TRY1	2,511,136	1,825,670
233,200.00	ARM HLDGS ORD GBP0.0005	810,053	2,145,504
103,459.00	ASTRAZENECA ORD USD0.25	4,834,596	4,783,373
-	BABCOCK INTL GROUP ORD GBP0.60	-	-
224,793.00	BG GROUP ORD GBP0.10	4,119,672	4,808,814
115,667.00	BRITISH AMERICAN TOBACCO ORD GBP0.25	3,877,757	5,492,509
118,100.00	CARNIVAL PLC ORD USD1.66	3,445,964	3,902,044
210,717.00	GLAXOSMITHKLINE ORD GBP0.25	4,421,763	4,818,799
508,258.00	HOME RETAIL GROUP ORD GBP0.10	1,414,662	658,763
-	HSBC HLDGS ORD USD0.50(UK REG)	-	-
983,417.00	KINGFISHER ORD GBP0.157142857	3,417,500	3,831,519
149,235.00	PEARSON ORD GBP0.25	2,035,443	2,806,306
90,300.00	RECKITT BENCK GRP ORD GBP0.10	4,075,272	4,462,661
11,638,920.00	ROLLS ROYCE HLDGS C SHS ENTITLEMENT (JAN2012	-	18,088
14,196,474.00	ROLLS ROYCE HLDGS C SHS ENTITLEMENT (JAN2012	-	22,063
214,080.00	ROLLS ROYCE HLDGS ORD GBP0.20	2,026,154	2,483,619
76,673.00	SABMILLER ORD USD0.10	1,753,883	2,700,705
223,439.00	STANDARD CHARTERED ORD USD0.50	4,829,400	4,892,704
799,806.00	TESCO ORD GBP0.05	5,307,778	5,014,797
-	UNITED UTILITIES GROUP ORD GBP0.05	-	-
1,540,490.00	VODAFONE GROUP ORD USD0.11428571	4,206,304	4,283,001
-	VODAFONE GROUP ORD USD0.11428571	-	-
1,402,806.00	VODAFONE GROUP ORD USD0.11428571	3,165,038	3,900,201
30,753.00	#REORG/LPL INVT NAME CHANGE WITH CUSIP LPL FINANCIAL HLDS 2J1XAE1 6/20/2(	1,001,907	939,197
11,220.00	#REORG/MEDTOX SCIENTIFIC INC COM CASH MERGER 7/31/2012	154,167	157,641
-	1ST CTZNS BANCSHARES INC N C CL A	-	-
-	1ST HORIZON NATL CORP COM	-	-
20,753.00	ABAXIS INC COM	526,388	574,236
22,800.00	ACI WORLDWIDE INC COM STK	673,836	652,992
30,300.00	ACXIOM CORP COM	406,945	369,963
19,800.00	AFC ENTERPRISES INC COM	363,553	291,060
9,790.00	AFFILIATED MANAGERS GROUP INC COM STK	768,482	939,351
15,035.00	AFFILIATED MANAGERS GROUP INC COM STK	1,205,471	1,442,608

-	AIRGAS INC COM	-	-
23,600.00	AIRGAS INC COM	1,563,425	1,842,688
-	ALBEMARLE CORP COM	-	-
36,030.00	ALLSCRIPTS HEALTHCARE SOLUTIONS INC	590,958	682,408
-	ALLSTATE CORP COM	-	-
-	ALLSTATE CORP COM	-	-
-	ALLSTATE CORP COM	-	-
31,700.00	AMERICAN EAGLE OUTFITTERS INC NEW COM	440,624	484,693
-	AMERICAN EAGLE OUTFITTERS INC NEW COM	-	-
5,300.00	AMERICAN PUB ED INC COM STK	189,059	229,384
29,100.00	AMPHENOL CORP NEW CL A	1,409,135	1,320,849
40,230.00	ANGIODYNAMICS INC COM STK	615,275	595,806
13,100.00	ASCENA RETAIL GROUP INC COM	355,773	389,332
11,960.00	ATHENAHEALTH INC COM MON STOCK	540,402	587,475
31,000.00	ATLAS AIR WORLDWIDE HLDGS INC COM NEW STK	1,115,616	1,191,330
12,400.00	ATMEL CORP COM	110,327	100,440
46,068.00	AXIS CAPITAL HOLDINGS LTD COM USD0.0125	1,361,380	1,472,333
-	BALCHEM CORP COM	-	-
34,650.00	BEACON ROOFING SUPPLY INC COM	607,983	700,970
19,510.00	BED BATH BEYOND INC COM	614,610	1,130,995
31,132.00	BIO-REFERENCE LABS INC COM PAR $0.01 NEW	476,917	506,518
-	BLOCK H & R INC COM	-	-
36,000.00	BOINGO WIRELESS INC COM STK	299,752	309,600
13,400.00	BOTTOMLINE TECHNOLOGIES DEL INC COM	300,078	310,478
23,800.00	BRINKS CO COM STOCK	589,866	639,744
27,600.00	BROADRIDGE FINL SOLUTIONS INC COM STK	514,479	622,380
-	BROADRIDGE FINL SOLUTIONS INC COM STK	-	-
-	C H ROBINSON WORLDWIDE INC COM NEW COM NEW	-	-
16,209.00	CABOT MICROELECTRONICS CORP COM	571,328	765,875
28,600.00	CAMERON INTL CORP COM STK	1,350,562	1,406,834
6,673.00	CAPELLA ED CO COM	434,872	240,562
135,300.00	CAPITALSOURCE INC REIT	818,532	906,510
27,210.00	CAREFUSION CORP COM	727,858	691,406
78,280.00	CARMAX INC COM	1,771,260	2,385,974
17,990.00	CASH AMER INVTS INC COM	631,637	838,874
13,760.00	CASS INFORMATION SYS INC COM	476,903	500,726
37,000.00	CAVIUM INC COM	1,264,479	1,051,910
126,000.00	CBIZ INC COM	774,074	769,860
35,356.00	CEPHEID INC COM	869,260	1,216,600
11,266.00	CERNER CORP COM	545,817	690,043
26,810.00	CHEESECAKE FACTORY INC COM	580,049	786,874
19,095.00	CHEMED CORP NEW COM	864,367	977,855
980.00	CHIPOTLE MEXICAN GRILL INC COM STK	125,341	330,985
-	CIN FNCL CORP COM	-	-
22,150.00	CITRIX SYS INC COM	1,457,522	1,344,948
17,000.00	CLEAN HBRS INC COM	963,410	1,083,410
-	COMERICA INC COM	-	-
12,388.00	CONCUR TECHNOLOGIES INC COM	483,493	629,187
14,340.00	CONCUR TECHNOLOGIES INC COM	547,602	728,329
12,349.00	CONSTANT CONTACT INC COM STK	282,956	286,620
67,700.00	CONVERGYS CORP DE COM	886,005	864,529
-	COOPER INDUSTRIES PLC NEW IRELAND COM STK	-	-
7,950.00	COSTAR GROUP INC COM	473,464	530,504
-	COVANTA HLDG CORP COM	-	-
69,983.00	COVIDIEN PLC USD0.20(POST CONSLDTN)	2,993,571	3,149,935
14,920.00	DAVITA INC COM	1,207,481	1,131,085
24,100.00	DEALERTRACK HLDGS INC COM STK	523,209	656,966
52,100.00	DENBURY RES INC HLDG CO COM NEW	791,776	786,710
44,977.00	DICKS SPORTING GOODS INC OC-COM	1,073,199	1,658,752
54,310.00	DIGI INTL INC COM	558,532	606,100
38,700.00	DIGITAL GENERATION INC COM	800,790	461,304
81,000.00	DOLAN CO COM STK	741,068	690,120
-	DOMTAR CORP COM NEW COM NEW	-	-
14,900.00	DONALDSON INC COM	947,811	1,014,392
52,100.00	DONNELLEY R R & SONS CO COM	897,957	751,803
-	DR PEPPER SNAPPLE GROUP INC COM STK	-	-
-	DTE ENERGY CO COM	-	-
-	EASTMAN CHEM CO COM	-	-
29,228.00	EBIX INC FORMERLY EBIX COM INC TO 01/02/2004 COM NEW COM NEW	570,338	645,939
47,663.00	ECHELON CORP OC-COM STK	383,125	232,119
29,187.00	ECHO GLOBAL LOGISTICS INC COM	426,175	471,370
-	ECOLAB INC COM	-	-
32,920.00	ECOLAB INC COM	1,414,543	1,903,105
13,490.00	ENERNOC INC COM	265,531	146,636
-	EXELIS INC	-	-
15,600.00	EXPEDITORS INTL WASH INC COM	739,929	638,976
-	FAMILY DLR STORES INC COM	-	-

12,760.00	FARO TECHNOLOGIES INC COM	489,933	586,960
42,128.00	FASTENAL CO COM	1,069,962	1,837,202
22,741.00	FINANCIAL ENGINES INC COM	470,042	507,807
22,900.00	FIRST REP BK SAN FRANCISCO CALIF NEW COM	682,663	700,969
22,600.00	FLIR SYS INC COM	643,592	566,582
20,200.00	FMC TECHNOLOGIES INC COM	963,453	1,055,046
16,250.00	FORRESTER RESH INC COM	534,568	551,525
13,040.00	FORWARD AIR CORP COM	436,549	417,932
14,299.00	FRESH MKT INC COM	518,635	570,530
-	GANNETT INC COM	-	-
11,900.00	GARDNER DENVER INC COM	624,476	917,014
-	GATX CORP COM	-	-
71,852.00	GENPACT LIMITED COM STK USD0.01	1,083,868	1,074,187
31,764.00	GENTEX CORP COM	737,657	939,897
49,940.00	GENTEX CORP COM	1,033,052	1,477,725
91,400.00	GLOBAL CASH ACCESS HLDGS INC COM	844,793	406,730
12,200.00	GLOBAL PMTS INC COM	556,868	578,036
3,000.00	GRACE W R & CO DEL NEW COM STK	135,136	137,760
35,649.00	GRAND CANYON ED INC COM STK	603,885	568,958
43,460.00	GREEN MTN COFFEE ROASTERS	1,903,703	1,949,181
-	GREIF INC.	-	-
-	H J HEINZ	-	-
24,378.00	HARMAN INTL INDS INC NEW COM STK USD0.01	1,056,394	927,339
-	HARTFORD FINL SVCS GROUP INC COM	-	-
14,500.00	HELEN TROY LTD COM STK	399,846	445,150
72,900.00	HERCULES TECHNOLOGY GROWTH CAP INC COM	684,350	688,176
-	HESS CORP COM STK	-	-
50,850.00	HMS HLDGS CORP COM	967,214	1,626,183
-	HUBBELL INC CL B COM	-	-
15,300.00	HUNT J B TRANS SVCS INC COM	664,937	689,571
-	HUNTINGTON BANCSHARES INC COM	-	-
-	HUNTSMAN CORP COM STK	-	-
35,200.00	IAC / INTERACTIVECORP COM PAR $.001 STK	1,226,241	1,499,520
16,588.00	IDEXX LABS INC	852,862	1,276,612
38,380.00	ILLUMINA INC COM	1,388,548	1,169,822
6,800.00	INFORMATICA CORP COM	281,479	251,124
52,185.00	INNERWORKINGS INC COM	405,256	485,842
7,770.00	INTERCONTINENTALEXCHANGE INC COM	882,886	936,674
15,400.00	INTERDIGITAL INC PA FOR FUTURE ISSUES SEE 458660 COM	658,942	670,978
-	INTL GAME TECH COM	-	-
13,420.00	IPC THE HOSPITALIST CO INC STK	419,959	613,562
-	ITT CORPORATION W/I	-	-
43,300.00	J2 GLOBAL INC COM	1,019,617	1,218,462
26,600.00	JACOBS ENGR GROUP INC COM	1,167,129	1,079,428
42,300.00	KAMAN CORP COM	1,035,526	1,155,636
58,900.00	KAR AUCTION SVCS INC COM STK	785,336	795,150
-	KBR INC COM	-	-
-	KOPPERS HLDGS INC COM	-	-
-	LEGGETT & PLATT INC COM	-	-
37,290.00	LKQ CORP COM LKQ CORP	869,014	1,121,683
13,700.00	LULULEMON ATHLETICA INC COM	653,491	639,242
-	MACYS INC COM STK	-	-
-	MARRIOTT INTL INC NEW COM STK CL A	-	-
21,564.00	MAXIMUS INC COM	608,745	891,671
20,600.00	MC CORMICK & CO INC COM NON-VTG	820,387	1,038,652
29,600.00	MEAD JOHNSON NUTRITION COM USD0.01	1,833,960	2,034,408
-	MEAD JOHNSON NUTRITION COM USD0.01	-	-
14,180.00	MEDNAX INC COM	825,276	1,021,102
-	MERCK & CO INC NEW COM	-	-
16,220.00	MOBILE MINI INC COM	297,183	283,039
-	MOTOROLA SOLUTIONS INC	-	-
9,400.00	NAPCO SECURITY TECHNOLOGIES INC	41,475	23,406
45,550.00	NATIONAL INSTRS CORP COM	1,075,847	1,182,023
66,309.00	NELNET INC CL A CL A	1,288,982	1,622,581
21,598.00	NEOGEN CORP COM	596,961	661,763
-	NORDSON CORP COM	-	-
61,150.00	NORTHWEST BANCSHARES INC MD COM	691,021	760,706
15,790.00	O REILLY AUTOMOTIVE INC NEW COM USD0.01	656,006	1,262,411
27,700.00	OASIS PETE INC NEW COM STK	819,036	805,793
-	OMNICOM GROUP INC COM	-	-
-	PACCAR INC COM	-	-
-	PACKAGING CORP AMER COM ISIN US6951561090	-	-
14,845.00	PEGASYSTEMS INC COM	499,659	436,443
11,000.00	PERRIGO CO COM	761,928	1,070,300
-	PHILIP MORRIS INTL COM STK NPV	-	-
26,500.00	POLYPORE INTL INC COM	1,539,069	1,165,735
356,000.00	POLYUS GOLD INTL LTD GDR LEVEL 1	1,036,031	1,050,200

287,553.00	POLYUS GOLD INTL LTD GDR LEVEL 1	1,071,524	848,281
11,812.00	PORTFOLIO RECOVERY ASSOCS INC COM	656,452	797,546
18,670.00	POWER INTEGRATIONS INC COM	589,396	619,097
12,250.00	QUALITY SYS INC COM STK	407,454	453,128
-	QUALITY SYS INC COM STK	-	-
16,360.00	RANGE RES CORP COM	846,817	1,013,338
-	REGIONS FINL CORP NEW COM	-	-
19,400.00	RESOLUTE ENERGY CORP COM	252,806	209,520
34,900.00	RESOURCES CONNECTION INC COM	682,830	369,591
9,150.00	ROCKWELL AUTOMATION	633,946	671,336
67,215.00	ROLLINS INC COM	1,124,294	1,493,517
-	ROYAL CARIBBEAN CRUISES COM STK	-	-
-	SAFEWAY INC COM NEW	-	-
27,800.00	SBA COMMUNICATIONS CORP CL A COM	1,084,261	1,194,288
68,900.00	SCHLUMBERGER LTD COM COM	4,179,163	4,706,559
21,714.00	SCIQUEST INC NEW COM	317,204	309,859
-	SEMPRA ENERGY INC COM STK	-	-
41,540.00	SEMTECH CORP COM	801,032	1,031,023
39,700.00	SILGAN HLDGS INC COM	979,063	1,534,008
46,895.00	SILICON LABORATORIES INC COM	1,934,584	2,036,181
32,800.00	SIX FLAGS ENTMT CORP NEW COM	1,064,231	1,352,672
22,700.00	SOLARWINDS INC COM	691,653	634,465
29,062.00	SOLERA HLDGS INC COM	1,190,036	1,294,421
18,098.00	SOUTHWESTERN ENERGY CO COM	707,922	578,050
21,281.00	SPS COMM INC COM	475,964	552,242
34,600.00	STAGE STORES INC COM NEW COM NEW	562,054	480,594
8,100.00	STEINWAY MUSICAL INSTRS INC ORD COM	220,819	202,824
9,500.00	STERICYCLE INC COM	572,122	740,240
13,261.00	STRATASYS INC COM	347,236	403,267
-	SYNOVUS FINL CORP COM	-	-
18,400.00	T ROWE PRICE GROUP INC	989,964	1,047,880
27,700.00	TE CONNECTIVITY LTD	947,425	853,437
9,180.00	TECHNE CORP COM	654,844	626,627
26,462.00	TELEDYNE TECHNOLOGIES INC COM	1,218,094	1,451,441
12,500.00	TELEFLEX INC COM	713,907	766,125
-	TIFFANY & CO COM	-	-
-	TORO CO COM	-	-
-	TOTAL SYS SVCS INC COM	-	-
17,490.00	TRANSDIGM GROUP INC COM	924,307	1,673,443
43,970.00	TRIMBLE NAV LTD COM	1,397,238	1,908,298
-	TUPPERWARE BRANDS CORPORATION	-	-
-	UGI CORP NEW COM	-	-
23,320.00	ULTIMATE SOFTWARE GROUP INC COM	1,191,655	1,518,598
-	UNION PAC CORP COM	-	-
23,397.00	UNITED NAT FOODS INC COM	686,596	936,114
115,800.00	UNITED STATES ANTIMONY CORP COM	261,244	277,920
-	VAL NATL BANCORP COM	-	-
29,500.00	VALUECLICK INC COM STK ISIN#US92046N1028	481,948	480,555
19,750.00	VERINT SYS INC COM	497,490	543,915
37,400.00	VERISIGN INC COM	986,706	1,335,928
-	VIACOM INC NEW CL B	-	-
-	WALT DISNEY CO	-	-
2,500.00	WEST PHARMACEUTICAL SVCS INC COM	90,127	94,875
25,350.00	WORLD FUEL SERVICE COM STK USD0.01	771,499	1,064,193
-	WORLD FUEL SERVICE COM STK USD0.01	-	-
-	XYLEM INC W/I	-	-
	Corporate Stock - Common Total	491,112,856	503,716,184
137,408,873.44	NEWPORT VISION, LLC	137,408,873	154,180,786
123,361,828.39	RREEF AMERICA REIT II	123,361,828	93,432,266
54,409,639.38	RREEF AMERICA REIT III	54,409,639	22,881,134
340.25	VALUE ENHANCEMENT FUND V, LP	-	9,005,692
	Partnership/Joint Venture Interests Total	315,180,341	279,499,879
3,941,409.23	MFB NT COLLECTIVE MSCI ACWI EX-US INDEX FUND-NON LENDING	409,354,432	416,709,432
-	COLTV SHORT TERM INVT FD	-	-
-	COLTV SHORT TERM INVT FD	-	-
-	COLTV SHORT TERM INVT FD	-	-
3,126,727.42	COLTV SHORT TERM INVT FD	3,126,727	3,126,727
(46,591.61)	COLTV SHORT TERM INVT FD	(46,592)	(46,592)
162,659.90	COLTV SHORT TERM INVT FD	162,660	162,660
(691.68)	COLTV SHORT TERM INVT FD	(692)	(692)
(507.85)	COLTV SHORT TERM INVT FD	(508)	(508)
-	COLTV SHORT TERM INVT FD	-	-
(7,190.00)	COLTV SHORT TERM INVT FD	(7,190)	(7,190)

759,973.32	COLTV SHORT TERM INVT FD	759,973	759,973
1,908,030.87	COLTV SHORT TERM INVT FD	1,908,031	1,908,031
(8,115.90)	COLTV SHORT TERM INVT FD	(8,116)	(8,116)
(35,702.34)	COLTV SHORT TERM INVT FD	(35,702)	(35,702)
8,286,312.28	COLTV SHORT TERM INVT FD	8,286,312	8,286,312
4.42	COLTV SHORT TERM INVT FD	4	4
0.72	COLTV SHORT TERM INVT FD	1	1
(235,630.25)	COLTV SHORT TERM INVT FD	(235,630)	(235,630)
13.08	COLTV SHORT TERM INVT FD	13	13
(12,989.75)	COLTV SHORT TERM INVT FD	(12,990)	(12,990)
(314,155.12)	COLTV SHORT TERM INVT FD	(314,155)	(314,155)
792,483.25	COLTV SHORT TERM INVT FD	792,483	792,483
(5,962.45)	COLTV SHORT TERM INVT FD	(5,962)	(5,962)
15,135,501.67	COLTV SHORT TERM INVT FD	15,135,502	15,135,502
9,784,138.04	MFB NT COLLECTIVE LONG-TERM GOVT BD INDEX FUND-NON-LENDING	403,033,362	414,103,858
53,515,667.79	MFB NT COLLECTIVE RUSSELL 1000 INDEX FUND - NON LENDING	631,511,657	660,169,278
	Value of Interest in Common/Collective Trusts Total	1,473,403,621	1,520,486,738
2,596.93	CF PRUDENTIAL PRISA I	110,508,178	83,818,367
	POOLED SEPARATE ACCOUNTS Total	110,508,178	83,818,367
10,198,499.18	MFO GMO TR EMERGING COUNTRY DEBT FD CL III EMERGING COUNTRY DEBT FUN	102,897,732	90,154,733
147,813.14	MFO PIMCO DEVELOPING LOCAL MARKETS	802,432	787,844
23,499,241.71	MFO PIMCO FDS LONG DURATION CORP BD PORTFOLIO	248,876,262	272,356,211
(682,195.55)	MFO PIMCO FDS PAC INVT MGMT SER SHORT-TERM PORTFOLIO INSTL CL	(6,512,492)	(5,962,389)
1,813,059.34	MFO PIMCO SHORT TERM FLOATING NAV PORT	18,136,907	18,139,659
	Value of Interest in Registered Investment Companies Total	364,200,840	375,476,058
552,645.00	AXA EQUITABLE GROUP PENSION CONTRACT #1542 MAT 00/00/00	552,645	557,997
1,189,457.33	GAC JOHN HANCOCK 89 CONTRACT NO. 89 GAC	1,189,457	264,477
	Value of Funds Held in Insurance Company General Accounts Total	1,742,102	822,474
1,300,000.00	AUSTRALIA(CMNWLTH) 4% IDX LKD 20/8/20 AUD1000	2,413,993	2,486,384
3,000,000.00	AUSTRALIA(CMNWLTH) 5.75% BDS 15/07/22 AUD1000	2,749,656	3,596,207
(1,400,000.00)	IRS 15/06/2022 SWU0598T2	(2,379)	-
(1,900,000.00)	IRS 15/06/2022 SWU0888T1	(11,450)	-
1,500,000.00	IRS AUD BARCGB33 15/06/2022 SWU0768T6	24,906	43,220
1,900,000.00	IRS AUD CHASUS33 15/06/2022 SWU0888T1	-	15,881
1,400,000.00	IRS AUD CITIUS33 15/06/2022 SWU0598T2	-	40,339
500,000.00	IRS AUD DEUTGB2L 15/06/2022 SWU0694T5	6,081	14,407
2,600,000.00	BRAZIL(FED REP OF) 10.25% SNR BDS 10/01/28 BRL	1,431,421	1,585,578
(5,000,000.00)	IRS 02/01/2014 SWU026333	-	(25,835)
(19,000,000.00)	IRS 02/01/2014 SWU026R29	-	(17,018)
(37,000,000.00)	IRS 02/01/2014 SWU09C358	(22,358)	-
19,000,000.00	IRS BRL / ZERO 10.53% MRMDUS33 02/01/2014 SWU026R29	84,787	-
21,400,000.00	IRS BRL / ZERO 10.99% 02/01/2014 SWU09D356	20,142	95,040
5,000,000.00	IRS BRL / ZERO 9.98% GSCMUS33 02/01/2014SWU026333	2,499	-
37,000,000.00	IRS BRL 1D LIBOR / ZERO 12.555% BARCGB3302/01/2014 SWU09C358	-	888,877
14,100,000.00	IRS BRL 1D LIBOR / ZERO 12.65% GSCMUS33 02/01/2014 SWU095346	146,950	678,451
20,000,000.00	IRS BRL CDI BBR / ZERO 12.54% CHASGB2LGST 02/01/2014 SWU0A0TH8	31,573	463,207
5,000,000.00	IRS BRL LIBOR / ZERO 11.53% MRMDUS33 02/01/2014 SWU002J03	23,969	63,517
4,500,000.00	IRS BRL LIBOR / ZERO 11.67% MSCSUS33 02/01/2014 SWU053907	29,032	55,561
500,000.00	BRAZIL FEDERATIVE REP BD 8.25% DUE 01-20-2034 REG	604,100	753,750
4,600,000.00	BRAZIL(FED REP OF) 8.25% 20/01/34 USD1000	5,508,500	6,953,130
(400,000.00)	CDS BARCGB33 20/03/2016 SWPC659K7	(9,630)	(26,365)
(1,100,000.00)	CDS DEUTGB2L 20/06/2018 SWPC173M0	(15,671)	(294,145)
1,100,000.00	CDS DEUTGB2L SELL PROTECTION ON ROYAL BANK OF SCOTLA 20/06/2018 SWPC17:	-	-
(600,000.00)	CDS MSCSUS33 20/03/2016 SWPC618K7	(14,151)	(39,548)
(1,800,000.00)	CDS UBSWUS33 20/09/2012 SWPC328N2	(17,202)	-
(1,300,000.00)	CDS UBSWUS33 20/09/2012 SWPC343N3	(12,082)	-
1,800,000.00	CDS UBSWUS33 SELL PROTECTION ON UNITED STATES TREAS 20/09/2012 SWPC328N2	-	791
1,300,000.00	CDS UBSWUS33 SELL PROTECTION ON UNITED STATES TREAS 20/09/2012 SWPC343N3	-	571
(13,600,000.00)	IRS 21/03/2022 SWU0321U3	(73,603)	-
13,600,000.00	IRS EUR CME_SBSIUS 21/03/2022 SWU0321U3	126,876	151,366
13,600,000.00	IRS EUR CME_SBSIUS 21/03/2022 SWU0321U3	-	151,366
(4,100,000.00)	PUT SWPTN EUR BARCGB33 12M 2.8%/6MEURIB European 317U627C9 05/11/2012	(61,203)	(20,259)
1,000,000.00	PUT SWPTN EUR BARCGB33 12M 3.5%/6MEURIB European 317U628C8 05/11/2012	59,287	26,585
(3,700,000.00)	PUT SWPTN EUR DEUTGB2L 12M 2.8%/6MEURIB European 317U559C1 05/11/2012	(42,505)	(18,282)
(2,700,000.00)	PUT SWPTN EUR DEUTGB2L 12M 2.8%/6MEURIB European 317U559C1 05/11/2012	(43,708)	(13,341)
900,000.00	PUT SWPTN EUR DEUTGB2L 12M 3.5%/6MEURIB European 317U560C8 05/11/2012	40,434	23,927
600,000.00	PUT SWPTN EUR DEUTGB2L 12M 3.5%/6MEURIB European 317U560C8 05/11/2012	39,079	15,951
(12,000,000.00)	IRS 02/06/2021 SWU0057T6	-	(3,806)
(7,000,000.00)	IRS 02/06/2021 SWU0062T9	-	(2,220)

(2,000,000.00)	IRS 02/06/2021 SWU0070T9	-	(634)
(2,000,000.00)	IRS 02/06/2021 SWU0076T3	-	(634)
27,000,000.00	IRS MXN MRMDUS33 31/08/2021 SWU0141T4	43,619	803
7,000,000.00	IRS MXN TIIE/1D 6.65% BARCGB33 02/06/2021 SWU0062T9	8,391	-
2,000,000.00	IRS MXN TIIE/1D 6.65% CHASUS33 02/06/2021 SWU0070T9	1,419	-
2,000,000.00	IRS MXN TIIE/1D 6.65% MRMDUS33 02/06/2021 SWU0076T3	2,039	-
12,000,000.00	IRS MXN TIIE/1D 6.65% MSCSUS33 02/06/2021 SWU0057T6	10,924	-
3,300,000.00	IRS MXN TIIE/1D 7.5% CHASUS33 02/06/2021SWU0849S1	6,389	14,512
5,500,000.00	IRS MXN TIIE/1D 7.5% CHASUS33 02/06/2021SWU0849S1	14,107	24,186
15,500,000.00	IRS MXN TIIE/1D 7.5% MRMDUS33 02/06/2021SWU0445R1	29,072	68,160
14,400,000.00	IRS MXN TIIE/1D 7.5% MRMDUS33 02/06/2021SWU0445R1	35,460	63,323
19,200,000.00	IRS MXN TIIE/1D 7.5% MRMDUS33 02/06/2021SWU0445R1	47,281	84,431
16,100,000.00	IRS MXN TIIE/1D 7.5% MSCSUS33 02/06/2021SWU0493R2	45,368	70,799
14,200,000.00	IRS MXN TIIE/1M 7.5% MRMDUS33 02/06/2021SWU0445R1	27,518	63,048
3,900,000.00	UTD MEXICAN STS MEDIUM TERM NTS BOOK ENTRY 6.75 DUE 09-27-2034 REG	3,947,250	5,079,750
800,000.00	QATARI DIAR FIN Q S C BD 144A 5% DUE 07-21-2020 BEO	799,752	852,000
352,291.14	&&&WELLS FARGO CD 4.64 DUE 12/30/00	352,291	352,291
1,548,800.00	(CME BUY PROT ON CDX.IG.10 10YR 100 06-20-2018 CME_CSFBUS SWPC141P2)	13,510	-
3,112,017.00	ADELPHIA RECOVERY TR	3,071,410	3,112
1,073,311.00	ADELPHIA RECOVERY TR CVV	2,071,065	44,006
-	AMERICAN CAP AGY CORP COM REIT FUND	-	-
5,100,000.00	AMERICAN MUN PWR OHIO INC REV 8.084% 02-15-2050 BEO TAXABLE	5,100,000	7,153,515
2,300,000.00	BAY AREA TOLL AUTH CALIF TOLL BRDG REV 6.263 04-01-2049 BEO	2,300,000	2,988,597
2,100,000.00	CALIFORNIA ST 7.5% 04-01-2034 BEO TAXABLE	2,115,435	2,513,049
1,600,000.00	CALIFORNIA ST 7.6% 11-01-2040 BEO TAXABLE	1,615,184	1,977,216
1,000,000.00	CALIFORNIA ST UNIV REV 6.484% 11-01-2041BEO TAXABLE	1,000,000	1,166,330
800,000.00	CALIFORNIA STATE 7.55 MUN BDS DUE 04-01-2039 USD5000	810,220	979,008
(26,700,000.00)	CALL SWAPTION USD CHASUS33 3MLIBOR/6M .8% European 317U311C0 07-11-2013	(94,518)	(68,315)
(66,200,000.00)	CALL SWAPTION USD MSCSUS33 3MLIBOR/6M .6% European 317U270C9 08-13-2012	(138,193)	(53,099)
(289,600,000.00)	CALL SWAPTION USD RBOSGB2RTCM 3MLIBOR/3M.625% European 317U441C3 06-17-20	(206,340)	(129,770)
(53,300,000.00)	CALL SWAPTION USD UBSWUS33 3MLIBOR/6M .4% European 317U308C5 08-13-2012	(73,288)	(6,140)
-	CAMDEN PPTY TR SH BEN INT	-	-
(11,564,000.00)	CDS / STS CME_MSCSUS 12-20-2016 SWPC274Q9	(773,933)	(792,820)
11,564,000.00	CDS / STS CME_MSCSUS PURC PROTECTION ON CDX NAHYS17V3 5Y 12-20-2016 SWPC	851,239	777,781
(1,200,000.00)	CDS / STS GSILGB2X 12-20-2016 SWPC202P8	(11,598)	(10,894)
(1,000,000.00)	CDS 12-20-2015 SWPC472J5	-	(16,102)
(800,000.00)	CDS 12-20-2015 SWPC938J3	(28,373)	(104,228)
(1,700,000.00)	CDS BARCGB33 06-20-2016 SWPC180M1	-	(35,720)
(1,400,000.00)	CDS BARCGB33 06-20-2016 SWPC180M1	-	(29,417)
(1,000,000.00)	CDS BARCGB33 06-20-2016 SWPC831L6	(3,494)	(20,107)
(400,000.00)	CDS BARCGB33 09-20-2015 SWPC933H2	-	(4,323)
(100,000.00)	CDS BARCGB33 12-20-2014 SWPC119F2	-	(805)
(2,500,000.00)	CDS BARCGB33 12-20-2015 SWPC498J5	(8,840)	(7,916)
400,000.00	CDS BARCGB33 SELL PROTECTION ON BMW US CAPITAL CORP 09-20-2015 SWPC933H	578	-
2,100,000.00	CDS BARCGB33 SELL PROTECTION ON BP CAP MKTS AMER INC 06-20-2015 SWPC072F	7,731	10,246
1,400,000.00	CDS BARCGB33 SELL PROTECTION ON KOREA REP 06-20-2016 SWPC180M1	3,940	-
1,700,000.00	CDS BARCGB33 SELL PROTECTION ON KOREA REP 06-20-2016 SWPC180M1	5,831	-
2,000,000.00	CDS BARCGB33 SELL PROTECTION ON SHELL INTL FIN B V 09-20-2015 SWPC158J6	27,336	19,726
500,000.00	CDS BARCGB33 SELL PROTECTION ON TOYOTA MOTOR CORP 03-20-2015 SWPC778F4	3,723	7,009
400,000.00	CDS BARCGB33 SELL PROTECTION ON TOYOTA MOTOR CORP 03-20-2015 SWPC805F1	2,414	5,607
(2,100,000.00)	CDS BNPAFRPP 12-20-2015 SWPC314J7	(38,212)	(47,406)
(100,000.00)	CDS BOFAUS6S 03-20-2016 SWPC507K1	(1,107)	(5,308)
(900,000.00)	CDS BOFAUS6S 03-20-2016 SWPC572K1	-	(9,401)
(300,000.00)	CDS BOFAUS6S 03-20-2016 SWPC572K1	-	(3,134)
(300,000.00)	CDS BOFAUS6S 09-20-2016 SWPC361N0	(9,046)	(14,150)
(300,000.00)	CDS BOFAUS6S 09-20-2016 SWPC368N3	(9,046)	(14,150)
(200,000.00)	CDS BOFAUS6S 09-20-2016 SWPC398N7	(6,459)	(9,434)
(500,000.00)	CDS BOFAUS6S 09-20-2016 SWPC711N7	(10,075)	(17,999)
(250,000.00)	CDS BOFAUS6S 12-20-2015 SWPC094K0	(181)	-
(1,700,000.00)	CDS BOFAUS6S 12-20-2015 SWPC663J4	(48,438)	(83,850)
900,000.00	CDS BOFAUS6S SELL PROTECTION ON CATERPILLAR INC 03-20-2016 SWPC572K1	13,242	-
300,000.00	CDS BOFAUS6S SELL PROTECTION ON CATERPILLAR INC 03-20-2016 SWPC572K1	4,145	-
250,000.00	CDS BOFAUS6S SELL PROTECTION ON POTASH CORP SASK INC 12-20-2015 SWPC094K	-	1,735
500,000.00	CDS BOFAUS6S SELL PROTECTION ON TOYOTA MOTOR CORP 03-20-2015 SWPC833F7	179	7,009
100,000.00	CDS BOFAUS6S SELL PROTECTION ON TOYOTA MOTOR CORP 03-20-2015 SWPC858F7	44	1,402
3,000,000.00	CDS BOFAUS6S SELL PROTECTION ON UNITED KINGDOM(GOVER 06-20-2015 SWPC57	36,121	31,278
400,000.00	CDS BOFAUS6S SELL PROTECTION ON UNITED KINGDOM(GOVER 12-20-2015 SWPC50	7,364	3,346
(1,000,000.00)	CDS CHASUS33 03-20-2016 SWPC557K0	(1,911)	(26,760)
(500,000.00)	CDS CHASUS33 03-20-2016 SWPC588K3	-	(5,223)
(600,000.00)	CDS CHASUS33 06-20-2015 SWPC614G0	-	(7,205)
(500,000.00)	CDS CHASUS33 09-20-2015 SWPC033J7	(4,142)	-
(500,000.00)	CDS CHASUS33 09-20-2015 SWPC989H5	-	(3,503)
(100,000.00)	CDS CHASUS33 12-20-2014 SWPC103F0	-	(658)
(1,200,000.00)	CDS CHASUS33 12-20-2014 SWPC930E2	-	(12,421)
(200,000.00)	CDS CHASUS33 12-20-2015 SWPC528J9	-	(1,624)
(1,900,000.00)	CDS CHASUS33 12-20-2015 SWPC664J3	(30,873)	(42,891)
(2,550,000.00)	CDS CHASUS33 12-20-2015 SWPC749J2	(134,577)	(189,703)

500,000.00	CDS CHASUS33 SELL PROTECTION ON CATERPILLAR INC 03-20-2016 SWPC588K3	7,109	-
500,000.00	CDS CHASUS33 SELL PROTECTION ON BHP FIN USA LTD 09-20-2015 SWPC033J7	-	2,477
200,000.00	CDS CHASUS33 SELL PROTECTION ON JAPAN 12-20-2015 SWPC528J9	4,604	-
600,000.00	CDS CHASUS33 SELL PROTECTION ON KOREA REP 06-20-2015 SWPC614G0	5,501	-
500,000.00	CDS CHASUS33 SELL PROTECTION ON PEOPLES REP CHINA 09-20-2015 SWPC989H5	5,888	-
100,000.00	CDS CHASUS33 SELL PROTECTION ON SHELL INTL FIN B V 03-20-2016 SWPC498K2	1,978	934
(1,300,000.00)	CDS CITIUS33 03-20-2016 SWPC433K0	(52,217)	(91,327)
(300,000.00)	CDS CITIUS33 09-20-2015 SWPC858H3	(498)	(4,908)
(200,000.00)	CDS CITIUS33 12-20-2014 SWPC926E8	(1,567)	(1,237)
(500,000.00)	CDS CITIUS33 12-20-2015 SWPC357J5	(3,102)	(1,583)
(100,000.00)	CDS CITIUS33 12-20-2015 SWPC606J4	(1,019)	(3,001)
4,500,000.00	CDS CITIUS33 SELL PROTECTION ON PRUDENTIAL FINL INC 12-20-2011 SWPC824J	3,875	-
200,000.00	CDS CITIUS33 SELL PROTECTION ON BRAZIL FEDERATIVE RE 12-20-2014 SWPC926E8	-	-
3,200,000.00	CDS CITIUS33 SELL PROTECTION ON FOREST OIL CORP 06-20-2015 SWPC175H9	20,444	85,488
800,000.00	CDS CITIUS33 SELL PROTECTION ON TOTAL CAPITAL SA 09-20-2015 SWPC177J3	13,449	7,721
(300,000.00)	CDS CSFPGB2L 03-20-2014 SWPC157L2	(1,748)	-
(200,000.00)	CDS CSFPGB2L 03-20-2016 SWPC946K0	-	(1,040)
(1,500,000.00)	CDS CSFPGB2L 06-20-2016 SWPC760M9	(96,298)	(193,330)
(600,000.00)	CDS CSFPGB2L 06-20-2016 SWPC789M6	(39,745)	(77,332)
(100,000.00)	CDS CSFPGB2L 06-20-2016 SWPC934L2	(179)	(1,984)
(200,000.00)	CDS CSFPGB2L 06-20-2016 SWPC934L2	(887)	(3,967)
(800,000.00)	CDS CSFPGB2L 12-20-2015 SWPC649J3	(5,344)	-
200,000.00	CDS CSFPGB2L SELL PROTECTION ON QATAR(STATE OF) 03-20-2016 SWPC946K0	148	-
100,000.00	CDS CSFPGB2L SELL PROTECTION ON TRANSOCEAN INC 03-20-2012 SWPC701H2	663	892
300,000.00	CDS CSFPGB2L SELL PROTECTION ON BHP FIN USA LTD 12-20-2015 SWPC655J4	2,266	1,062
1,200,000.00	CDS CSFPGB2L SELL PROTECTION ON BP CAP MKTS AMER INC 06-20-2015 SWPC043H	11,392	5,855
300,000.00	CDS CSFPGB2L SELL PROTECTION ON ENSCO INTL INC 03-20-2014 SWPC157L2	-	1,144
800,000.00	CDS CSFPGB2L SELL PROTECTION ON POTASH CORP SASK INC 12-20-2015 SWPC649J3	-	5,551
700,000.00	CDS CSFPGB2L SELL PROTECTION ON ROGERS WIRELESS INC 06-20-2016 SWPC989L6	5,080	7,965
5,000,000.00	CDS CSFPGB2L SELL PROTECTION ON SHELL INTL FIN B V 12-20-2015 SWPC473J4	86,814	48,003
(2,000,000.00)	CDS DEUTGB2L 06-20-2015 SWPC794G2	-	(8,420)
(1,300,000.00)	CDS DEUTGB2L 06-20-2021 SWPC781L6	(53,127)	(89,919)
(400,000.00)	CDS DEUTGB2L 09-20-2012 SWPC723H6	(2,674)	-
(300,000.00)	CDS DEUTGB2L 09-20-2015 SWPC019J5	(1,359)	-
(1,100,000.00)	CDS DEUTGB2L 09-20-2015 SWPC043J5	(3,775)	-
(700,000.00)	CDS DEUTGB2L 09-20-2015 SWPC068J5	(2,054)	-
(100,000.00)	CDS DEUTGB2L 09-20-2016 SWPC399N6	(3,324)	(4,717)
(1,800,000.00)	CDS DEUTGB2L 12-20-2015 SWPC610J8	(1,948)	-
(1,200,000.00)	CDS DEUTGB2L 12-20-2015 SWPC669J8	(20,070)	(27,089)
900,000.00	CDS DEUTGB2L PURC PROTECTION ON CDS_DUMMY_INDEX 06-20-2013 SWPC01E	6,246	-
2,100,000.00	CDS DEUTGB2L SELL PROT ON AUSTRALIA 06-20-2016 SWPC346M2	53,539	26,618
400,000.00	CDS DEUTGB2L SELL PROT ON PETROBRAS INTLFIN C 09-20-2012 SWPC723H6	-	509
300,000.00	CDS DEUTGB2L SELL PROTECTION ON TRANSOCEAN INC 03-20-2012 SWPC702H1	2,228	2,676
300,000.00	CDS DEUTGB2L SELL PROTECTION ON BHP FIN USA LTD 09-20-2015 SWPC019J5	-	1,486
1,100,000.00	CDS DEUTGB2L SELL PROTECTION ON BHP FIN USA LTD 09-20-2015 SWPC043J5	-	5,449
700,000.00	CDS DEUTGB2L SELL PROTECTION ON BHP FIN USA LTD 09-20-2015 SWPC068J5	-	3,468
700,000.00	CDS DEUTGB2L SELL PROTECTION ON GROUPE DANONE 03-20-2016 SWPC549K1	11,669	7,194
2,000,000.00	CDS DEUTGB2L SELL PROTECTION ON JAPAN 06-20-2015 SWPC794G2	38,056	-
1,800,000.00	CDS DEUTGB2L SELL PROTECTION ON POTASH CORP SASK INC 12-20-2015 SWPC610J	-	12,489
200,000.00	CDS DEUTGB2L SELL PROTECTION ON ROGERS WIRELESS INC 06-20-2016 SWPC988L7	1,549	2,276
500,000.00	CDS DEUTGB2L SELL PROTECTION ON UNITED KINGDOM(GOVER 03-20-2016 SWPC4E	6,528	3,677
(1,300,000.00)	CDS GSILGB2X 03-20-2016 SWPC412K5	(52,217)	(91,327)
(1,100,000.00)	CDS GSILGB2X 03-20-2016 SWPC551K6	(42,808)	(77,276)
(450,000.00)	CDS GSILGB2X 06-20-2015 SWPC663G0	-	(1,894)
(2,000,000.00)	CDS GSILGB2X 09-20-2015 SWPC117J6	(643)	(30,036)
(1,000,000.00)	CDS GSILGB2X 09-20-2015 SWPC507G0	-	(6,186)
(300,000.00)	CDS GSILGB2X 09-20-2016 SWPC360N1	(8,832)	(14,150)
(100,000.00)	CDS GSILGB2X 09-20-2016 SWPC397N8	(3,277)	(4,717)
(400,000.00)	CDS GSILGB2X 12-20-2015 SWPC529J8	-	(3,247)
(1,400,000.00)	CDS GSILGB2X 12-20-2015 SWPC571J5	-	(15,020)
2,500,000.00	CDS GSILGB2X SELL PROT ON AUSTRALIA 12-20-2015 SWPC76UJ5	79,842	35,263
200,000.00	CDS GSILGB2X SELL PROTECTION ON BP CAP MKTS AMER INC 06-20-2016 SWPC055M	1,870	57
200,000.00	CDS GSILGB2X SELL PROTECTION ON BP CAP MKTS AMER INC 06-20-2016 SWPC055M	1,976	57
1,400,000.00	CDS GSILGB2X SELL PROTECTION ON CANADIANNAT RES LTD 12-20-2015 SWPC571J5	4,798	-
2,600,000.00	CDS GSILGB2X SELL PROTECTION ON GENERAL ELEC CAP COR 12-20-2011 SWPC641J7	2,279	-
450,000.00	CDS GSILGB2X SELL PROTECTION ON JAPAN 06-20-2015 SWPC663G0	8,373	-
1,000,000.00	CDS GSILGB2X SELL PROTECTION ON JAPAN 09-20-2015 SWPC507G0	14,993	-
400,000.00	CDS GSILGB2X SELL PROTECTION ON JAPAN 12-20-2015 SWPC529J8	9,158	-
5,600,000.00	CDS GSILGB2X SELL PROTECTION ON TOTAL CAPITAL SA 12-20-2015 SWPC476J1	105,738	51,619
(100,000.00)	CDS MRMDUS33 03-20-2016 SWPC468K8	(392)	(1,682)
(300,000.00)	CDS MRMDUS33 03-20-2016 SWPC548K2	-	(2,234)
(300,000.00)	CDS MRMDUS33 06-20-2015 SWPC536G5	-	(3,602)
(300,000.00)	CDS MRMDUS33 06-20-2016 SWPC890L4	(2,089)	(5,951)
(300,000.00)	CDS MRMDUS33 06-20-2016 SWPC890L4	(1,357)	(5,951)
(1,100,000.00)	CDS MRMDUS33 06-20-2021 SWPC987L8	(45,277)	(76,086)
(1,500,000.00)	CDS MRMDUS33 09-20-2015 SWPC181J7	-	(21,118)
300,000.00	CDS MRMDUS33 SELL PROTECTION ON E.ON INTERNATIONAL F 03-20-2016 SWPC54E	3,369	-

300,000.00	CDS MRMDUS33 SELL PROTECTION ON KOREA REP 06-20-2015 SWPC536G5	1,642	-
1,500,000.00	CDS MRMDUS33 SELL PROTECTION ON KOREA REP 09-20-2015 SWPC181J7	878	-
400,000.00	CDS MRMDUS33 SELL PROTECTION ON TESCO 03-20-2016 SWPC550K7	5,281	919
(1,200,000.00)	CDS MSCSUS33 03-20-2012 SWPC704K2	-	(1,606)
(1,400,000.00)	CDS MSCSUS33 03-20-2015 SWPC819F5	(82,669)	(78,565)
(200,000.00)	CDS MSCSUS33 03-20-2016 SWPC465K1	(221)	(2,885)
(5,000,000.00)	CDS MSCSUS33 03-20-2016 SWPC553K4	(11,960)	(140,298)
(1,000,000.00)	CDS MSCSUS33 03-20-2021 SWPC583L6	(105,822)	(140,880)
(600,000.00)	CDS MSCSUS33 06-20-2016 SWPC258M8	(40,735)	(63,702)
(500,000.00)	CDS MSCSUS33 06-20-2016 SWPC713L9	-	(3,470)
(100,000.00)	CDS MSCSUS33 09-20-2012 SWPC869H0	(505)	-
(600,000.00)	CDS MSCSUS33 09-20-2015 SWPC086J3	(1,190)	(9,011)
(100,000.00)	CDS MSCSUS33 09-20-2015 SWPC862H7	(3,061)	(2,560)
(600,000.00)	CDS MSCSUS33 09-20-2016 SWPC366N5	(27,900)	(49,084)
(2,300,000.00)	CDS MSCSUS33 12-20-2014 SWPC913E3	-	(22,461)
(900,000.00)	CDS MSCSUS33 12-20-2015 SWPC593J9	-	(9,656)
(500,000.00)	CDS MSCSUS33 12-20-2015 SWPC760J6	-	(4,059)
100,000.00	CDS MSCSUS33 SELL PROT ON PETROBRAS INTLFIN C 09-20-2012 SWPC869H0	-	127
1,500,000.00	CDS MSCSUS33 SELL PROTECTION ON AES CORP09-20-2016 SWPC117N7	89,984	76,445
900,000.00	CDS MSCSUS33 SELL PROTECTION ON CANADIANNAT RES LTD 12-20-2015 SWPC593J9	3,555	-
500,000.00	CDS MSCSUS33 SELL PROTECTION ON EMIRATE OF ABU DHABI 06-20-2016 SWPC713L	756	-
1,200,000.00	CDS MSCSUS33 SELL PROTECTION ON GAZPROM INTL SA 03-20-2012 SWPC704K2	733	-
500,000.00	CDS MSCSUS33 SELL PROTECTION ON JAPAN 12-20-2015 SWPC760J6	11,498	-
500,000.00	CDS MSCSUS33 SELL PROTECTION ON UNITED KINGDOM(GOVER 06-20-2016 SWPC73.	9,831	2,922
(100,000.00)	CDS RBOSGB2RTCM 09-20-2015 SWPC188J0	(228)	(163)
(100,000.00)	CDS RBOSGB2RTCM 09-20-2016 SWPC362N9	(2,992)	(4,717)
(500,000.00)	CDS RBOSGB2RTCM 12-20-2015 SWPC554J6	-	(4,059)
500,000.00	CDS RBOSGB2RTCM SELL PROTECTION ON JAPAN12-20-2015 SWPC554J6	11,511	-
1,000,000.00	CDS SELL PROT ON AUSTRALIA(COMMONWEAL 09-20-2015 SWPC153J1	27,815	14,478
1,500,000.00	CDS SELL PROTECTION ON GENERAL ELEC CAP COR 12-20-2011 SWPC313J8	2,554	-
1,000,000.00	CDS SELL PROTECTION ON KOREA REP 12-20-2015 SWPC472J5	2,385	-
500,000.00	CDS SELL PROTECTION ON UNITED KINGDOM(GOVER 12-20-2015 SWPC555J5	9,596	4,182
(100,000.00)	CDS UBSWUS33 09-20-2016 SWPC400N3	(3,229)	(4,717)
(850,000.00)	CDS UBSWUS33 12-20-2015 SWPC642J0	(41,378)	(63,234)
2,100,000.00	CHGO ILL TRAN AUTH SALES & TRANSFER T 6.899 DUE 12-01-2040 REG	2,100,000	2,479,869
1,700,000.00	CHICAGO ILL TRAN AUTH SALES TAX RCPTS REV 6.2% 12-01-2040 BEO TAXABLE	1,700,000	1,912,092
1,000,000.00	CYPRESS-FAIRBANKS TEX INDPT SCH DIST 6.629% 02-15-2038 BEO TAXABLE	1,000,000	1,116,220
77,150.00	CYS INVTS INC COM	1,011,205	1,013,751
2,000,000.00	DALLAS TEX AREA RAPID TRAN SALES TAX REV5.022% 12-01-2048 BEO TAXABLE	2,000,000	2,284,260
-	DDR CORP COM	-	-
-	DIGITAL RLTY TR INC COM	-	-
1,300,000.00	EAST BAY CALIF MUN UTIL DIST WTR SYS REV5.874% 06-01-2040 BEO TAXABLE	1,300,000	1,621,334
15,800.00	ENTMNT PPTYS TR COM SH BEN INT	592,425	690,618
-	EQTY RESDNTL EFF 5/15/02	-	-
564,000.00	ESC ADELPHIA COMMUNICATIONS	-	1,692
1,607,000.00	ESC ADELPHIA COMMUNICATIONS BOND IN DEFAULT	-	498,170
725,000.00	ESC ADELPHIA COMMUNICATIONS 7.75% DO 01-13-99 IN DEFAULTED	-	2,175
286,000.00	ESC ADELPHIA COMMUNICATIONS DO 09-20-00 10.875 IN DEFAULTED	-	858
7,000,000.00	FWD CNTRT 04-03-2012 OTC USD ESTRAD 12.02 SW30 10-05-42 MYC OCD001952	818,300	422,626
26,600,000.00	FWD CNTRT 06-18-2012 OTC USD ESTRAD 11.65 SW30 12-20-42 MYC OCD002018	3,098,900	1,645,790
30,200.00	GOVERNMENT PPTYS INCOME TR COM SHS BEN INT COM SHS BEN INT	688,817	681,010
22,500.00	HATTERAS FINL CORP COM REIT	621,198	593,325
(4,000,000.00)	IR FLR USD 215.949%/CPURN CITIUS33 03-12-2020 317513RF8	(34,400)	(26,008)
(8,100,000.00)	IRS 12-21-2021 SWU0397T5	(648,000)	(930,274)
(1,100,000.00)	IRS 12-21-2021 SWU0397T5	(103,664)	(126,334)
(2,600,000.00)	IRS 12-21-2021 SWU0699R4	(216,242)	(293,801)
(9,800,000.00)	IRS 12-21-2021 SWU0772R4	-	(1,107,405)
1,100,000.00	IRS USD 3MLIBOR/6M 3.25% CME_BARCUS 21/12/2021 SWU0397T5	122,265	124,301
1,300,000.00	IRS USD CME_BARCUS 21/12/2021 SWU0397T5	124,410	149,303
9,800,000.00	IRS USD MRMDUS33 21/12/2021 SWU0772R4	105,350	-
2,200,000.00	LOS ANGELES CALIF DEPT WTR & PWR REV 6.166% 07-01-2040 BEO TAXABLE	2,200,000	2,399,782
800,000.00	LOS ANGELES CALIF UNI SCH DIST 6.758% DUE 07-01-2034 BEO TAXABLE	800,000	1,000,936
41,700.00	MEDICAL PPTYS TR INC COM REIT	400,489	411,579
1,000,000.00	METROPOLITAN TRANSN AUTH N Y DEDICATED TAX FD 6.089% 11-15-2040 BEO TAX	1,000,000	1,209,150
8,600,000.00	NEW JERSEY ST TPK AUTH TPK REV 7.102% 01-01-2041 BEO TAXABLE	9,096,230	11,816,228
1,000,000.00	NEW JERSEY ST TRANSN TR FD AUTH 6.875% 12-15-2039 BEO TAXABLE	984,040	1,118,150
1,100,000.00	NEW YORK N Y 6.246% 06-01-2035 BEO TAXABLE	1,100,000	1,224,355
3,300,000.00	NEW YORK N Y CITY MUN WTR FIN AUTH WTR &SWR SYS REV 5% 06-15-2044 BEO	3,451,074	3,551,955
1,000,000.00	NEW YORK N Y CITY MUN WTR FIN AUTH WTR &TAXABLE-2ND 5.79 DUE 6-15-2041	954,300	1,095,790
2,500,000.00	NEW YORK N Y CITY TRANSITIONAL FIN AUTH REV 5.267% 05-01-2027 BEO TAXABLE	2,500,000	3,108,525
2,900,000.00	NY N Y TAXABLE-BUILD AMER BDS-F-1 6.646 DUE 12-01-2031/12-01-2020 BEO	2,900,000	3,390,100
260,000.00	OTC DERIVATIVE CASH COLL RECEIVABLE FROMBK OF AMER	260,000	260,000
40,000.00	OTC DERIVATIVE CASH COLL RECEIVABLE FROMBNP PARIBAS	40,000	40,000
570,000.00	OTC DERIVATIVE CASH COLL RECEIVABLE FROMCITIBANK	570,000	570,000
130,000.00	OTC DERIVATIVE CASH COLL RECEIVABLE FROMDEUTSCHE	130,000	130,000
280,000.00	OTC DERIVATIVE CASH COLL RECEIVABLE FROMGOLDMAN SACHS INTERNATIONAI	280,000	280,000
880,000.00	OTC DERIVATIVE CASH COLL RECEIVABLE FROMHSBC	880,000	880,000

410,000.00	OTC DERIVATIVE CASH COLL RECEIVABLE FROMJP MORGAN CHASE	410,000	410,000
460,000.00	OTC DERIVATIVE CASH COLL RECEIVABLE FROMRBS GREENWICH	460,000	460,000
330,000.00	OTC DERIVATIVE CASH COLL RECEIVABLE FROMUBS	330,000	330,000
360,000.00	OTC DERIVATIVE CASH COLL RECEIVABLE FROMWESTPAC BKG CORP	360,000	360,000
300,000.00	OTC DERIVATIVES CASH COLL RECEIVABLE FROM CSFB	300,000	300,000
29,800,000.00	PR SALES TX FING CORP SALES TA CAP APPREC-SER A DUE 08-01-2054	2,322,507	2,069,610
(26,700,000.00)	PUT SWAPTION USD CHASUS33 6M .8%/3MLIBOREuropean 317U310C1 07-11-2013	(94,518)	(80,687)
(66,200,000.00)	PUT SWAPTION USD MSCSUS33 6M .6%/3MLIBOREuropean 317U269C2 08-13-2012	(138,193)	(150,751)
(53,300,000.00)	PUT SWAPTION USD UBSWUS33 6M .4%/3MLIBOREuropean 317U309C4 08-13-2012	(73,288)	(193,351)
18,200,000.00	PUT SWPTN USD GSCMUS33 6M 1.25%/3MLIBOR European 317U074C7 04-30-2012	69,160	3,984
(289,600,000.00)	PUT SWPTN USD RBOSGB2RTCM .625 / LIBOR EUROPEAN 317U440C4 06-17-2013	(206,340)	(217,808)
(10,000,000.00)	PUT SWPTN USD RBOSGB2RTCM 1.7 / LIBOR EUROPEAN 317U370C8 08-13-2012	(142,750)	(65,632)
900,000.00	SAN DIEGO CNTY CALIF WTR AUTH FING AGY WTR REV 6.138% 05-01-2049 BEO TAX/	900,000	1,149,057
35,500.00	STARWOOD PROPERTY TRUST INC COM REIT	717,218	657,105
2,500,000.00	TEXAS TRANSN COMMN ST HWY FD REV 5.178% 04-01-2030 BEO TAXABLE	2,500,000	2,950,375
1,700,000.00	UNIV CALIF REGTS MED CTR POOLED REV -6.583% 05-15-2049 BEO TAXABLE	1,700,000	2,053,413
-	Swiss franc	-	(433,748)
-	Swiss franc	-	-
-	Swiss franc	-	-
-	Euro	-	-
-	Euro	-	-
-	Euro	-	-
-	Euro	-	-
-	Euro	-	-
-	Euro	-	-
-	British pound sterling	-	-
-	British pound sterling	-	-
-	Japanese yen	-	-
-	Japanese yen	-	-
-	Japanese yen	-	-
-	Japanese yen	-	-
-	Japanese yen	-	-
-	Norwegian krone	-	-
-	Norwegian krone	-	-
-	United States dollar	-	-
-	United States dollar	-	-
-	United States dollar	-	-
-	United States dollar	-	-
	Other Total	86,986,503	94,016,049
(260,000.00)	DOMESTIC MASTER FORWARD COLLATERAL PAYABLE TO:GOLDMAN SACHS	(260,000)	(260,000)
(260,000.00)	FX COLLATERAL PAYABLE TO: CSFB	(260,000)	(260,000)
(90,000.00)	FX COLLATERAL PAYABLE TO: MORGAN STANLEY	(90,000)	(90,000)
(260,000.00)	FX COLLATERAL PAYABLE TO: MORGAN STANLEY	(260,000)	(260,000)
(3,540,000.00)	OTC DERIVATIVE CASH COLL PAY FROM MORGANSTANLEY	(3,540,000)	(3,540,000)
(710,000.00)	OTC DERIVATIVE CASH COLL PAY TO BARCLAYS	(710,000)	(710,000)
(150,000.00)	OTC DERIVATIVE CASH COLL PAY TO DEUTSCHE	(150,000)	(150,000)
(490,000.00)	OTC DERIVATIVE CASH COLL PAY TO GOLDMAN SACHS	(490,000)	(490,000)
(135,000.00)	OTC DERIVATIVE CASH COLLATERAL PAYABLE FROM MORGAN STANLEY	(135,000)	(135,000)
(30,000.00)	OTC DERIVATIVE CASH COLLATERAL PAYABLE FROM MORGAN STANLEY	(30,000)	(30,000)
	Other Liabilities Total	(5,925,000)	(5,925,000)
	Total Investments before selling costs	$ 3,283,581,554	3,332,882,315
	SELLING COSTS		(2,772,000)
	GRAND TOTAL		$ 3,330,110,315

See accompanying independent auditors' report

Schedule H

Schedule of Reportable Transactions for the year ended December 31, 2011

EIN: 20-2923630 Plan No. 001
Form 5500, Schedule H, Part IV, Line 4j

◆5% Report - Part A

Single Transactions in Excess of 5%

Security description / Asset ID	Shares/PAR	Date	Acquisition Price	Disposition Price	Lease Rental	Expenses Incurred	Cost	Current Value on Transaction Date	Net Gain/Loss
Value of Interest in Common/Collective Trusts									
International Region - USD									
MFB NT COLLECTIVE MSCI ACWI EX-US INDEX FUND-NON LENDING	2,232,104.51	20 Dec 11	103.72			0.00	231,513,879.61	231,513,879.61	0.00
United States - USD									
MFB NT COLLECTIVE RUSSELL 1000 INDEX FUN D - NON LENDING	42,846,307.55	28 Nov 11	11.70			0.00	501,087,566.87	501,087,566.87	0.00

NOTE: TRANSACTIONS ARE BASED ON THE 12-31-10 VALUE (INCLUDING ACCRUALS) OF 3,311,278,048.34

◆5% Report - Part A

Single Transactions in Excess of 5%

Security description / Asset ID	Shares/PAR	Date	Acquisition Price	Disposition Price	Lease Rental	Expenses Incurred	Cost	Current Value on Transaction Date	Net Gain/Loss

Please note that this report has been prepared using best available data. This report may also contain information provided by third parties, derived by third parties or derived from third party data and/or data that may have been categorized or otherwise reported based upon client direction - Northern Trust assumes no responsibility for the accuracy, timeliness or completeness of any such information. Northern Trust assumes no responsibility for the consequences of investment decisions made in reliance on information contained in this report. If you have questions regarding third party data or direction as it relates to this report, please contact your Northern Trust relationship team.

IRS CIRCULAR 230 NOTICE: To the extent that this message or any attachment concerns tax matters, it is not intended to be used and cannot be used by a taxpayer for the purpose of avoiding penalties that may be imposed by law. For more information about this notice, see http://www.northerntrust.com/circular230.

NOTE: TRANSACTIONS ARE BASED ON THE 12-31-10 VALUE (INCLUDING ACCRUALS) OF 3,311,278,048.34

◆5% Report - Part D

Series of Transactions with Same Party in Excess of 5%

Security Description / Asset ID	Shares/PAR	Date	Acquisition Price	Disposition Price	Lease Rental	Expenses Incurred	Cost	Current Value on Transaction Date	Net Gain/Loss

THERE ARE NO REPORTABLE TRANSACTIONS

Please note that this report has been prepared using best available data. This report may also contain information provided by third parties, derived by third parties or derived from third party data and/or data that may have been categorized or otherwise reported based upon client direction - Northern Trust assumes no responsibility for the accuracy, timeliness or completeness of any such information. Northern Trust assumes no responsibility for the consequences of investment decisions made in reliance on information contained in this report. If you have questions regarding third party data or direction as it relates to this report, please contact your Northern Trust relationship team.

IRS CIRCULAR 230 NOTICE: To the extent that this message or any attachment concerns tax matters, it is not intended to be used and cannot be used by a taxpayer for the purpose of avoiding penalties that may be imposed by law. For more information about this notice, see http://www.northerntrust.com/circular230.

NOTE: TRANSACTIONS ARE BASED ON THE 2010-12-31 VALUE (INCLUDING ACCRUALS) OF 3,311,278,048.34

Schedule III

Schedule of Nonexempt Transactions for the year ended December 31, 2011

EIN: 20-2923630 Plan No. 001
Form 5500, Schedule G, Part III

Party Involved	Relationship to Plan	Description of Transaction	Cost of Asset	Current Value of Asset	Net Gain on Each Transaction
CenturyLink, Inc.	Employer	Plan assets were inadvertently used to pay distributions for another company sponsored plan and inadvertently pay a service provider twice.	$ 8,583	$ 11,427	$ 2,844

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26 – Schedule of Active Participant Data

Number and average plan compensation limited by IRC §401(a)(17) distributed by attained age and attained years of credited service[1]

Attained Age	Attained Years of Credited Service and Number and Average Compensation/Salary (limited)[1]													
	0	1	2	3	4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & Over	Total
Under 25	1	48	33	25	28	9	0	0	0	0	0	0	0	144
		24,938	27,442	27,091	45,054									30,313
25-29	6	76	96	87	131	100	9	0	0	0	0	0	0	505
		26,801	32,193	33,814	40,536	41,073								35,982
30-34	2	98	82	91	174	387	211	3	0	0	0	0	0	1,048
		31,455	39,478	44,548	48,234	47,779	57,235							47,329
35-39	7	72	85	87	161	343	524	101	5	0	0	0	0	1,385
		34,375	41,307	46,825	52,512	53,208	59,867	61,705						54,132
40-44	9	54	55	60	142	267	485	269	139	6	0	0	0	1,486
		38,834	46,574	51,942	54,539	53,276	63,225	65,338	63,698					58,974
45-49	5	44	41	54	97	192	380	230	308	140	50	0	0	1,541
		38,025	55,094	53,405	52,523	55,266	62,286	65,707	69,118	66,861	57,106			61,709
50-54	3	36	37	42	81	169	328	210	302	252	626	75	0	2,161
		33,005	41,300	55,079	55,097	56,292	59,144	63,814	69,455	70,627	62,180	61,414		62,122
55-59	5	26	22	28	49	83	220	132	204	159	510	886	135	2,459
		38,628	45,971	48,287	54,412	53,712	59,490	59,801	63,553	64,130	62,617	60,507	58,211	60,310
60-64	0	5	10	11	38	73	125	58	117	89	188	473	479	1,666
					53,038	52,908	58,193	59,344	58,406	58,356	62,220	60,381	59,541	59,192
65-69	0	3	0	1	3	18	22	7	15	9	16	23	62	179
							66,708					66,066	57,877	60,165
70 & over	0	1	1	0	0	1	3	2	2	0	1	1	4	16
Total	38	463	462	486	904	1,642	2,307	1,012	1,092	655	1,391	1,458	680	12,590
	48,892	32,465	40,176	45,429	50,407	51,691	60,524	63,562	66,130	66,442	62,088	60,596	59,114	57,393
Average: Age	49	Number of Participants:				Fully vested			10,247		Males	8,430		
Service	19					Partially vested			0		Females	4,160		

Census data as of January 1, 2011

[1] Ages and service totals for purposes of determining category are based on exact (not rounded) values.

Appendix A

Statement of actuarial assumptions and methods

Interest rate basis:

• Applicable month	September
• Yield curve basis	3-Segment Rates

Interest rates:

• First segment rate	3.78%
• Second segment rate	6.31%
• Third segment rate	6.57%
• Effective interest rate	6.25%

Lump Sum Conversion Rate

For funding and ASC 960 purposes, the same 3-segment rates as defined above.

Plan Sponsor

EMBARQ Corporation

EIN/PN

20-2923630/001

Assumed Cost of Living Adjustments

None.

Inclusion Date

The valuation date coincident with or next following the date on which the employee becomes a participant.

SCHEDULE SB ATTACHMENTS, Part V – Summary of Plan Provisions

Plan-related Expenses

Plan-related expenses are derived by considering the expenses paid from the trust in the previous two years. Anticipated PBGC premiums for the current plan year are added to this amount. For this valuation, plan related expenses are estimated to be $8,060,000. No investment related expenses are included in this estimate.

Mortality

For all participants: The prescribed mortality assumption under IRC §430(h)(3)(A) using static tables with separate mortality rates for annuitants and non-annuitants.

Retirement

For purposes of determining the Funding Target and Target Normal Cost (both disregarding at-risk assumptions), participants are assumed to retire at the later of age 65 and 5 years of service, with early retirement as follows:

Annual Rate of Early Retirement[2]				
	Telephone Companies		Others	
Age	Males	Females	Males	Females
55	1.00%	3.00%	1.00%	1.50%
56	1.00	3.00	1.00	1.50
57	1.00	3.00	1.00	1.50
58	2.00	3.00	2.00	1.50
59	2.00	5.00	1.00	2.50
60	5.00	7.00	3.00	3.50
61	7.00	10.00	5.00	5.00
62	12.00	15.00	10.00	10.00
63	12.00	15.00	10.00	10.00
64	20.00	20.00	15.00	15.00
65	40.00	40.00	30.00	30.00
66	40.00	40.00	30.00	30.00
67	40.00	40.00	30.00	30.00
68	100.00	100.00	100.00	100.00

[2] It is assumed that participants who retire are not eligible for the Special Early Retirement Allowance.

Disability Rates (per 100 employees)

The rates at which participants become disabled by age and gender are shown below:

Annual Rate of In-Service Disability		
Age	Males	Females
25	.03%	.05%
30	.03	.05
35	.03	.05
40	.05	.08
45	.10	.20
50	.19	.27
55	.33	.31
60	.59	.54
64	.80	.72

Disabled Mortality

Same as for healthy participants.

Compensation Increases

Not applicable.

Future Increases in Social Security

Not applicable.

Future Increases in Maximum Benefits and Plan Compensation Limitations

Not applicable.

SCHEDULE SB ATTACHMENTS, Part V – Summary of Plan Provisions

Representative Termination Rates (per 100 employees) not Due to Disability, Retirement or Mortality

Annual Rate of Withdrawal Prior to Eligibility for Early Retirement				
	Telephone Companies[3]		Others[1]	
Age	Males	Females	Males	Females
25	4.00%	6.50%	7.50%	8.50%
30	4.00	6.50	7.50	8.50
35	4.00	6.50	7.50	7.00
40	4.00	6.50	5.00	7.00
45	4.00	6.50	5.00	7.00
50	4.00	6.50	5.00	7.00
55	4.00	6.50	5.00	7.00
60	4.00	6.50	5.00	7.00
64	4.00	6.50	5.00	7.00

Form of Payment

Participants are assumed to elect the normal form. For participants eligible to receive a GTE or US Sprint benefit, it is assumed that 100% elect a lump sum. The interest rates for the actuarial equivalence conversion are the same as the rates used for calculating the target liabilities.

Marriage

For purposes of valuing the pre-retirement surviving spouse's benefit, 80% of eligible participants are assumed to be married and male spouses are assumed to be 3 years older than female spouses.

Employees

It was assumed there will be no new or rehired employees. The probability of plan shutdown or job elimination is assumed to be negligible. No non-represented employees will become new participants after December 31, 2010.

Plan Compensation

No remuneration after December 31, 2010 is considered in determining a non-represented participant's compensation.

[3] Withdrawal rates shown are adjusted during the first nine years of employment to reflect higher turnover.

SCHEDULE SB ATTACHMENTS, Part V – Summary of Plan Provisions

Asset Method

Average of fair market value of assets on the valuation date and the two immediately preceding valuation dates, adjusted for contributions, benefit payments, administrative expenses and expected earnings (with such expected earnings limited as described in IRS Notice 200922). The average asset value must be within 10% of market value, including discounted receivable contributions (discounted using the effective interest rate for the 2010 plan year).

Participant Data

Employee data was supplied by CenturyLink as of the valuation date. Data on persons receiving benefits was supplied by CenturyLink. Data on other participants was supplied by CenturyLink.

Tax Policy

The actuarial valuation performed for the plan year ending December 31, 2011 is used to determine the maximum deductible contribution for the tax year ending December 31, 2011.

Benefits not Included in Valuation

None. Note that for the purpose of valuing the Special Early Retirement Benefits, the probability of permanent shutdown or job elimination without offer of other employment is assumed to be zero.

PBGC Premium Funding Target

The Alternative Premium Funding Target, elected in 2009, was determined using the assumptions described above.

Unpredictable Contingent Event Benefits

As communicated by CenturyLink, it is assumed, as of the beginning of the plan year, that the probability of any significant corporate layoff or plant shutdowns was 0%.

Changes in Assumptions and Methods Since Last Actuarial Valuation

Other than the prescribed changes in interest rates and mortality, the following change in assumptions was made as part of this valuation:

- The discount rate used for ASC 960 plan accounting has been lowered from 8.50% to 8.00% to reflect the decrease in CenturyLink's long-term expectation of return on plan assets.

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 01/01/2011 and ending 12/31/2011

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
EMBARQ RETIREMENT PENSION PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 05/17/2006

2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan)

EMBARQ CORPORATION

C/O CENTURYLINK - FINANCE DEPT
100 CENTURY LINK DR.
MONROE LA 71203

2b Employer Identification Number (EIN) 20-2923630

2c Sponsor's telephone number 360-905-6960

2d Business code (see instructions) 517000

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		10/15/12	Marina Pearson
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE		10/15/12	Marina Pearson
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
ADMINISTRATIVE COMMITTEE

805 BROADWAY
8TH FLOOR
VANCOUVER WA 98660

3b Administrator's EIN
20-2923630

3c Administrator's telephone number
360-905-6960

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:
a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	48056
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**	12096
b	Retired or separated participants receiving benefits	**6b**	20761
c	Other retired or separated participants entitled to future benefits	**6c**	13323
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	46180
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	2205
f	Total. Add lines **6d** and **6e**	**6f**	48385
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	245
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
1A 1G 3H

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

9a Plan funding arrangement (check all that apply)

(1)	X	Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	X	Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

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

a Pension Schedules

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

b General Schedules

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

5500 Schedule H, Line 4j

Schedule of Reportable Transactions

See Supplemental Schedules (Schedule II) attached to Accountant's Opinion

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

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

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

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

A Name of plan
EMBARQ RETIREMENT PENSION PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
EMBARQ CORPORATION

D Employer Identification Number (EIN)
20-2923630

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1 Enter the valuation date: Month 01 Day 01 Year 2011

2	Assets:			
	a Market value		2a	3407000949
	b Actuarial value		2b	3139539443
3	Funding target/participant count breakdown:		(1) Number of participants	(2) Funding Target
	a For retired participants and beneficiaries receiving payment	3a	22055	2391431418
	b For terminated vested participants	3b	13411	410470643
	c For active participants:			
	(1) Non-vested benefits	3c(1)		41258616
	(2) Vested benefits	3c(2)		903550743
	(3) Total active	3c(3)	12590	944809359
	d Total	3d	48056	3746711420
4	If the plan is in at-risk status, check the box and complete lines (a) and (b) [ ]			
	a Funding target disregarding prescribed at-risk assumptions		4a	
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor		4b	
5	Effective interest rate		5	6.25%
6	Target normal cost		6	23223210

Statement by Enrolled Actuary

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

SIGN HERE Denise Patterson 10/5/2012

Signature of actuary — Date: 10/05/2012

Denise Patterson

Type or print name of actuary — Most recent enrollment number: 1104167

Towers Watson Delaware Inc. — Telephone number (including area code): 312-525-2500

Firm name

191 North Wacker Drive

Chicago IL 60606

Address of the firm

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

Part II Beginning of year carryover and prefunding balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	449239038	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	45102579	0
9	Amount remaining (line 7 minus line 8)	404136459	0
10	Interest on line 9 using prior year's actual return of 15.00%	60620469	
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38 from prior year)		92605
	b Interest on (a) using prior year's effective rate of 6.66% except as otherwise provided (see instructions)		13891
	c Total available at beginning of current plan year to add to prefunding balance		106496
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	360053736	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	104703192	0

Part III Funding percentages

14	Funding target attainment percentage	14	81.00%
15	Adjusted funding target attainment percentage	15	81.00%
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	94.32%
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
12/28/2011	164000000	0			
			Totals ► 18(b)	164000000	18(c) 0

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
	a Contributions allocated toward unpaid minimum required contributions from prior years	19a	0
	b Contributions made to avoid restrictions adjusted to valuation date	19b	0
	c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	154430941

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

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

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

Liquidity shortfall as of end of quarter of this plan year

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

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

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	☐ N/A, full yield curve used
3.78%	6.31%	6.57%	

b Applicable month (enter code)	21b	4
22 Weighted average retirement age	22	64

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment	☐ Yes	☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment	☒ Yes	☐ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment	☒ Yes	☐ No

27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment	27	

Part VII Reconciliation of unpaid minimum required contributions for prior years

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

Part VIII Minimum required contribution for current year

31 Target normal cost and excess assets (see instructions):

a Target normal cost (line 6)	31a	23223210
b Excess assets, if applicable, but not greater than 31a	31b	0

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	711875169	126855518
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	0
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	34	150078728

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	97906748	0	97906748

36 Additional cash requirement (line 34 minus line 35)	36	52171980
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	154430941
38 Present value of excess contributions for current year (see instructions)		
a Total (excess, if any, of line 37 over line 36)	38a	102258961
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	97906748
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0
40 Unpaid minimum required contributions for all years	40	0

Part IX Pension funding relief under Pension Relief Act of 2010 (see instructions)

41 If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule:

a Schedule elected ☐ 2 plus 7 years ☐ 15 years

b Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011

42 Amount of acceleration adjustment	42	
43 Excess installment acceleration amount to be carried over to future plan years	43	

SCHEDULE SB ATTACHMENTS

Statement by Enrolled Actuary

Plan Sponsor	Embarq Corporation
EIN/PN	20-2923630/001
Plan Name	Embarq Retirement Pension Plan
Valuation Date	January 1, 2011
Enrolled Actuary	Denise Patterson
Enrollment Number	11-04167

The actuarial assumptions that are not mandated by IRC § 430 and regulations, represent the enrolled actuary's best estimate of anticipated experience under the plan, subject to the following conditions:

The actuarial valuation, on which the information in this Schedule SB is based, has been prepared in reliance upon the employee and financial data furnished by the plan administrator and the trustee. The enrolled actuary has not made a rigorous check of the accuracy of this information but has accepted it after reviewing it and concluding it is reasonable in relation to similar information furnished in previous years. The amounts of contributions and dates paid shown in Item 18 of Schedule SB were listed in reliance on information provided by the plan administrator and/or trustee.

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 22
Description of Weighted Average Retirement Age
as of January 1, 2011

See Appendix A for retirement rates. The average retirement age for Line 22 was calculated by determining the average age at retirement for those current active participants expected to reach retirement, based on all current decrements assumed.

	Telephone Companies	Others	Total
Avg. Retirement Age	63.50	64.56	N / A
Counts	3,800	8,790	12,590
Weighted Retirement Age	N / A	N / A	64.24

Weighted Average Retirement Age: 64

Appendix B

Summary of principal plan provisions

Plan Sponsor

EMBARQ Corporation

Plan

Embarq Retirement Pension Plan

Effective Date and Most Recent Amendment

The plan was originally effective May 18, 2006 and most recently amended January 1, 2011.

Plan Year

The twelve-month period ending December 31, 2010.

Coverage and Participation

All regular employees of participating companies are covered by the Plan upon meeting the membership eligibility requirements below.

Membership continues in this Plan if an employee was a member of the Sprint Retirement Pension Plan on May 17, 2006. The effective date of the Plan is May 18, 2006. Former members of the United System Employee Retirement Plan and US Sprint Communications Company Pension Plan became participants on December 31, 1989. Former Centel employees became participants on December 31, 1993. Otherwise, effective May 18, 2006, an employee becomes a member on the first day of the calendar month coincident with or next following the date he completes one year of continuous service. Part-time employees must work 1,000 hours and 12 consecutive months to become members.

The Plan has been frozen to non-represented employees hired after December 31, 2010.

“Former Centel Union Employees” become participants in the plan on the date on which they become employees.

SCHEDULE SB ATTACHMENTS, Part V – Summary of Plan Provisions

Definitions

Continuous Service *means all service rendered as an employee prior to the later of his normal retirement date or date of termination of employment. Continuous service is measured in nearest full years for non-union employees, and measured in hours of service for union employees.*

Credited Service *means all service rendered as an employee prior to the later of his normal retirement date or date of termination of employment. Credited service is measured in years and months for non-union employees and measured in hours of service for union employees.*

Compensation *means regular remuneration plus commissions and, effective December 31, 1993, incentive pay payable under defined incentive pay programs including any pre-tax elective deferrals under the savings plans.*

Average pre-1990 Compensation *means the average annual compensation of an employee during the last sixty consecutive months before January 1, 1990, with compensation defined as of that date.*

Average pre-1994 Compensation *means the average annual compensation of an employee during the last sixty consecutive months before January 1, 1994.*

Average Final Compensation *means the average annual compensation of an employee, during the 60 consecutive months out of the last 120 months in which he was actually working, but no later than December 31, 1999, affording the highest such average.*

Commencement Date *means the date at which a provision of the Plan becomes effective with respect to a specific group of employees.*

New Covered Compensation *means the average of the taxable wage bases in effect under Title II of the Federal Social Security Act for each year during the 35-year period ending with the year the employee attains Social Security Retirement Age (or the year before Social Security Retirement Age if before 1995), assuming no increase in the taxable wage base after the calendar year of his termination of employment or retirement date.*

Covered Compensation *means the average of the taxable wage bases in effect under Title II of the Federal Social Security Act prior to the 1977 amendments for each year with respect to which benefits would be calculated for a male employee attaining age 65 assuming no increase in the taxable wage base after the calendar year of his termination of employment or retirement date.*

Social Security Integration Level *means, based on the calendar year of retirement or termination, the average of the taxable wage bases under Title II of the Federal Social Security Act for an employee attaining Social Security Retirement Age in that calendar year.*

United Transferred Employee *means an employee who transferred from United Telecom to US Sprint Communications Company after June 30, 1986 and prior to January 1, 1990.*

GTE Transferred Employee *means an employee who transferred from GTE Corporation to US Sprint Communications Company after June 30, 1986 and prior to January 1, 1990.*

Former Centel Non-Union Employee *means an employee who was a member of the Centel Retirement Pension Plan prior to January 1, 1994 who was not covered by a collective bargaining agreement.*

Former Centel Union Employee *means an employee who was a member of a collective bargaining unit as described in the Centel Union Plan.*

Centel Career Average Compensation *means average monthly compensation for the period beginning January 1, 1985 and ending on December 31, 1993.*

Centel Average Final Compensation *means average monthly compensation during the 60 consecutive months in which the employee received the greatest amount of Compensation during the 180-month period ending December 31, 1989.*

Normal Retirement Benefit

Normal Retirement Date: The later of (a) the first of the month coinciding with or following the member attaining age 65, (b) his completion of five years of continuous service or, if earlier, the fifth anniversary of the time he became a member, provided he is employed by the company at that time.

Benefit Formula: Union benefits are applicable under certain collectively bargained agreements to members represented by such agreements; otherwise, non-union benefits are applicable. The Plan specifies procedures to follow in determining the applicable benefit for members who transfer from one status to another.

Amount of Non-Union Benefit: A member's annual normal retirement allowance is equal to the greater of (a) or (b) as follows:

(a) (i) the sum of 1.5% times compensation for each year of credited service after December 31, 1989, plus

(ii) the product of

(1) 1.5% of the member's average pre-1990 compensation, and

(2) credited service through December 31, 1989.

(b) (i) the sum of 1.5% times compensation for each year of credited service after December 31, 1993, plus

(ii) the product of

(1) 1.5% of the member's average pre-1994 compensation, and

(2) credited service through December 31, 1993.

The accrued Non-Union Benefit is frozen as of December 31, 2010

Amount of Union Benefit: A member's annual normal retirement allowance is equal to the applicable monthly benefit unit per year of service for a member age 65 multiplied by his credited service multiplied by 12. The monthly benefit unit, specified in the collective bargaining agreement, varies by wage schedule.

Normal Form of Benefit

If the member is not married on his date of retirement, the benefit is payable for life, with no benefit payable upon his death.

If the member is married on his date of retirement, the normal form of benefit is an actuarially reduced benefit payable for his life, with the provision that after his death an allowance at one-half the rate of his reduced allowance will be continued during the life of and paid to his spouse if she survives him. The reduced allowance is determined in such a way that the total benefit is of equivalent value to the annuity described above for an unmarried member.

If the value of the equivalent actuarial benefit is less than $1,000, the plan will make a single lump sum payment.

Early Retirement Benefit

Eligibility: Any member who has reached age 55 may retire on an early retirement allowance provided he has completed ten years of continuous service.

Benefit: Amount of Non-Union Benefit – A member's annual early retirement allowance is equal to the greater of (a) or (b) as follows:

(a) (i) the sum of 1.5% times compensation for each year of credited service after December 31, 1989, plus

(ii) the product of

(1) 1.5% of the member's average pre-1990 compensation, and

(2) credited service through December 31, 1989.

(b) (i) the sum of 1.5% times compensation for each year of credited service after December 31, 1993, plus

(ii) the product of

(1) 1.5% of the member's average pre-1994 compensation, and

(2) credited service through December 31, 1993.

The accrued Non-Union Benefit is frozen as of December 31, 2010.

Such benefit is reduced by 5/12 of 1% for each month by which his retirement date precedes his normal retirement date. For calendar years from 1986 to 2000, a table of enhanced early retirement reduction factors applies to employees retiring at or after age 60.

Amount of Union Benefit: A member's annual early retirement allowance is equal to the applicable monthly benefit per year of service, based on his age at retirement, multiplied by his credited service multiplied by 12. The applicable monthly benefit unit per year of service includes a reduction for early commencement.

Special Early Retirement Benefit

Eligibility: Any member whose age last birthday and credited service total 75 may retire on a special early retirement allowance provided:

i. his continuous service is broken by reason of a permanent shutdown of a plant, site, installation or department thereof, or

ii. he is unfit mentally or physically to perform his duties in a satisfactory manner, or

iii. his job no longer exists due to any cause and he is not offered other employment by the Company.

Benefit: Amount of Non-Union Benefit – The annual special early retirement allowance is equal to the early retirement non-union allowance prior to reduction for early payment reduced by 5/24 of 1% for each month by which the retirement date precedes the normal retirement date. The minimum special early retirement allowance is equal to the minimum early retirement allowance.

Amount of Union Benefit: The annual special early retirement allowance is equal to the applicable monthly benefit unit per year of service for a member age 65 on the date of retirement multiplied by his credited service multiplied by 12, reduced by 5/24 of 1% for each month by which the retirement date precedes his normal retirement date.

Disability Retirement Benefit

Eligibility: A member who has completed ten years of continuous service, who qualifies for a Social Security disability benefit and who is found to be totally and permanently disabled may be retired on a disability retirement allowance.

Benefit: Amount of Non-Union Benefit – The annual disability retirement allowance payable upon retirement at the disability retirement date is equal to the annual early retirement non-union allowance prior to reduction for early payment.

Amount of Union Benefit: The annual disability retirement allowance payable upon retirement at the disability retirement date is equal to the annual normal retirement union allowance determined as if the member were age 65 on his termination of employment.

Vested Benefits Upon Termination of Service

Vesting: Five years of continuous service.

Termination of Benefit: Amount of Non-Union Benefit – A member's deferred vested retirement allowance equals the greater of (a) or (b) as follows:

(a) (i) the sum of 1.5% times compensation for each year of credited service after December 31, 1989, plus

(ii) the product of

(1) 1.5% of the member's average pre-1990 compensation as of December 31, 1989, and

(2) credited service through December 31, 1989.

(b) (i) the sum of 1.5% times compensation for each year of credited service after December 31, 1993, plus

(ii) the product of

(1) 1.5% of the member's average pre-1994 compensation, and

(2) credited service through December 31, 1993.

The accrued Non-Union Benefit is frozen as of December 31, 2010.

A member who terminates before his 55th birthday with ten years of continuous service may elect to receive a deferred vested retirement allowance upon attaining age 55 of equivalent actuarial value to the benefit described above.

Amount of Union Benefit: The annual deferred vested retirement allowance commencing at age 65 is equal to the applicable monthly benefit unit per year of service for a member age 65 on the date of retirement multiplied by 12. A member who terminates before his 55th birthday with ten years of continuous service may elect to receive a deferred vested retirement allowance upon attaining age 55 of equivalent actuarial value to the benefit described above.

Death Benefits

Eligibility: The surviving spouse of a member who dies after January 1, 1985 will be entitled to a benefit under the following conditions:

a. The member and his spouse had been married for at least a year at the date of death; and

b. The member was an active employee and had at least five years of continuous service at his date of death, or the member was a terminated vested member.

Benefit: Amount of Non-Union Benefit – In the event of an active member's death before retirement, the spouse's allowance is equal to the benefit which the spouse would have been paid had the member retired on an early retirement non-union allowance with the 50% joint and survivor form of benefit on the first day of the month preceding his date of death. If the active member had not yet attained age 55, the reductions for early commencement and joint and survivor form of payment shall be those which would have applied at age 55.

In the event of a terminated vested employee's death before commencement of benefits, the spouse's allowance, payable at the date the employee would have been age 55 or the date of death if later, is equal to 50% of the 50% joint and survivor deferred vested benefit with actuarial reduction for early commencement and the joint and survivor form of payment based on the date payments commence.

Amount of Union Benefit: In the event of the active member's death before commencement of benefits, the spouse's allowance is equal to the benefit which would have been payable had the member retired on an early retirement union allowance with the 50% joint and survivor form of benefit on the first day of the month preceding his date of death. If the active member had not yet attained age 55, the monthly benefit unit per year of service and the joint and survivor factor shall be those which would have applied at age 55.

In the event of a terminated vested employee’s death, before commencement of benefits, the spouse's allowance, payable at the date the employee would have been age 55 or the date of death if later, is equal to 50% of the 50% joint and survivor deferred vested benefit with actuarial reduction for early commencement and the joint and survivor form of payment based on the date payments commence.

Minimum Benefits From Predecessor Plans (United, US Sprint, GTE, and Centel) for Certain Active Members

United Plan Member or United Transferred Employee on December 31, 1989: The minimum benefit for a non-union member equals:

(i) 1.2% of his average final compensation multiplied by his credited service prior to January 1, 2000,

plus

(ii) 35% of his average final compensation in excess of new covered compensation, multiplied by credited service prior to January 1, 2000, or if a member prior to January 1, 1987, and if greater, .25% of his average final compensation in excess of covered compensation multiplied by the lesser of the number of years of credited service he would have had at normal retirement (if he terminated prior to normal retirement) or 15, further multiplied by the ratio of his credited service prior to January 1, 2000 to the number of years of credited service he would have had at normal retirement.

Reductions for early commencement and forms of benefits other than life only are the same as indicated above. An additional minimum applies if a member is age 60 or over, and eligible for early or special early retirement. This minimum benefit is equal to 1% of the member's average final compensation multiplied by his credited service prior to January 1, 2000.

This benefit calculation is frozen as of December 31, 1999.

US Sprint Communications Company Pension Plan Member on December 31, 1989

The minimum benefit equals the accrued benefit under the US Sprint Plan as of December 31, 1989. Reductions for early commencement and forms of benefit other than life are based on the factors in the US Sprint Plan and the age at benefit commencement.

GTE Transferred Employee on December 31, 1989

The GTE minimum benefit equals the greater of (i) or (ii) as follows:

(i) 1.35% times average final compensation prior to July 1, 1996 times credited service prior to July 1, 1996, or

(ii) credited service prior to July 1, 1996 multiplied by the sum of (1) and (2):

(1) 1.15% times average final compensation prior to July 1, 1996 and below the Social Security Integration Level plus,

(2) 1.45% times such average final compensation above the Social Security Integration Level.

Reductions for early commencement are based on the following schedule if the member's age and service equal at least 76 (provided the member has at least 15 years of credited service):

Age	Reduction
49 or younger	18%
50 – 54	1/4% per month from age 55
55 or older	0%

Reductions for alternate forms of benefits are based on the factors in the US Sprint Communications Company Pension Plan.

Former Centel Non-Union Employee

The Centel minimum benefit equals the sum of (i) and (ii) as follows:

(i) 1.7% times Centel Career Average Compensation times credited service on or after January 1, 1985 and prior to January 1, 1994.

(ii) the sum of (1) and (2) as follows:

(1) 1.125% times the portion of Centel Average Final Compensation that is not in excess of $750, all multiplied by credited service as of December 31, 1984.

(2) 1.5% times the portion of Centel Average Final Compensation that exceeds $750, all multiplied by credited service as of December 31, 1984.

Certain employees will be eligible for additional minimum benefits due to service as an IBEW Business Manager, service with the Centel Telephone Company of Ohio, or participation in prior Centel plans.

For employees retiring at age 55 or later, these benefits are unreduced for commencement at ages 60 and later and reduced by .3% for each month by which benefit commencement precedes age 60.

Former Centel Union Employee

The Centel minimum benefit equals credited service times the dollar amount for the applicable pension band under the Centel Union Plan.

Certain employees will be eligible for additional minimum benefits due to service as an IBEW Business Manager or participation in prior Centel plans.

Benefits commencing before age 65 will be reduced by 5/12% for each month by which benefit commencement precedes age 65. However, for employees with 30 or more years of service, benefits are unreduced for commencement at ages 60 and later.

Effective January 1, 2000, certain Centel unions have frozen the benefits, which are payable unreduced upon retirement for employees with 30 or more years of service and age 60 and older. Shown below are the affected unions and the date as of which the benefit level for unreduced retirement is frozen.

Union	Freeze Date
CWA 2277	May 16, 1999
CWA 3672	May 26, 1999
IBEW 1181	March 16, 1997
IBEW 1537	February 11, 2000
CWA 6174	September 30, 1998
CWA 1496 (Commercial)	March 28, 2003
CWA 1496 (Plant)	March 1, 1997 (new employees)

Maximum Benefits

The maximum pension is subject to the conditions of IRC Section 415, payable as a qualified joint and survivor benefit in the case of retirement at the social security retirement age. It is actuarially increased if retirement occurs later and actuarially reduced if retirement occurs earlier. Additional limitations apply if the member has less than ten years of participation and if contributions were made under any defined contribution plan in which the member participates.

SCHEDULE SB ATTACHMENTS, Part V – Summary of Plan Provisions

Optional Forms

A member may elect to convert his benefit, at least 90 days prior to the due date of the first payment of his retirement allowance, into any one of several benefits of equivalent actuarial value to the benefit payable to an unmarried member.

Appendix Amendments

The benefits of several predecessor plans are provided under appendix amendments. These benefits are restricted to members who were covered under the predecessor plans.

Assets and liabilities associated with the former Wintel Group, Quincy Telephone Company, United Business Communications, Inc., Unitel, Calma Company, Information Systems of America, Uniwatch, Inc., United Computing International, Inc., United Communications Systems, Inc. and United Transmission, Inc. are included with those for United Telecommunications, Inc. In each case, liabilities are limited to the frozen Plan benefits accrued at the time each company ceased to participate in the Plan. Such frozen benefits have been estimated in certain cases.

The valuation reflects minimum benefits for employees of Carolina Telegraph and Telephone Company as of July 1, 1975 as guaranteed under Appendix P and for employees of Florida Telephone Corporation as of March 1, 1974 as guaranteed under Appendix W and minimum benefits for employees who have Winter Park or On-Line account balances under Appendix Z or BB. The accrued Non-Union Benefits under all Appendices are frozen as of December 31, 2010.

Cost-of-Living Adjustment on April 1, 1994

Retirement allowances for all members who retired on or before December 31, 1992 were increased effective April 1, 1994, by the greater of (a) or (b):

(a) The product of

  (i) 2.1% of monthly benefit, and

  (ii) the aggregate number of years (or part thereof) from July 1, 1986 through December 31, 1992 during which the member was receiving benefits.

(b) $10 per month.

Plan Participant's Contributions

None. All contributions required to support the Plan are made by the Company.

SCHEDULE SB ATTACHMENTS, Part V – Summary of Plan Provisions

Changes in Plan Provisions since Last Actuarial Valuation

The valuation reflects negotiated benefit increases effective on or before December 31, 2010, as well as the increases in the maximum benefit and pensionable earnings limits.

The accrued benefit for non-represented employees is frozen as of December 31, 2010. The plan is frozen to non-represented employees hired after December 31, 2010.

5500 Schedule H, Line 4i

Schedule of Assets (Held at End of Year)

See Supplemental Schedules (Schedule I) attached to Accountant’s Opinion

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 11
Explanation of Adjustment for Excess Contributions under Special Final Rule

Line 11a has been adjusted to reflect the addition of credit balances used during the year and subsequently replenished due to cash contributions.

Line 11b has been adjusted to reflect interest on the replenished balance at the actual return of 15.00%.

2010 Schedule SB Line 38	$	92,605
Excess contributions at beginning of prior year with regard to the 2010 minimum required contribution		0
Interest earned on excess at prior year effective rate of 6.66%		0
Excess contribution amount solely because an election was made to offset the minimum required contribution for 2010 with funding standard carryover balance		92,605
Interest earned on replenished credit balance at prior year actual return on assets of 15.00%		13,891
Total amount available to be added to the prefunding balance	$	106,496

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 32
Schedule of Amortization Bases
as of January 1, 2011

	Type of Base	Date Established	Initial Amount	Remaining Amortization Period (Years)	Outstanding Balance	Amortization Payment
1	Shortfall	01/01/2011	252,080,228	7	252,080,228	41,474,616
2	Shortfall	01/01/2010	507,337,591	6	459,794,941	85,380,902
Total					711,875,169	126,855,518

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 25
Change in Method

The valuation software used to produce the actuarial information submitted on this schedule has been changed and refined to reflect evolving understanding of PPA requirements, and such modifications may be considered to be a method change. The percentage changes in funding target, target normal cost and plan assets due to the refinements in the software are each less than 2% (disregarding the effects of any changes that are automatically approved under final IRC 430 regulations), and the modifications to the software were designed to produce results no less accurate than the results produced by the software prior to the change. Therefore the change in funding method due to a change in valuation software receives automatic approval under IRS Announcement 2010-3.