

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2012 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>RETIREMENT PLAN FOR EMPLOYEES OF JAMESON HEALTH SYSTEM INC.</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>07/01/1968</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>07/01/1968</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>07/01/1968</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>JAMESON HEALTH SYSTEM INC.</u> <u>1211 WILMINGTON AVENUE</u> <u>NEW CASTLE, PA 16105-2516</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>25-1536036</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>724-658-9001</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>622000</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>25-1536036</u>	2c Sponsor's telephone number <u>724-658-9001</u>	2d Business code (see instructions) <u>622000</u>	
2b Employer Identification Number (EIN) <u>25-1536036</u>					
2c Sponsor's telephone number <u>724-658-9001</u>					
2d Business code (see instructions) <u>622000</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	<u>10/02/2013</u> Date	<u>NEIL CHESSIN</u> 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
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address HUMAN RESOURCE COMMITTEE 1211 WILMINGTON AVENUE NEW CASTLE, PA 16105-2516		3b Administrator's EIN 25-1637970 3c Administrator's telephone number 724-658-9001
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 1492
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..... b Retired or separated participants receiving benefits..... c Other retired or separated participants entitled to future benefits..... d Subtotal. Add lines 6a , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits..... f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)..... h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....		6a 798 6b 343 6c 285 6d 1426 6e 16 6f 1442 6g 6h 1
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 Characteristics Codes in the instructions: 1A 1G 1I 3H b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ <u>0</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

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

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

A Name of plan <u>RETIREMENT PLAN FOR EMPLOYEES OF JAMESON HEALTH SYSTEM INC.</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>JAMESON HEALTH SYSTEM INC.</u>	D Employer Identification Number (EIN) <u>25-1536036</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2012</u>	
2 Assets:	
a Market value	2a <u>34196943</u>
b Actuarial value	2b <u>35409434</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>353</u> <u>17254272</u>
b For terminated vested participants.....	3b <u>297</u> <u>3789162</u>
c For active participants:	
(1) Non-vested benefits.....	3c(1) <u>52501</u>
(2) Vested benefits.....	3c(2) <u>22255483</u>
(3) Total active	3c(3) <u>842</u> <u>22307984</u>
d Total	3d <u>1492</u> <u>43351418</u>
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 <u>6.95 %</u>
6 Target normal cost.....	6 <u>0</u>

Statement by Enrolled Actuary

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

SIGN HERE		<u>09/16/2013</u>
	Signature of actuary	Date
<u>ROBERT CRNJARICH</u>		<u>11-05141</u>
	Type or print name of actuary	Most recent enrollment number
<u>COWDEN ASSOCIATES, INC.</u>		<u>412-394-9951</u>
	Firm name	Telephone number (including area code)
<u>444 LIBERTY AVENUE, SUITE 1900</u> <u>PITTSBURGH, PA 15222-1222</u>		
	Address of the firm	

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

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

Schedule SB (Form 5500) 2012
v. 120126

Part II Beginning of Year Carryover Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)		
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of <u>-1.09%</u>	0	0
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		0
	b Interest on (a) using prior year's effective interest rate of <u>6.22%</u> except as otherwise provided (see instructions)		0
	c Total available at beginning of current plan year to add to prefunding balance		0
	d Portion of (c) to be added to prefunding balance		
12	Other reductions in balances due to elections or deemed elections		
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages			
14	Funding target attainment percentage	14	81.67 %
15	Adjusted funding target attainment percentage	15	81.67 %
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	72.63 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/13/2012	392768	0			
07/13/2013	392768	0			
10/15/2012	144632	0			
01/15/2013	310056	0			
09/13/2013	210063	0			
			Totals ►	18(b)	1450287
				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	1378023
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No		
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No		
c If line 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: 5.54%	2nd segment: 6.85%	3rd segment: 7.52 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 63
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27 If the plan is subject to 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	0	
b Excess assets, if applicable, but not greater than line 31a	31b		
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	7941984	1378023	
b Waiver amortization installment			
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	1378023	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....			0
36 Additional cash requirement (line 34 minus line 35)	36	1378023	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	1378023	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	0	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
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 an election was made to use PRA 2010 funding relief for this plan:			
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	0	
43 Excess installment acceleration amount to be carried over to future plan years	43	0	

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2012
		This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>RETIREMENT PLAN FOR EMPLOYEES OF JAMESON HEALTH SYSTEM INC.</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>JAMESON HEALTH SYSTEM INC.</u>	D Employer Identification Number (EIN) <u>25-1536036</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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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)

HUNTINGTON BANK

25-3429877

(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 28 51	TRUSTEE AND INVESTMENT M	314603	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

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)

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>		
A Name of plan <u>RETIREMENT PLAN FOR EMPLOYEES OF JAMESON HEALTH SYSTEM INC.</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>JAMESON HEALTH SYSTEM INC.</u>	D Employer Identification Number (EIN) <u>25-1536036</u>	

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	694435	520119
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	85440	80432
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	927686	2765668
(2) U.S. Government securities	1c(2)	0	4041483
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	7078131	3944217
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	1539380	401103
(B) Common	1c(4)(B)	14882826	14016053
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	0	0
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	7775024	9943674
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	1230249	988889

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	34213171	36701638

Liabilities

g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	73269	76133
k Total liabilities (add all amounts in lines 1g through 1j)	1k	73269	76133

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	34139902	36625505
---	-----------	----------	----------

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)	1450225	
(B) Participants	2a(1)(B)	0	
(C) Others (including rollovers)	2a(1)(C)	0	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1450225
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	1019	
(B) U.S. Government securities	2b(1)(B)	74758	
(C) Corporate debt instruments	2b(1)(C)	176558	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	0	
(F) Other	2b(1)(F)	48748	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		301083
(2) Dividends: (A) Preferred stock	2b(2)(A)	47724	
(B) Common stock	2b(2)(B)	283904	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	264072	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		595700
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	29041136	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	28314164	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		726972
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	1592771	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		1592771

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		797408
c Other income.....	2c		0
d Total income. Add all income amounts in column (b) and enter total.....	2d		5464159

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2663953	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		2663953
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions).....	2g		0
h Interest expense.....	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	314603	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	0	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		314603
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		2978556

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		2485603
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: CARBIS WALKER, LLP

(2) EIN: 25-0988255

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 lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

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.).....

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.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
4c			
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
4d			
e Was this plan covered by a fidelity bond?	X		500000
4e			
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f			
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4g			
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4h			
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i			
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	X		
4j			
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
4k			
l Has the plan failed to provide any benefit when due under the plan?		X	
4l			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
4m			
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)

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

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
		2012
		This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>RETIREMENT PLAN FOR EMPLOYEES OF JAMESON HEALTH SYSTEM INC.</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>JAMESON HEALTH SYSTEM INC.</u>	D Employer Identification Number (EIN) <u>25-1536036</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>25-3429877</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>38</u>

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

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

a Enter the percentage of plan assets held as:
 Stock: 40.0% Investment-Grade Debt: 0.0% High-Yield Debt: 0.0% Real Estate: 0.0% Other: 60.0%

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 line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☒ Other (specify): NO DEBT

RETIREMENT PLAN FOR EMPLOYEES OF JAMESON HEALTH SYSTEM, INC.

Financial Report
December 31, 2012



Carbis Walker LLP

Certified Public Accountants & Consultants

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INDEPENDENT AUDITORS' REPORT

Human Resources Committee of the Board of Directors of
Jameson Health System, Inc.
Retirement Plan for Employees of Jameson Health System, Inc.
New Castle, Pennsylvania

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Retirement Plan for Employees of Jameson Health System, Inc. (Plan), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matters described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) 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 3, which was certified or provided by Huntington Bank, the Trustee of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that the Trustee holds the Plan's assets and executes transactions. The Plan Administrator has obtained certifications from the Trustee as of and for the years ended December 31, 2012 and 2011, that the information provided to the Plan Administrator by the Trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

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The McGladrey Alliance is a premier affiliation of independent accounting and consulting firms. The McGladrey Alliance member firms maintain their name, autonomy, and independence and are responsible for their own client fee arrangements, delivery of services and maintenance of client relations.

Other Matter

The supplemental schedule of assets held at end of year as of December 31, 2012, and the schedule of reportable transactions for the year ended December 31, 2012, are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purposes of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified or provided by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

A handwritten signature in black ink that reads "Carbis Walker LLP". The signature is written in a cursive, flowing style.

Certified Public Accountants

New Castle, Pennsylvania
September 17, 2013

**RETIREMENT PLAN FOR EMPLOYEES OF
JAMESON HEALTH SYSTEM, INC.**

**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2012 and 2011**

	2012	2011
ASSETS		
Investments at fair value:		
Common stocks	\$ 14,016,053	\$ 14,882,826
Mutual funds	9,943,674	7,775,024
Fixed income securities	7,985,700	7,078,131
Collateralized mortgage obligations	988,889	1,230,249
Money market investment	2,765,668	927,686
Preferred stocks	401,103	1,539,380
	<hr/>	<hr/>
Total investments	36,101,087	33,433,296
	<hr/>	<hr/>
Receivables:		
Employer contributions	520,119	694,435
Accrued interest and dividends	80,432	85,440
	<hr/>	<hr/>
Total receivables	600,551	779,875
	<hr/>	<hr/>
Total assets	36,701,638	34,213,171
	<hr/>	<hr/>
LIABILITIES		
Accrued administrative expenses	76,133	73,269
	<hr/>	<hr/>
Net assets available for benefits	\$ 36,625,505	\$ 34,139,902
	<hr/> <hr/>	<hr/> <hr/>

See Notes to Financial Statements.

**RETIREMENT PLAN FOR EMPLOYEES OF
JAMESON HEALTH SYSTEM, INC.**

**STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Years Ended December 31, 2012 and 2011**

	2012	2011
Additions to net assets attributed to:		
Investment income:		
Net appreciation in fair value of investments	\$ 3,117,151	\$ -
Interest and dividend income	896,783	974,903
Total investment income	4,013,934	974,903
Employer contributions	1,450,225	1,657,495
Total additions	5,464,159	2,632,398
Deductions from net assets attributed to:		
Benefits paid to participants	2,663,953	2,568,404
Net depreciation in fair value of investments	-	1,083,171
Administrative expenses	314,603	294,585
Total deductions	2,978,556	3,946,160
Net increase (decrease)	2,485,603	(1,313,762)
Net assets available for benefits:		
Beginning of year	34,139,902	35,453,664
End of year	\$ 36,625,505	\$ 34,139,902

See Notes to Financial Statements.

**RETIREMENT PLAN FOR EMPLOYEES OF
JAMESON HEALTH SYSTEM, INC.**

NOTES TO FINANCIAL STATEMENTS

Note 1. Description of the Plan

The following is a brief description of the Retirement Plan for Employees of Jameson Health System, Inc. (Plan) and is provided for general information purposes only. Participants should refer to the Plan document for a complete description of the Plan's provisions.

General: The Plan is a noncontributory defined benefit retirement plan covering approximately 1,450 employees and retirees of the Plan Sponsor, Jameson Health System, Inc. (System). The Plan is intended to satisfy all requirements for a qualified retirement plan under appropriate provisions of the Internal Revenue Code (IRC) and similar state tax laws. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan was most recently amended and restated effective January 1, 2011.

Eligibility: The Plan provided for participation after completion of 1,000 hours of service in a Plan year and employees were 100% vested after three years of credited service.

The Plan was established July 1, 1968, and was restated on April 25, 2000, effective May 1, 2000, to include a cash accumulation option. Active participants as of April 30, 2000, were given a one-time irrevocable election to remain under the traditional retirement structure or to participate in the cash accumulation option. New employees on and/or after May 1, 2000, were only able to participate in the cash accumulation provision of the Plan.

Effective November 1, 2006, participation in the Plan was frozen. In addition, participants no longer accrue credited service subsequent to November 1, 2006.

Benefits: Under the traditional retirement structure, employees with five or more years of service are entitled to monthly pension benefits beginning at normal retirement age of 65. The amount of the normal monthly pension benefit is equal to the greater of (a) 1.25% of average compensation for each year of service, or (b) \$ 10 for each year of service. The Plan permits early retirement after age 55 and five years of service.

Under the cash accumulation structure, employees with five or more years of service are entitled to benefits that are determined through the accumulation of an account balance. The account accrues interest based on the average interest rate on 30-year treasury securities in effect for the month of November of the previous Plan year. Each participant is credited with a monthly contribution derived as a percentage of compensation based on their attained age varying between 3% and 6%.

During the year beginning January 1, 2011, lump sum payments were limited to 50 percent of the accrued benefit value due to the funding status of the Plan since the Funding Target Attainment Percentage fell below 80 percent. If the benefit due to a participant is less than the de minimis lump sum limit, a lump sum payment is allowed. This restriction was lifted on December 1, 2012.

The vested benefits liability (Note 2) equals the present value, on the valuation date, of accumulated Plan benefits that are nonforfeitable under the Plan.

The calculations of the present value of accumulated Plan benefits under the Plan and of the actuarially determined prior service costs were made by consulting the enrolled actuary, Cowden Associates, Inc., as of January 1, 2012 and 2011.

Death and disability benefits: If an active or terminated employee dies before retirement benefits commence, a death benefit equal to the value of the employee's accumulated pension benefit is paid to the employee's beneficiary. Active employees who become totally disabled receive annual disability benefits that are equal to the normal retirement benefits they have accumulated as of the time they become disabled. Disability benefits are paid until normal retirement age at which time disabled participants begin receiving normal retirement benefits computed as though they had been employed to normal retirement age with their annual compensation remaining the same as at the time they became disabled.

NOTES TO FINANCIAL STATEMENTS

Note 2. Summary of Significant Accounting Policies

The accounting policies followed by the Plan and the method of applying those policies which materially affect the determination of net assets available for benefits and changes in net assets available for benefits are as follows:

Basis of accounting: The financial statements of the Plan are prepared under the accrual method of accounting.

Investment valuation and income recognition: Investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants as of the measurement date. See Note 4 for discussion of fair value measurements.

Purchases and sales of investments are recorded on a trade date basis. Dividend income is recorded on the ex-dividend date and interest income is recorded on the accrual basis. Net appreciation includes the Plan's gains on investments bought and sold as well as held during the year.

Contributions: Contributions to the Plan are made at various times throughout the year. In the event that a contribution of the current Plan year is not received by the end of the Plan year (December 31), the financial statements would recognize a receivable from the System for Plan contributions.

Payments of benefits: Benefits are recorded when paid.

Administrative expenses: The Plan's administrative expenses are paid by either the Plan or the Plan Sponsor as provided by the Plan document. Typically the Plan pays for trustee and paying agent fees.

Use of estimates: The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated Plan benefits at the date of the financial statements. Actual results could differ from those estimates.

Actuarial present value of accumulated Plan benefits: The actuarial present value of accumulated Plan benefits presented below is based upon actuarial valuation as of January 1, 2012 and 2011, prepared by the Plan's actuary, Cowden Associates, Inc., using the projected unit credit cost method.

Accumulated Plan benefits are those future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to service rendered by employees up to November 1, 2006. Calculated benefits for participants who opted under the cash accumulation structure increased by an interest factor based on the number of months worked each year. Accumulated Plan benefits include benefits expected to be paid to (1) retired or terminated employees or their beneficiaries, (2) beneficiaries of employees who have died, and (3) present employees or their beneficiaries. The actuarial present value of accumulated Plan benefits is determined by an independent actuary and is that amount that results from applying actuarial assumptions to adjust the accumulated Plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment.

NOTES TO FINANCIAL STATEMENTS

Note 2. Summary of Significant Accounting Policies (Continued)

Actuarial present value of accumulated Plan benefits (continued):

The actuarial present value of accumulated Plan benefits as of January 1 is as follows:

	2012	2011
Actuarial present value of accumulated Plan benefits:		
Vested benefits:		
Retired participants and beneficiaries	\$ 15,981,217	\$ 14,615,173
Other participants	23,453,398	23,711,488
Total vested benefits	39,434,615	38,326,661
Nonvested benefits	54,600	79,177
Actuarial present value of accumulated Plan benefits	\$ 39,489,215	\$ 38,405,838

The changes in actuarial present value of accumulated Plan benefits during 2012 and 2011 are as follows:

	2012	2011
Actuarial present value of accumulated Plan benefits as of January 1:		
Beginning of year	\$ 38,405,838	\$ 37,845,640
Increase (decrease) during the year attributable to:		
Benefits accumulated and Plan experience	(288,381)	20,002
Increase for interest due to decrease in discounted period	2,971,297	2,933,751
Changes in actuarial assumptions	979,327	-
Benefits paid	(2,578,866)	(2,393,555)
Actuarial present value of accumulated Plan benefits at end of year	\$ 39,489,215	\$ 38,405,838

Significant assumptions underlying the actuarial computations are:

Assumed rate of return on investments – 8% for 2012 and 2011.

Mortality rates for minimum and maximum funding – based in accordance with IRS 2012 Static Mortality Table for 2012 and with IRS 2011 Static Mortality Table for 2011.

Mortality rates for present value of accumulated Plan benefits – based on RP-2000 Generational with Scale AA for Healthy Participants for 2012 and RP-2000 projected to 2007, no collar, for 2011.

NOTES TO FINANCIAL STATEMENTS

Note 2. Summary of Significant Accounting Policies (Continued)

Actuarial present value of accumulated Plan benefits (continued):

The rates of retirement used in the 2012 calculation are shown in the following table:

Attained Age	Percentage Assumed to Retire Per Year			
	Traditional Structure		Cash Accumulation Structure	
55 - 61	2	%	2	%
62	40		40	
63 - 64	10		10	
65	100		100	

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

Subsequent events: In preparing these financial statements, the System evaluated events that occurred through September 17, 2013, the date of the financial statements were available to be issued, for potential recognition or disclosure.

Recent accounting pronouncement: In May 2011, the Financial Accounting Standards Board (FASB) issued revised guidance related to fair value measurement and the related disclosures. This guidance changes the wording used to describe many of the requirements in accounting principles generally accepted in the United States for measuring fair value and for disclosing information about fair value measurements. The new guidance also establishes additional disclosures for assets and liabilities reported at fair value. For many requirements, the FASB does not intend for the amendments in this update to result in a change in the application of the requirements in Topic 820 of the Codification. This guidance was effective for all entities with fiscal years beginning after December 15, 2011. The Plan adopted this guidance during the year ended December 31, 2012. The adoption of this guidance did not have a material impact on the Plan's financial statements.

Note 3. Information Certified and Provided by Huntington Bank

The following is a summary of the investment information as of and for the years ended December 31, 2012 and 2011, included throughout the Plan's financial statements and supplemental schedules, that was prepared by or derived from information provided by the Trustee, Huntington Bank, and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the Trustee that information provided to the Plan Administrator by the Trustee related to the following investments is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under the ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to information which appears throughout the financial statements and supplemental schedules related to the following investments as of December 31:

NOTES TO FINANCIAL STATEMENTS

Note 3. Information Certified and Provided by Huntington Bank (Continued)

	2012	2011
Investments at fair value:		
Common stocks	\$ 14,016,053	\$ 14,882,826
Mutual funds	9,943,674	7,775,024
Fixed income securities	7,985,700	7,078,131
Collateralized mortgage obligations	988,889	1,230,249
Money market investment	2,765,668	927,686
Preferred stocks	401,103	1,539,380
	<u>\$ 36,101,087</u>	<u>\$ 33,433,296</u>

Huntington Bank also certified to the completeness and accuracy of \$ 3,117,151 of net appreciation and \$ (1,083,171) of net (depreciation) in fair value of investments, and \$ 896,783 and \$ 974,903 of interest and dividends related to the aforementioned investments for the years ended December 31, 2012 and 2011, respectively.

During 2012 and 2011 the Plan's investments (including investments purchased, sold, as well as held during the year) had net appreciation (depreciation) in fair values for the years ended December 31 as follows:

	2012	2011
Common stocks	\$ 2,030,896	\$ (1,164,274)
Mutual funds	206,820	(195,028)
Fixed income securities	825,969	303,426
Collateralized mortgage obligations	(21,452)	29,385
Preferred stocks	74,918	(56,680)
	<u>\$ 3,117,151</u>	<u>\$ (1,083,171)</u>

Note 4. Investments and Fair Value Measurements

Authoritative guidance regarding *Fair Value Measurements* establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level I measurements) and the lowest priority to unobservable inputs (Level III measurements). The three levels of the fair value hierarchy under the authoritative guidance are described below:

Level I Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level II Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level II input must be observable for substantially the full term of the asset or liability.

Level III Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

NOTES TO FINANCIAL STATEMENTS

Note 4. Investments and Fair Value Measurements (Continued)

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following are descriptions of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used as of December 31, 2012 or 2011.

Common stocks: Valued at the closing price reported in the active market in which the individual securities are traded. Investments in certain restricted stocks are valued at the quoted market price of the issuer's unrestricted stock less an appropriate discount. If a quoted market price for unrestricted stock of the issuer is not available, restricted stocks are valued at a multiple of current earnings less an appropriate discount. The multiple chosen is consistent with multiples of similar companies based on current market prices.

Mutual funds: Valued based on quoted market prices.

Fixed income securities: Valued at the closing price reported in the active market in which the individual securities are traded.

Collateralized mortgage obligations: Valued based on characteristics of a given tranche, a volatility-driven, multi-dimensional, single cash flow stream or option-adjusted spread model.

Money market investment: Valued at \$ 1 per unit based on number of units held by the Plan at year end.

Preferred stocks: Valued pursuant to the taxable high yield methodology. This valuation includes seeking quote information from market sources for these stocks on a daily basis and may include accrued interest.

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

NOTES TO FINANCIAL STATEMENTS

Note 4. Investments and Fair Value Measurements (Continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012. Aside from the iShares S&P 500 Index Fund and the money market investment account included below, there are no other assets that represent five percent or more of the Plan's net assets:

	Assets at Fair Value as of December 31, 2012			
	Total	Level I	Level II	Level III
Common stock:				
Common stock, domestic:				
Financials	\$ 1,102,482	\$ 1,102,482	\$ -	\$ -
Telecommunication Services	42,361	42,361	-	-
Health Care	1,192,282	1,192,282	-	-
Consumer Staples	801,844	801,844	-	-
Consumer Discretionary	1,597,339	1,597,339	-	-
Information Technology	2,413,732	2,413,732	-	-
Industrials	1,548,582	1,548,582	-	-
Energy	634,128	634,128	-	-
Materials	567,767	567,767	-	-
Utilities	63,840	63,840	-	-
Unclassified	2,644	2,644	-	-
Common stock, international:				
Financials	669,268	669,268	-	-
Telecommunication Services	89,242	89,242	-	-
Health Care	468,871	468,871	-	-
Consumer Staples	298,654	298,654	-	-
Consumer Discretionary	985,878	985,878	-	-
Information Technology	648,716	648,716	-	-
Industrials	386,279	386,279	-	-
Energy	282,819	282,819	-	-
Materials	124,916	124,916	-	-
Miscellaneous Industries	94,409	94,409	-	-
Mutual funds, domestic:				
iShares S&P 500 Index Fund	6,441,300	6,441,300	-	-
All other domestic mutual funds	3,502,374	3,502,374	-	-
Fixed income securities, domestic				
U.S. Government Obligations	2,537,269	2,537,269	-	-
U.S. Government Mortgage Backed Securities	185,354	185,354	-	-
U.S. Government Agencies	1,318,863	1,318,863	-	-
Corporate Obligations	3,944,214	3,944,214	-	-
Collateralized mortgage obligations, domestic	988,889	-	988,889	-
Money market investment, domestic	2,765,668	2,765,668	-	-
Preferred stocks, domestic:				
Financials	401,103	-	401,103	-
	<u>\$ 36,101,087</u>	<u>\$ 34,711,095</u>	<u>\$ 1,389,992</u>	<u>\$ -</u>

NOTES TO FINANCIAL STATEMENTS

Note 4. Investments and Fair Value Measurements (Continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2011. Aside from the iShares S&P 500 Index Fund included below, there are no other assets that represent five percent or more of the Plan's net assets:

	Assets at Fair Value as of December 31, 2011			
	Total	Level I	Level II	Level III
Common stock:				
Common stock, domestic:				
Financials	\$ 1,107,976	\$ 1,107,976	\$ -	\$ -
Telecommunication Services	10,030	10,030	-	-
Health Care	1,326,580	1,326,580	-	-
Consumer Staples	766,688	766,688	-	-
Consumer Discretionary	1,432,610	1,432,610	-	-
Information Technology	2,371,927	2,371,927	-	-
Industrials	1,877,485	1,877,485	-	-
Energy	1,218,957	1,218,957	-	-
Materials	503,928	503,928	-	-
Utilities	181,721	181,721	-	-
Common stock, international:				
Financials	518,339	518,339	-	-
Telecommunication Services	175,357	175,357	-	-
Health Care	613,285	613,285	-	-
Consumer Staples	438,333	438,333	-	-
Consumer Discretionary	708,398	708,398	-	-
Information Technology	527,192	527,192	-	-
Industrials	408,031	408,031	-	-
Energy	452,683	452,683	-	-
Materials	118,980	118,980	-	-
Utilities	31,407	31,407	-	-
Miscellaneous Industries	92,919	92,919	-	-
Mutual funds, domestic:				
iShares S&P 500 Index Fund	4,912,440	4,912,440	-	-
All other domestic mutual funds	2,862,584	2,862,584	-	-
Fixed income securities, domestic				
U.S. Government Obligations	2,438,391	2,438,391	-	-
U.S. Government Mortgage Backed Securities	280,094	280,094	-	-
U.S. Government Agencies	428,912	428,912	-	-
Corporate Obligations	3,930,734	3,930,734	-	-
Collateralized mortgage obligations, domestic	1,230,249	-	1,230,249	-
Money market investment, domestic	927,686	927,686	-	-
Preferred stocks, domestic:				
Financials	1,539,380	-	1,539,380	-
	<u>\$ 33,433,296</u>	<u>\$ 30,663,667</u>	<u>\$ 2,769,629</u>	<u>\$ -</u>

NOTES TO FINANCIAL STATEMENTS

Note 5. Funding Policy

Contributions required to fund benefits are determined using the projected unit credit cost method. The System's contributions to the Plan are designed to annually fund current service costs and to fund prior service costs over approximately 30 years. In addition, the contribution includes interest at 6.2% and 6.6% for the years ended December 31, 2012 and 2011, respectively, from the beginning of the Plan year to the date of the payment. The System's contributions for 2012 and 2011 exceeded or met the minimum funding requirements of the Employee Retirement Income Security Act of 1974.

Note 6. Plan Termination

Although it has not expressed any intent to do so, the System has the right under the Plan to terminate the Plan at any time subject to the provisions of the ERISA. In the event of Plan termination, the net assets of the Plan will be allocated as prescribed by the ERISA and its regulations, generally to provide the following benefits in the order indicated:

1. Annuity benefits that former employees or their beneficiaries have been receiving for at least three years, or that employees eligible to retire for that three-year period would have been receiving if they had retired with benefits in the normal form of annuity under the Plan. The annuity amount is limited to the lowest benefits that would be payable under the Plan provisions in effect at any time during the five years preceding Plan termination.
2. Other vested benefits insured by the Pension Benefit Guaranty Corporation (PBGC), a U.S. government agency, up to applicable limits.
3. All other uninsured, vested benefits.
4. All non-vested benefits.

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivors' pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination. However, there is a statutory ceiling, which is adjusted periodically, on the amount of an individual's monthly benefit that the PBGC guarantees. That ceiling applies to those participants who elect to receive their benefits in the form of a single-life annuity and are at least 65 years old at the time of retirement or Plan termination (whichever comes later). For younger annuitants or for those who elect to receive their benefits in some form more valuable than a single-life annuity, the corresponding ceiling is actuarially adjusted downward.

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

Note 7. Tax Status

The Internal Revenue Service has determined and informed the System by a letter dated June 5, 2012, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan Administrator believes that the Plan is designed and is currently being operated in compliance with applicable requirements of the IRC.

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 position that more likely than not would not be sustained upon examination by the appropriate taxing authority. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. Generally, tax returns for the years ended December 31, 2009, and thereafter remain subject to examination by the appropriate taxing authorities.

NOTES TO FINANCIAL STATEMENTS

Note 8. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported on the statements of net assets available for benefits. During 2012, the credit and liquidity environment in the United States and throughout the global financial system resulted in substantial volatility in financial markets and the banking system.

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

Note 9. Related Party Transactions

Certain Plan investments are managed by Huntington Bank. Huntington Bank is the Trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Certain administrative functions are performed by officers or employees of the System. No such officers or employees receive compensation from the Plan.

**RETIREMENT PLAN FOR EMPLOYEES OF
JAMESON HEALTH SYSTEM, INC.**

EIN 25-1536036, Plan No. 001

**FORM 5500, SCHEDULE H, PART IV, LINE 4i
SCHEDULE OF ASSETS HELD AT END OF YEAR
December 31, 2012
See Independent Auditors' Report**

See Attached Schedules

RETIREMENT PLAN FOR EMPLOYEES OF
JAMESON HEALTH SYSTEM, INC.

EIN 25-1536036, PLAN No. 001

FORM 5500, SCHEDULE H, PART IV, LINE 4j
SCHEDULE OF REPORTABLE TRANSACTIONS
Year Ended December 31, 2012
See Independent Auditors' Report

Identity of Party Involved	Description of Asset	Purchase Price	Selling Price	Cost of Asset
Category (i), Individual Transactions in Excess of 5% of Plan Assets				
Huntington Bank	Huntington Conservative Deposit Account	\$ -	\$ 12,884,072	\$ 12,884,072
Huntington Bank	Huntington Conservative Deposit Account	14,722,053	-	14,722,053

There were no Category (ii), (iii), or (iv) Reportable Transactions.

Current Value of Asset on Transaction Date	Net Gain (Loss)
\$ 12,884,072	\$ -
14,722,053	-

Statement Period
Account Number

01/01/2012 through 12/31/2012
M01768

Schedule Of Assets

UNITS	DESCRIPTION	S & P RATING	TAX COST	MARKET VALUE	UNREALIZED GAIN/LOSS	EST ANN INCOME	YIELD ON MKT	ACCRUED INCOME
SHORT TERM INVESTMENT								
	CASH		73	73	0		0.00	
	ACCRUED INCOME		80,359	80,359	0		0.00	
	TOTAL CASH		80,432	80,432	0	0		0
CASH MANAGEMENT FUNDS-TAXABLE								
2,765,667.77	HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT		2,765,668	2,765,668	0	1,659	0.06	134
	TOTAL SHORT TERM INVESTMENT		2,846,100	2,846,100	0	1,659		134
FIXED INCOME								
U. S. GOVT OBLIGATIONS								
340,000	US TREASURY 2.875% 01/31/2013	NR	351,028	340,745	10,284-	9,775	2.87	4,091
110,000	US TREASURY .75% 09/15/2013	NR	110,559	110,460	99-	825	0.75	246
25,000	US TREASURY 2.25% 05/31/2014	NR	24,218	25,711	1,493	563	2.19	50
200,000	US TREASURY 2.125% 11/30/2014	NR	200,712	207,094	6,382	4,250	2.05	374
310,000	US TREASURY 2.5% 04/30/2015	NR	315,873	325,791	9,918	7,750	2.38	1,327
45,000	US TREASURY N/B 10/31/2017		46,788	47,535	747	0	0.00	0
165,000	US TREASURY N/B 4.25% 11/15/2017	NR	173,256	193,205	19,949	7,013	3.63	910
200,000	US TREASURY N/B 1.25% 01/31/2019		199,868	203,626	3,758	2,500	1.23	1,046
170,000	US TREASURY N/B 3.125% 05/15/2019	NR	178,611	192,525	13,914	5,313	2.76	690
220,000	US TREASURY N/B 2.125% 08/15/2021		226,389	231,275	4,886	4,675	2.02	1,766
280,000	US TREASURY 5.375% 02/15/2031	NR	312,004	399,700	87,696	15,050	3.77	5,685
55,000	US TREASURY 4.375% 11/15/2039	NR	63,770	71,552	7,782	2,406	3.36	312
160,000	US TREASURY 3.75% 08/15/2041		179,838	188,050	8,211	6,000	3.19	2,266

Statement Period
Account Number

01/01/2012 through 12/31/2012
M01768

Schedule Of Assets

UNITS	DESCRIPTION	S & P RATING	TAX COST	MARKET VALUE	UNREALIZED GAIN/LOSS	EST ANN INCOME	YIELD ON MKT	ACCRUED INCOME
	TOTAL U. S. GOVT OBLIGATIONS		2,382,914	2,537,269	154,355	66,120		18,763
	U. S. GOVT MTG BACKED SECURITIES							
873.79	FNMA FEDERAL NATIONAL MTGE ASSOC 5.5% 01/01/2029		945	943	2-	48	5.10	4
32,873.2	FNMA 5% 06/01/2033		32,822	35,451	2,629	1,644	4.64	137
20,202.68	FHLMC GOLD POOL #G05256 4% 03/01/2039		20,909	21,574	665	808	3.75	67
43,162.31	FHLMC GOLD POOL #G05449 4.5% 05/01/2039		45,280	46,317	1,037	1,942	4.19	162
28,343.93	FHLMC POOL #A87714 4% 08/01/2039		29,456	30,268	812	1,134	3.75	94
32,623.02	FGLMC POOL #A93505 4.5% 08/01/2040		34,219	35,130	911	1,468	4.18	122
14,604.43	FNMA POOL #AE6083 4% 10/01/2040		15,202	15,671	469	584	3.73	49
	TOTAL U. S. GOVT MTG BACKED SECURITIES		178,833	185,354	6,521	7,628		635
	U. S. GOVT AGENCIES							
240,000	FHLMC 1.375% 01/09/2013	AA+	244,436	240,058	4,379-	3,300	1.37	1,577
100,000	FHLMC .375% 11/27/2013	AA+	100,127	100,176	49	375	0.37	35
250,000	FHLMC 2.5% 04/23/2014	AA+	260,901	257,533	3,369-	6,250	2.43	1,181
250,000	FNMA .75% 12/19/2014	AA+	251,574	252,218	643	1,875	0.74	63
230,000	FHLMC .5% 04/17/2015	AA+	230,827	230,941	114	1,150	0.50	236
230,000	FNMA 1.625% 10/26/2015	AA+	238,327	237,937	390-	3,738	1.57	675
	TOTAL U. S. GOVT AGENCIES		1,326,192	1,318,863	7,329-	16,688		3,767
	CORPORATE OBLIGATIONS							
5,000	ESCROW GM CORP SR CONV 06/01/2009		1	0	1-	0	0.00	0
250,000	THE KROGER CO 5.5% 02/01/2013	BBB	270,725	250,943	19,783-	13,750	5.48	5,729
25,000	AMERICAN INTL GROUP 4.25% 05/15/2013	A-	23,979	25,304	1,325	1,063	4.20	136

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100,000	US BANCORP SERIES MTN 1.375% 09/13/2013-2013	A+	100,861	100,584	277 -	1,375	1.37	413
250,000	EMERSON ELECTRIC CO 5.625% 11/15/2013	A	237,635	261,220	23,585	14,063	5.38	1,797
100,000	GENERAL ELECTRIC CAP CORP 4% 12/15/2013	AA+	100,000	102,545	2,545	4,000	3.90	178
45,000	MORGAN STANLEY 4.75% 04/01/2014	BBB+	38,405	46,597	8,192	2,138	4.59	534
25,000	CLOROX CO 5% 01/15/2015	BBB+	24,386	26,944	2,558	1,250	4.64	576
45,000	COCA COLA ENTERPRISES INC 4.25% 03/01/2015	AA-	44,721	48,348	3,628	1,913	3.96	638
80,000	METLIFE INC 5% 06/15/2015	A-	85,696	88,072	2,376	4,000	4.54	178
100,000	GENERAL ELEC CAP CORP SERIES MTN 2.25% 09/30/2015	AA+	99,550	100,162	612	2,250	2.25	6
80,000	GENERAL ELEC CAP CORP SERIES MTN 5% 01/08/2016	AA+	82,453	88,882	6,429	4,000	4.50	1,922
100,000	GOLDMAN SACHS GROUP INC 3.625% 02/07/2016	A-	99,169	105,852	6,683	3,625	3.42	1,450
45,000	WYETH 5.45% 04/01/2017	AA	44,061	53,165	9,104	2,453	4.61	613
75,000	BUNGE LTD FINANCE CORP 3.2% 06/15/2017	BBB-	74,699	78,272	3,574	2,400	3.07	107
250,000	GENERAL ELEC CAP CORP MEDIUM TERM NOTE 5.625% 09/15/2017	AA+	261,505	294,930	33,425	14,063	4.77	4,141
75,000	CABOT CORP 2.55% 01/15/2018	BBB+	74,904	77,308	2,404	1,913	2.47	898
70,000	GLAXOSMITHKLINE CAP INC CAP INC 5.65% 05/15/2018	A+	74,826	85,263	10,437	3,955	4.64	505
100,000	PHILIP MORRIS INTL INC 5.65% 05/16/2018	A	102,300	121,239	18,939	5,650	4.66	706
70,000	RIO TINTO FIN USA LTD 6.5% 07/15/2018	A-	73,260	87,368	14,108	4,550	5.21	2,098
45,000	DU PONT E I DE NEMOURS & CO 5.75% 03/15/2019	A	44,014	54,804	10,791	2,588	4.72	762
50,000	BOEING CAPITAL CORP 4.7% 10/27/2019	A	50,067	58,995	8,928	2,350	3.98	418

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65,000	CF INDUSTRIES INC 7.125% 05/01/2020	BBB-	79,944	81,805	1,862	4,631	5.66	772
50,000	NORDSTROM INC 4.75% 05/01/2020	A-	52,157	58,048	5,892	2,375	4.09	396
50,000	PEPSICO INC 3.125% 11/01/2020	A-	50,116	53,584	3,468	1,563	2.92	260
100,000	HEWLETT PACKARD CO 3.75% 12/01/2020	BBB+	97,799	96,890	909-	3,750	3.87	313
100,000	CARDINAL HEALTH INC 4.625% 12/15/2020	A-	99,950	113,490	13,540	4,625	4.08	206
90,000	GOLDMAN SACHS GROUP INC 5.25% 07/27/2021	A-	88,424	102,598	14,174	4,725	4.61	2,021
85,000	CITIGROUP INC 4.5% 01/14/2022	A-	86,246	94,835	8,589	3,825	4.03	1,774
110,000	JP MORGAN CHASE & CO 4.5% 01/24/2022	A	115,894	124,436	8,543	4,950	3.98	2,159
75,000	TYSON FOODS INC 4.5% 06/15/2022-2022	BBB-	76,136	81,189	5,053	3,375	4.16	150
75,000	EASTMAN CHEMICAL CO 3.6% 08/15/2022-2022	BBB	74,607	78,549	3,942	2,700	3.44	1,545
80,000	NVR INC 3.95% 09/15/2022	BBB	80,469	82,901	2,431	3,160	3.81	974
80,000	WALGREEN CO 3.1% 09/15/2022	BBB	80,780	80,694	86-	2,480	3.07	744
70,000	ORACLE CORPORATION 2.5% 10/15/2022	A+	69,915	70,631	716	1,750	2.48	321
100,000	VERIZON COMMUNICATIONS 2.45% 11/01/2022-2022	A-	100,299	100,033	266-	2,450	2.45	368
80,000	DOW CHEMICAL CO/THE 3% 11/15/2022-2022	BBB	79,038	79,822	783	2,400	3.01	313
75,000	RPM INTERNATIONAL INC 3.45% 11/15/2022-2022	BBB-	74,650	73,482	1,168-	2,588	3.52	489
45,000	VERIZON GLOBAL FDG CORP 7.75% 12/01/2030	A-	46,793	65,884	19,091	3,488	5.29	291
50,000	TARGET CORP 7% 07/15/2031	A+	56,579	69,711	13,133	3,500	5.02	1,614
25,000	ARCHER-DANIELS-MIDLAND CO 5.375% 09/15/2035	A	21,912	29,173	7,261	1,344	4.61	396

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45,000	DUKE ENERGY CAROLINAS 6.05% 04/15/2038	A	43,222	58,950	15,728	2,723	4.62	575
40,000	AMGEN INC 6.4% 02/01/2039	A+	41,886	51,786	9,901	2,560	4.94	1,067
50,000	STANLEY BLACK & DECKER INC 5.2% 09/01/2040	A	49,811	57,915	8,104	2,600	4.49	867
80,000	NBCUNIVERSAL MEDIA LLC 4.45% 01/15/2043	BBB+	79,727	81,011	1,284	3,560	4.39	850
	TOTAL CORPORATE OBLIGATIONS		3,653,571	3,944,214	290,643	164,471		42,270
	TOTAL FIXED INCOME		7,541,510	7,985,700	444,190	254,907		65,435
EQUITY INVESTMENTS								
	PREFERRED STOCK							
	FINANCIALS							
4,000	BANK OF AMERICA CORP SERIES H PFD 8.2%	A+e	100,000	102,400	2,400	8,200	8.01	0
875	GENERAL ELEC CAP CORP 6/28/32 SERIES PFD 6.625%	AA+	21,963	21,893	70-	1,449	6.62	0
2,000	ING GROEP NV PFD 8.5%	BBB	50,000	51,180	1,180	4,250	8.30	0
4,000	JPMCHASE CAP XI 6/15/33 SERIES K PFD 5.875%	A	100,000	100,680	680	5,876	5.84	0
20,000	LEHMAN BROTHERS HOLDINGS SERIES J PFD 7.95% ESCROW CUSIP ON ORIGINAL CUSIP 52520W317		500,000	0	500,000-	0	0.00	0
5,000	MORGAN STANLEY CP TR IV 4/1/33 SERIES PFD 6.25%	BB+	125,000	124,950	50-	7,810	6.25	1,953
	TOTAL FINANCIALS		896,963	401,103	495,860-	27,585		1,953
	COMMON STOCK							
	UNCLASSIFIED							
125	MOTORS LIQUIDATION CO		1	2,650	2,649	0	0.00	0

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FINANCIALS								
225	AFFILIATED MANAGERS GROUP	N/A	17,584	29,284	11,699	0	0.00	0
1,296	AMERICAN EXPRESS	N/A	58,758	74,494	15,736	1,037	1.39	0
913	BERKSHIRE HATHAWAY INC CL B		81,111	81,896	785	0	0.00	0
248	BLACKROCK INC	N/R	48,932	51,264	2,332	1,488	2.90	0
585	CITY NATL CORP W/1 RT/SH	N/A	28,377	28,969	592	585	2.02	0
1,755	EATON VANCE CORP NON VTG	N/A	50,173	55,897	5,723	1,404	2.51	0
569	FINANCIAL ENGINES INC		12,014	15,784	3,770	0	0.00	0
1,795	FOREST CITY ENT CL A	N/A	8,891	28,989	20,098	574	1.98	0
730	HCC INSURANCE HOLDINGS INC	N/A	16,973	27,163	10,190	482	1.77	120
3,153	HANG LUNG PROPERTIES LTD		48,934	62,647	13,713	2,005	3.20	0
887	HATTERAS FINANCIAL CORP		23,860	22,006	1,854-	2,484	11.29	621
590	IBERIABANK CORP	N/A	31,851	28,981	2,870-	802	2.77	201
839	INTERCONTINENTALEXCHANGE INC		95,180	103,877	8,697	0	0.00	0
300	PORTFOLIO RECOVERY ASSOCIATE	N/A	24,065	32,058	7,993	0	0.00	0
995	PRICE T ROWE GROUP INC	N/A	58,891	64,792	5,901	1,353	2.09	0
650	PROSPERITY BANCSHARES INC	N/A	28,748	27,300	1,448-	559	2.05	0
430	RLI CORP	N/A	20,542	27,804	7,261	550	1.98	0
1,450	STATE BANK FINANCIAL CORP		23,172	23,026	146-	174	0.76	0
2,075	UMPQUA HOLDINGS CORP	N/A	25,965	24,464	1,501-	747	3.05	0
395	UNIVERSAL HLTH REALTY INCOME TR	N/A	13,457	19,991	6,534	980	4.90	0
5,392	WELLS FARGO & CO	N/A	147,060	184,299	37,239	4,745	2.57	0
555	WESTAMERICA BANCORPORATION	N/A	27,480	23,637	3,842-	821	3.47	0
124	WHITE MOUNTAIN INSURANCE GROU	N/A	63,689	63,860	171	124	0.19	0

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	TOTAL FINANCIALS		955,707	1,102,482	146,775	20,914		942
	TELECOMMUNICATION SERVICES							
979	VERIZON COMMUNICATIONS	N/A	44,992	42,361	2,631-	2,017	4.76	0
	HEALTH CARE							
515	ABAXIS INC		15,056	19,107	4,051	0	0.00	0
2,003	ALLERGAN INC W/1 RT/SH	N/A	147,057	183,735	36,678	401	0.22	0
320	ATHENAHEALTH INC		15,613	23,453	7,840	0	0.00	0
480	BIO-RAD LABS INC CL A	N/A	41,795	50,424	8,629	0	0.00	0
808	BIO-REFERENCE LABS INC		17,097	23,133	6,036	0	0.00	0
1,698	BRISTOL-MYERS SQUIBB CO	N/A	56,556	55,338	1,218-	2,377	4.30	0
873	CEPHEID INC	N/A	27,321	29,560	2,239	0	0.00	0
683	CERNER CORP	N/A	40,887	52,939	12,053	0	0.00	0
480	CHEMED CORP		31,870	32,923	1,053	346	1.05	0
1,000	EDWARDS LIFESCIENCES CORP	N/A	73,286	90,170	16,884	0	0.00	0
1,722	GILEAD SCIENCES INC	N/A	74,034	126,481	52,447	0	0.00	0
455	IPC THE HOSPITALIST CO		21,168	18,068	3,100-	0	0.00	0
300	LANDAUER INC	N/A	13,833	18,363	4,530	660	3.59	165
420	LUMINEX CORP W/1 RT/SH	N/A	9,974	7,055	2,919-	0	0.00	0
350	MEDNAX INC		24,568	27,832	3,264	0	0.00	0
1,440	MERIDIAN BIOSCIENCE INC	N/A	30,715	29,160	1,555-	1,094	3.75	0
3,648	MYLAN INC	N/A	70,281	100,138	29,856	876	0.87	0
544	NEOGEN CORP	B	22,820	24,654	1,834	0	0.00	0
565	PERRIGO COMPANY	N/A	51,472	58,777	7,305	203	0.35	0
1,526	PFIZER INC	N/A	38,306	38,271	35-	1,465	3.83	0
665	TECHNE CORP	N/A	46,166	45,446	720-	798	1.76	0
1,070	UNITEDHEALTH GROUP INC	N/A	59,421	58,037	1,384-	910	1.57	0

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909	VARIAN MEDICAL SYSTEMS INC	N/A	55,539	63,848	8,309	0	0.00	0
390	YOUNG INNOVATIONS INC	N/A	9,164	15,370	6,206	62	0.41	0
	TOTAL HEALTH CARE		993,999	1,192,282	198,283	9,192		165
	CONSUMER STAPLES							
1,608	ALTRIA GROUP INC	N/A	53,821	50,556	3,265-	2,830	5.60	708
307	BROWN-FORMAN CORP CL B	N/A	20,068	19,418	650-	313	1.61	0
3,297	CVS CAREMARK CORP	N/A	111,933	159,410	47,477	2,967	1.86	0
395	CASEYS GENERAL STORES INC	N/A	11,835	20,975	9,140	261	1.24	0
5,608	COCA COLA CO	N/A	197,543	203,290	5,747	5,720	2.81	0
1,161	COSTCO WHOLESALES CORP	N/A	85,149	114,626	29,476	1,277	1.11	0
631	ENERGIZER HOLDINGS INC	N/A	46,408	50,467	4,059	1,010	2.00	0
358	FRESH MARKET INC/THE		13,819	17,216	3,397	0	0.00	0
395	HARRIS TEETER SUPERMARKETS INC		8,494	15,231	6,737	237	1.56	59
275	HERSHEY CO W/1 RT/SH	N/A	19,485	19,861	375	462	2.33	0
450	J & J SNACK FOODS CORP COM	N/A	19,274	28,747	9,474	288	1.00	0
334	PHILIP MORRIS INTL INC		30,498	27,936	2,563-	1,136	4.07	284
591	UNITED NATIONAL FOODS INC	N/A	17,338	31,672	14,334	0	0.00	0
622	WAL-MART STORES INC	N/A	47,609	42,439	5,170-	989	2.33	0
	TOTAL CONSUMER STAPLES		683,274	801,844	118,570	17,490		1,051
	CONSUMER DISCRETIONARY							
859	AARON'S INC	N/A	13,414	24,293	10,878	58	0.24	15
443	AMAZON.COM INC	N/A	79,261	111,135	31,875	0	0.00	0
651	BED BATH & BEYOND INC	N/A	38,536	36,397	2,138-	0	0.00	0
1,765	CARMAX INC	N/A	56,313	66,258	9,945	0	0.00	0
2,727	CARNIVAL CORPORATION		101,772	100,272	1,500-	2,727	2.72	0
680	CHEESECAKE FACTORY	N/A	20,482	22,243	1,761	326	1.47	0

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835	CHOICE HOTELS INTERNATIONAL INC NEW W/1 RT/SH	N/A	21,634	28,073	6,439	618	2.20	0
1,968	COACH INC W/1 RT/SH	N/A	112,934	109,244	3,690-	2,362	2.16	0
515	COLUMBIA SPORTSWEAR COMPANY	N/A	23,022	27,480	4,458	453	1.65	0
1,554	COMCAST CORP CL A	N/A	54,542	58,057	3,516	1,010	1.74	253
1,000	DORMAN PRODUCTS INC C		17,554	35,340	17,786	0	0.00	0
795	GENTEX CORP	N/A	21,616	14,986	6,630-	413	2.76	0
1,237	GRAND CANYON EDUCATION INC		20,157	29,032	8,875	0	0.00	0
450	HIBBETT SPORTS INC		5,918	23,715	17,797	0	0.00	0
1,271	KOHL'S CORP	N/A	63,826	54,628	9,199-	1,627	2.98	0
3,598	LKQ CORP		32,646	75,918	43,272	0	0.00	0
1,570	LAS VEGAS SANDS CORP		69,667	72,471	2,804	1,570	2.17	0
3,739	LOWES COMPANIES INC	N/A	108,966	132,809	23,843	2,393	1.80	0
1,222	MCDONALDS CORP	N/A	113,511	107,793	5,719-	3,764	3.49	0
970	MONRO MUFFLER BRAKE INC	N/A	31,189	33,853	2,665	388	1.15	0
1,030	MORNINGSTAR INC		41,769	64,715	22,946	515	0.80	0
1,132	NIKE INC CL B	A	23,154	58,411	35,258	475	0.81	0
133	PRICELINE.COM INC		35,481	82,512	47,031	0	0.00	0
1,750	SALLY BEAUTY CO INC		17,563	41,248	23,684	910	2.21	0
837	SCIQUEST INC		12,654	13,275	621	0	0.00	0
1,617	STARBUCKS CORP	N/A	81,173	86,720	5,547	1,358	1.57	0
590	WOLVERINE WORLD WIDE INC	N/A	14,702	24,178	9,476	283	1.17	71
938	YUM BRANDS INC	N/A	62,762	62,283	479-	1,257	2.02	0
	TOTAL CONSUMER DISCRETIONARY		1,296,218	1,597,339	301,121	22,507		339

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INFORMATION TECHNOLOGY								
428	APPLE INC	N/A	81,595	227,770	146,175	4,537	1.99	0
1,720	BLACKBAUD INC		31,793	39,268	7,475	826	2.10	0
3,227	BROADCOM CORP CL A	N/A	110,194	107,169	3,025-	1,291	1.20	0
405	CABOT MICROELECTRONICS CORP	N/A	19,364	14,382	4,983-	0	0.00	0
375	CASS INFORMATION SYSTEMS INC		11,564	15,825	4,261	270	1.71	0
2,917	CISCO SYSTEMS	N/A	53,774	57,317	3,544	1,634	2.85	0
1,795	COGNIZANT TECH SOLUTIONS CRP	N/A	109,284	132,619	23,335	0	0.00	0
313	CONCUR TECHNOLOGIES INC	N/A	13,997	21,134	7,137	0	0.00	0
320	CONSTANT CONTACT INC		7,512	4,547	2,965-	0	0.00	0
3,672	CORNING INC	N/A	59,727	46,341	13,387-	1,322	2.85	0
815	DEALERTRACK TECHNOLOGIES INC		19,306	23,407	4,101	0	0.00	0
1,325	DIGI INTERNATIONAL INC	N/A	15,945	12,548	3,397-	0	0.00	0
2,561	EMC CORP/MASS	N/A	66,055	64,793	1,261-	0	0.00	0
725	EBIX INC		14,557	11,687	2,870-	145	1.24	0
965	FAIR ISAAC CORPORATION W/1 RT/SH N/A		21,759	40,559	18,800	77	0.19	0
315	FARO TECHNOLOGIES INC		12,735	11,239	1,496-	0	0.00	0
215	FORRESTER RESEARCH INC	N/A	7,612	5,762	1,850-	120	2.09	0
243	GOOGLE INC-CL A		133,933	171,893	37,960	0	0.00	0
650	GREENWAY MEDICAL TECHNOLOGIES INC		12,249	9,984	2,265-	0	0.00	0
1,380	HENRY JACK & ASSOC INC COM	N/A	21,368	54,179	32,811	635	1.17	0
290	HITTITE MICROWAVE CORP		15,326	17,997	2,672	0	0.00	0
991	INFORMATICA CORP	N/A	43,230	30,047	13,183-	0	0.00	0
1,965	INTEL CORP	N/A	42,852	40,518	2,333-	1,769	4.36	0
554	IBM CORP	B	109,281	106,119	3,162-	1,884	1.77	0

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1,350	INTUIT INC	N/A	79,380	80,292	912	918	1.14	0
3,492	JUNIPER NETWORKS INC	N/A	73,618	68,688	4,930-	0	0.00	0
589	LIQUIDITY SERVICES INC		11,069	24,067	12,998	0	0.00	0
780	MANHATTAN ASSOCIATES	N/A	15,802	47,065	31,263	0	0.00	0
725	MAXWELL TECHNOLOGIES INC	N/A	12,351	6,018	6,333-	0	0.00	0
545	MAXIMUS INC	N/A	21,103	34,455	13,352	196	0.57	0
719	MERCADOLIBRE INC		46,627	56,477	9,851	313	0.56	78
7,266	MICROSOFT CORP	N/A	217,003	194,073	22,930-	6,685	3.44	0
1,888	NATIONAL INSTRUMENTS CORP	N/A	46,704	48,729	2,025	1,057	2.17	0
375	PEGASYSTEMS INC	N/A	17,563	8,505	9,058-	45	0.53	0
1,015	POWER INTEGRATION INC	N/A	33,905	34,114	209	203	0.60	0
3,362	QUALCOMM INC W 1 RT P/S EXP 9/25/2015	N/A	138,343	207,972	69,629	3,362	1.62	0
545	SPS COMMERCE INC		9,699	20,312	10,613	0	0.00	0
800	SCANSOURCE INC	N/A	19,948	25,416	5,468	0	0.00	0
1,045	SEMTECH CORP W/1 RT/SH	N/A	27,796	30,253	2,456	0	0.00	0
3,002	TEXAS INSTRUMENTS INC	N/A	92,681	92,732	51	2,522	2.72	0
325	3D SYSTEMS CORP	N/A	9,061	17,339	8,278	0	0.00	0
500	ULTIMATE SOFTWARE GROUP INC		25,963	47,205	21,242	0	0.00	0
500	VERINT SYSTEMS INC	N/A	15,088	14,680	408-	0	0.00	0
415	VISA INC CLASS A SHARES		56,949	62,906	5,956	548	0.87	0
336	WEX INC		16,295	25,324	9,030	0	0.00	0
	TOTAL INFORMATION TECHNOLOGY		2,021,960	2,413,726	391,766	30,359		78
	INDUSTRIALS							
900	AAON INC	B	14,644	18,783	4,139	216	1.15	0
835	ACTUANT CORP CL A	N/A	21,542	23,305	1,763	33	0.14	0

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615	ACUITY BRANDS INC	N/R	24,951	41,654	16,703	320	0.77	0
320	ADVISORY BOARD CO	N/A	4,223	14,973	10,750	0	0.00	0
872	ALEXANDER & BALDWIN INC		24,346	25,611	1,264	0	0.00	0
1,530	BEACON ROOFING SUPPLY INC		36,813	50,918	14,105	0	0.00	0
1,040	C.H. ROBINSON WORLDWIDE INC NEW COMMON		75,984	65,749	10,235-	1,456	2.21	0
420	CARLISLE COS INC	A+	14,172	24,679	10,507	336	1.36	0
770	CLARCOR INC	N/A	29,746	36,791	7,045	416	1.13	0
300	COSTAR GROUP INC.	N/A	20,001	26,811	6,810	0	0.00	0
1,577	DANAHER CORP	N/A	75,858	88,154	12,296	158	0.18	0
735	ECHO GLOBAL LOGISTICS INC		10,766	13,208	2,442	0	0.00	0
2,061	EXPEDITORS INTL WASH INC	N/A	88,271	81,513	6,759-	1,154	1.42	0
700	EXPONENT INC		19,323	39,081	19,758	0	0.00	0
291	FEDEX CORP	N/A	26,039	26,691	651	163	0.61	0
1,340	FORWARD AIR CORPORATION W/1 RT/SH	N/A	31,664	46,913	15,249	536	1.14	0
7,300	GENERAL ELECTRIC CO	N/A	116,552	153,227	36,675	5,548	3.62	1,387
700	GRACO INC	N/A	22,559	36,043	13,484	700	1.94	0
762	HEICO CORP	N/A	24,154	24,369	215	91	0.38	0
1,577	HONEYWELL INTERNATIONAL INC	N/A	78,064	100,092	22,028	2,586	2.58	0
1,300	INNERWORKINGS INC		10,842	17,914	7,072	0	0.00	0
1,060	KIRBY CORP	N/A	40,084	65,603	25,519	0	0.00	0
1,485	KNIGHT TRANS INC	N/A	28,462	21,726	6,736-	356	1.64	0
4,161	KOMATSU LTD	N/A	63,086	105,103	42,016	1,935	1.84	0
200	MIDDLEBY CORP	N/A	20,039	25,642	5,603	0	0.00	0
890	MOBILE MINI INC	N/A	15,463	18,556	3,093	0	0.00	0
875	MOOG INC CL A	N/A	33,063	35,901	2,838	0	0.00	0

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427	PRECISION CASTPARTS CORP	N/A	66,496	80,882	14,386	51	0.06	0
750	RAVEN INDUSTRIES INC	N/A	10,273	19,770	9,497	315	1.59	0
1,015	RITCHIE BROS AUCTIONEERS		26,460	21,203	5,256-	497	2.35	0
1,695	ROLLINS INC	N/A	32,693	37,358	4,665	542	1.45	0
1,045	II-VI INC W/1 RT/SH	N/A	22,476	19,050	3,426-	0	0.00	0
1,124	UNION PACIFIC CORP	N/A	84,402	141,309	56,908	3,102	2.20	776
	TOTAL INDUSTRIALS		1,213,511	1,548,582	335,071	20,511		2,163
	ENERGY							
2,637	CAMERON INTERNATIONAL CORP W/1 RT P/S EXP 10/31/2017		136,297	148,885	12,588	0	0.00	0
613	CHEVRON CORPORATION	B+	64,005	66,290	2,285	2,207	3.33	0
420	CONOCOPHILLIPS	N/A	24,072	24,356	284	1,109	4.55	0
700	DRIL-QUIP	N/A	26,217	51,135	24,918	0	0.00	0
575	EXXON MOBIL CORP	N/A	43,027	49,766	6,739	1,311	2.63	0
243	KINDER MORGAN MANAGEMENT LLC		18,711	18,337	374-	0	0.00	0
1,059	NATIONAL OILWELL VARCO INC	N/A	45,803	72,383	26,579	551	0.76	0
2,929	SCHLUMBERGER LTD	N/A	174,364	202,976	28,612	3,222	1.59	805
	TOTAL ENERGY		532,496	634,128	101,632	8,400		805
	MATERIALS							
1,117	ALBERMARLE CORP	N/A	58,185	69,388	11,203	894	1.29	223
730	APTARGROUP INC W/1 RT/SH	N/A	18,774	34,836	16,062	642	1.84	0
643	BALCHEM CORP		15,692	23,437	7,745	141	0.60	0
1,131	ECOLAB INC W/1 RT PER SHARE	N/A	74,479	81,319	6,840	1,041	1.28	0
1,396	MEADWESTVACO CORP W/1 RT/SH	N/A	42,055	44,491	2,436	1,396	3.14	0
1,990	MONSANTO CO	N/A	121,994	188,354	66,359	2,985	1.58	0
342	NEWMARKET CORP COMMON STOCK		81,306	89,672	8,366	1,026	1.14	0

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958	SOUTHERN COPPER CORP		30,832	36,270	5,438	3,554	9.80	0
	TOTAL MATERIALS		443,317	567,767	124,450	11,679		223
	UTILITIES							
640	DOMINION RESOURCES INC /VA	N/A	34,050	33,152	898-	1,350	4.07	0
481	DUKE ENERGY CORP		31,263	30,688	575-	1,472	4.80	0
	TOTAL UTILITIES		65,313	63,840	1,473-	2,822		0
	TOTAL COMMON STOCK		8,250,788	9,967,001	1,716,213	145,891		5,766
	COMMON STOCK-FOREIGN FINANCIALS							
5,747	AIA GROUP LTD		86,503	89,716	3,213	891	0.99	0
1,747	HSBC HLDGS PLC SPONS ADR NEW	N/R	79,919	92,713	12,794	4,368	4.71	0
3,352	HONG KONG EXCHANGES UNSPON ADR		26,733	57,044	30,311	1,542	2.70	0
5,514	IND & COMM BK OF CHINA UNSPON ADR		75,706	78,255	2,548	2,906	3.71	0
5,710	ITAU UNIBANCO HOLDING SA ADR		101,249	93,987	7,262-	508	0.54	0
12,837	MITSUBISHI UFJ FINL GRP ADR		75,549	69,577	5,972-	1,720	2.47	0
4,451	ROYAL BANK OF SCOTLAND GROUP PLC SPON ADR		44,691	48,026	3,335	2,043	4.25	0
3,794	SBERBANK SPON ADR		40,474	46,173	5,699	736	1.59	0
9,409	TURKIYE GARANTI BANKASI ADR		40,514	48,823	8,309	536	1.10	0
1,015	DEUTSCHE BANK AG -REG	N/R	44,136	44,954	818	938	2.09	0
	TOTAL FINANCIALS		615,474	669,268	53,794	16,188		0
	TELECOMMUNICATION SERVICES							
2,868	KDDI CORP UNSPONSORED ADR		49,177	50,500	1,322	1,250	2.48	0
1,538	VODAFONE GROUP PLC		41,337	38,742	2,595-	2,307	5.95	0

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	TOTAL TELECOMMUNICATION SERVICES		90,514	89,242	1,272-	3,557		0
	HEALTH CARE							
2,847	ELEKTA AB		44,075	44,376	301	342	0.77	0
2,790	FRESENIUS MEDICAL CARE AG	N/A	53,794	95,697	41,903	873	0.91	0
1,577	NOVARTIS AG ADR	N/A	64,782	99,824	35,042	3,321	3.33	0
758	NOVO NORDISK ADR	N/A	20,927	123,713	102,787	1,389	1.12	0
2,819	TEVA PHARMACEUTICAL -SP ADR	N/R	84,716	105,261	20,546	2,266	2.15	0
	TOTAL HEALTH CARE		268,294	468,871	200,577	8,191		0
	CONSUMER STAPLES							
1,380	NESTLE SA SPONSORED ADR REPSTGN/A REG SH		50,943	89,855	38,912	2,445	2.72	0
7,884	RECKITT BENCKISER GROUP		68,479	100,221	31,742	2,815	2.81	0
1,121	SABMILLER PLC	N/A	21,767	51,476	29,710	1,017	1.98	0
1,758	WALMART DE MEXICO -SPON ADR V	N/A	18,168	57,102	38,933	566	0.99	0
	TOTAL CONSUMER STAPLES		159,357	298,654	139,297	6,843		0
	CONSUMER DISCRETIONARY							
1,947	ADIDAS AG ADR		71,995	86,416	14,421	888	1.03	0
1,019	BURBERRY GROUP PLC-SPON ADR		39,862	40,614	752	791	1.95	0
3,868	COMPASS GROUP PLC ADR		45,831	45,584	247-	1,087	2.38	0
14,603	HENNES & MAURITZ AB- UNSP ADR		76,764	100,790	24,026	3,023	3.00	0
12,031	KINGFISHER PLC -SPONS ADR		99,470	111,118	11,649	3,188	2.87	0
16,189	LI & FUNG LTD UNSP ADR		59,275	57,147	2,127-	1,635	2.86	0
3,591	LVMH MOET HENNESSY LOU-ADR		39,548	131,427	91,879	1,997	1.52	0
3,683	MICHELIN (CGDE) UNSPON ADR		52,847	69,524	16,677	1,444	2.08	0
3,351	PEARSON PLC ADR	N/A	63,266	65,479	2,213	2,329	3.56	0
5,428	PUBLICIS GROUPE ADR		59,580	80,953	21,373	934	1.15	0

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3,086	THE SWATCH GROUP AG UNSP ADR		59,695	77,746	18,051	1,083	1.39	0
1,277	TOYOTA MTR LTD COM 2 ADR	N/A	101,717	119,080	17,363	1,756	1.47	0
	TOTAL CONSUMER DISCRETIONARY		769,850	985,878	216,028	20,155		0
	INFORMATION TECHNOLOGY							
1,427	ARM HOLDINGS PLC SPONS ADR	N/A	9,198	53,983	44,785	224	0.42	0
466	BAIDU INC SPON/ADR		56,512	46,735	9,777 -	0	0.00	0
508	DASSAULT SYSTEMS ADR	N/A	25,359	56,412	31,054	310	0.55	0
1,423	SAP AG-SPONSORED ADR	N/A	55,423	114,381	58,957	961	0.84	0
2,967	TAIWAN SEMICONDUCTOR MFG LTD ADR	N/A	39,969	50,914	10,945	1,181	2.32	0
3,051	TENCENT HOLDINGS LTD UNS ADR		61,631	98,016	36,385	265	0.27	0
884	ACCENTURE PLC CL A		51,734	58,786	7,052	1,432	2.44	0
1,135	CHECK POINT SOFTWARE TECH	N/R	62,879	54,071	8,808 -	0	0.00	0
330	STRATASYS LTD		24,093	26,450	2,356	0	0.00	0
714	ASML HOLDING NV		47,915	45,974	1,940 -	481	1.05	0
1,996	YANDEX NV-A		56,922	42,994	13,928 -	0	0.00	0
	TOTAL INFORMATION TECHNOLOGY		491,635	648,716	157,081	4,854		0
	INDUSTRIALS							
977	CANADIAN NATL RAILWAY COM	N/A	54,807	88,917	34,110	1,475	1.66	0
3,250	EMBRAER SA		67,658	92,658	24,999	556	0.60	266
2,966	FANUC CORPORATION UNSP ADR		33,854	91,018	57,163	1,014	1.11	0
7,261	FLSMIDTH & CO A/S UNSPON ADR		42,268	41,983	285 -	1,576	3.75	0
655	SIEMENS AG ADR	N/A	70,646	71,703	1,056	1,875	2.62	0
	TOTAL INDUSTRIALS		269,233	386,279	117,046	6,496		266

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ENERGY								
3,316	BG GROUP PLC -SPON ADR		55,262	54,575	687 -	822	1.51	0
366	CNOOC LTD -ADR	N/A	49,608	80,520	30,912	1,826	2.27	0
3,027	SUNCOR ENERGY INC		94,950	99,830	4,881	1,586	1.59	0
4,673	TULLOW OIL PLC		45,635	47,894	2,259	374	0.78	0
	TOTAL ENERGY		245,455	282,819	37,364	4,608		0
MATERIALS								
1,809	POTASH CORP OF SASKATCHEWAN	N/A	59,700	73,608	13,909	1,520	2.06	0
635	SYNGENTA AG ADR	N/A	42,530	51,308	8,778	918	1.79	0
	TOTAL MATERIALS		102,230	124,916	22,686	2,438		0
MISCELLANEOUS INDUSTRIES								
5,057	ASSA ABLOY AB UNSP ADR		67,615	94,409	26,794	1,274	1.35	0
	TOTAL COMMON STOCK-FOREIGN		3,079,657	4,049,052	969,395	74,604		266
	TOTAL EQUITY INVESTMENTS		12,227,408	14,417,156	2,189,748	248,080		7,985
MUTUAL FUNDS								
EXCHANGE TRADED FUNDS - EQUITY								
MATERIALS								
150	SPDR GOLD TRUST		22,828	24,303	1,475	0	0.00	0
EXCHANGE TRADED FUNDS								
45,000	ISHARES CORE S&P 500 ETF	N/A	5,841,992	6,441,300	599,308	135,000	2.10	0
2,400	SPDR S&P 500 ETF TRUST	N/R	337,262	341,784	4,522	7,447	2.18	2,452
	TOTAL EXCHANGE TRADED FUNDS		6,179,254	6,783,084	603,830	142,447		2,452
	TOTAL EXCHANGE TRADED FUNDS - EQUITY		6,202,082	6,807,387	605,305	142,447		2,452

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	EXCHANGE TRADED FUNDS - TAXABLE							
	EXCHANGE TRADED FUNDS							
3,100	ISHARES CORE TOTAL U.S. BOND MARKET ETF		343,273	344,348	1,075	8,767	2.55	714
	MUTUAL FUNDS FIXED INC-TAXABLE							
	MUTUAL FUNDS							
30,911.422	ADVISOR SERIES TRUST PIA MBS BOND FUND		309,220	307,569	1,652-	7,697	2.50	0
98,426.136	ADVISOR SERIES TRUST PIA BBB BOND FUND		896,514	992,135	95,621	44,784	4.51	0
	TOTAL MUTUAL FUNDS		1,205,734	1,299,704	93,970	52,481		0
	MUTUAL FUNDS EQUITY							
	UNCLASSIFIED							
10,960.573	JANUS PERKINS MID CAP VALUE FUND - CLASS I		173,056	233,899	60,843	1,819	0.78	0
	MUTUAL FUNDS							
9,907.923	AMERICAN CENTURY HERITAGE FUNDN/A INVESTORS CLASS		200,551	220,848	20,297	1,278	0.58	0
5,703.104	BLACKROCK US OPPORTUNITIES PORTFOLIO - INSTITUTIONAL		145,069	205,312	60,243	1,905	0.93	0
31,246.406	EATON VANCE ATLANTA CAPITAL SMID-CAP FUND - CLASS I		372,548	570,559	198,011	0	0.00	0
1,861.685	PRUDENTIAL JENNISON MID CAP GROWTH FUND - CLASS Z		61,668	60,356	1,312-	222	0.37	0
17,128.629	RIDGEWORTH MID CAP VALUE EQUITY FUND - CLASS I		180,436	201,261	20,825	2,895	1.44	0
	TOTAL MUTUAL FUNDS		960,272	1,258,336	298,064	6,300		0
	TOTAL MUTUAL FUNDS EQUITY		1,133,328	1,492,235	358,907	8,119		0
	TOTAL MUTUAL FUNDS		8,884,417	9,943,674	1,059,257	211,814		3,166

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OTHER ASSETS								
COLLATERALIZED MORTGAGE OBLIGATIONS								
9.51	FHLMC CMO SERIES 2517 JH DTD 10/01/02 4.5% 10/15/2017		34	10	24-	0	4.30	0
36,683.97	FHLMC CMO SERIES 2814 GB 5% 06/15/2019		35,555	38,247	2,692	1,834	4.80	148
250,000	FHLMC SERIES 3547 CL-CB CMO 4.5% 06/15/2024		249,375	283,419	34,044	11,250	3.97	906
500,000	FHLMC SERIES 2896 CLASS VB 5% 12/15/2025		498,125	523,293	25,168	25,000	4.78	2,014
129,523.27	FHLMC SERIES 3121 CLASS JD 5.5% 03/15/2026		127,580	143,920	16,339	7,124	4.95	574
	TOTAL COLLATERALIZED MORTGAGE OBLIGATIONS		\$10,669	988,889	78,220	45,208		3,642
	Total Fund		32,410,104	36,181,519	3,771,415	761,668		80,362

Attachment to 2012 Form 5500
Schedule SB, Line 26 - Schedule of Active Participant Data
Plan Name: Retirement Plan for Employees of Jameson Health System, Incorporated
Plan EIN: 25-1536036, PN: 001

Attained Age	Years of credited service:														
	Under 1			1 to 4			5 to 9			10 to 14			15 to 19		
	--Average--			--Average--			--Average--			--Average--			--Average--		
	No.	Acc. Ben.	Cash Bal.	No.	Acc. Ben.	Cash Bal.	No.	Acc. Ben.	Cash Bal.	No.	Acc. Ben.	Cash Bal.	No.	Acc. Ben.	Cash Bal.
Under 25	0	-	-	0	-	-	0	-	-	0	-	-	0	-	-
25 to 29	5	-	-	20	-	2,793	0	-	-	0	-	-	0	-	-
30 to 34	1	-	-	38	-	4,230	17	-	-	0	-	-	0	-	-
35 to 39	4	-	-	35	-	4,932	15	-	-	6	-	-	0	-	-
40 to 44	2	-	-	29	-	6,644	22	88	6,776	28	116	11,098	16	-	-
45 to 49	2	-	-	39	6	5,453	16	-	-	13	-	-	20	147	21,983
50 to 54	1	-	-	46	-	7,052	20	8	11,482	11	-	-	27	182	20,821
55 to 59	4	-	-	54	-	8,049	21	32	11,591	16	-	-	30	217	22,722
60 to 64	3	-	-	38	-	9,286	12	-	-	11	-	-	23	256	28,381
65 to 69	2	-	-	12	-	-	5	-	-	1	-	-	4	-	-
70 & up	3	-	-	9	-	-	2	-	-	2	-	-	1	-	-

Attained Age	Years of credited service:														
	20 to 24			25 to 29			30 to 34			35 to 39			40 & up		
	--Average--			--Average--			--Average--			--Average--			--Average--		
	No.	Acc. Ben.	Cash Bal.	No.	Acc. Ben.	Cash Bal.	No.	Acc. Ben.	Cash Bal.	No.	Acc. Ben.	Cash Bal.	No.	Acc. Ben.	Cash Bal.
Under 25	0	-	-	0	-	-	0	-	-	0	-	-	0	-	-
25 to 29	0	-	-	0	-	-	0	-	-	0	-	-	0	-	-
30 to 34	0	-	-	0	-	-	0	-	-	0	-	-	0	-	-
35 to 39	0	-	-	0	-	-	0	-	-	0	-	-	0	-	-
40 to 44	0	-	-	0	-	-	0	-	-	0	-	-	0	-	-
45 to 49	12	-	-	1	-	-	0	-	-	0	-	-	0	-	-
50 to 54	27	461	21,771	19	-	-	0	-	-	0	-	-	0	-	-
55 to 59	17	-	-	22	920	20,538	12	-	-	0	-	-	0	-	-
60 to 64	12	-	-	13	-	-	11	-	-	5	-	-	0	-	-
65 to 69	0	-	-	1	-	-	1	-	-	1	-	-	0	-	-
70 & up	1	-	-	0	-	-	0	-	-	1	-	-	0	-	-

Cash Balance account is shown for active participants. As permitted, the averages for balances include cash balance as well as non- cash-balance participants. Data is shown only for cells with 20 or more participants. Frozen accrued benefit is also shown for active participants. The averages also include \$0 accrued amounts for participants who are represented by average cash balance account information. Compensation information is not provided because it is no longer used in determining plan benefits (all accruals are frozen).

Attachment to 2012 Form 5500
Schedule SB, Part V - Statement of Actuarial Assumptions/Methods
Plan Name: Retirement Plan for Employees of Jameson Health System, Incorporated
Plan EIN: 25-1536036, PN: 001

Actuarial Methods and Assumptions

As of January 1, 2012

Mortality for Minimum and Maximum Funding: IRS 2012 Static Mortality Table

IRS Prescribed Interest Rates for Funding Target Liability in 2012 and 2011, Updated for MAP-21 corridors for 2012. Maximum contributions are based on pre- MAP-21 rates.

	2012 (Min/Max)	2011
Minimum/Maximum Funding		
First Segment Rate	5.54% / 2.06%	3.78%
Second Segment Rate	6.85% / 5.25%	6.31%
Third Segment Rate	7.52% / 6.32%	6.57%
Look back Month	September	September

Selected Assumptions: Rates at selected ages are follows:

Age	FAS 35 Mortality		Termination Rates		Disability Rates	
	Male	Female	Cash Accum.	Traditional	Male	Female
25	0.035%	0.019%	11.60%	5.30%	0.038%	0.047%
30	0.043%	0.025%	11.20%	4.80%	0.048%	0.080%
35	0.075%	0.044%	10.60%	4.50%	0.069%	0.136%
40	0.102%	0.064%	9.40%	3.80%	0.117%	0.211%
45	0.138%	0.100%	7.50%	3.20%	0.202%	0.323%
50	0.188%	0.149%	4.80%	1.50%	0.358%	0.533%
55	0.317%	0.257%	1.70%	0.30%	0.722%	0.952%
60	0.603%	0.488%	0.20%	0.00%	1.256%	1.159%
65	1.154%	0.937%	0.00%	0.00%	1.753%	1.358%

Payment Form Election:

Cash Balance participants are assumed to elect a lump sum and traditional participants are assumed to elect a life annuity.

Marital Status: 85% Married, female spouse 4 years younger than male.

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

Plan Name: Retirement Plan for Employees of Jameson Health System, Incorporated

Plan EIN: 25-1536036, PN: 001

Actuarial Methods and Assumptions (Continued)

Age	Retirement Rates	
	Traditional Participants	Cash Balance Participants
<55	0.0%	0.0%
55	2.0%	2.0%
56	2.0%	2.0%
57	2.0%	2.0%
58	2.0%	2.0%
59	2.0%	2.0%
60	2.0%	2.0%
61	2.0%	2.0%
62	40.0%	40.0%
63	10.0%	10.0%
64	10.0%	10.0%
65+	100.0%	100.0%

Expenses: None. Technical corrections to the Pension Protection Act of 2006 require plan sponsors to recognize estimated non-investment administrative expenses in the Plan's normal cost. It is our understanding that Jameson Health System, Incorporated pays all non-investment administrative expenses outside of the Plan.

Pre-Retirement Death Coverage: It is assumed surviving spouses of Cash Balance participants elect an immediate lump sum. Surviving Spouses of traditional plan participants are assumed to receive 100% of the qualified joint and 100% survivor annuity option.

Actuarial Cost Method: Unit Credit. A method under which the projected benefits of each individual included in an actuarial valuation are allocated by a consistent formula to valuation years. The actuarial present value of benefits allocated to a valuation year is the normal cost. The actuarial present value of benefits allocated to all periods prior to a valuation year is called actuarial accrued liability. Under this method, the Actuarial Gains (losses), as they occur, generally reduce (increase) the unfunded Actuarial Accrued Liability.

Asset Valuation Method: 24-month smoothed value described in IRS Notice 2009-22.

Shortfall Amortization Changes: None since prior year (the 2+7 amortization relief schedule was chosen for 2010 and 2011 plan years)

Assumption changes since prior valuation: The mortality and interest assumptions have been updated to comply with prescribed IRS requirements for 2012, including the effect of MAP-21 pension funding stabilization.

Significant Benefits Not Recognized: None

Schedule H, Line 4j
Schedule of Reportable Transactions

Name of Plan:▶ Retirement Plan for Employees of Jameson Health System, Inc.

Employer Identification Number (EIN): 25-1536036

Three-digit plan number: ▶001

For the plan year beginning/ending: January 1, 2012 - December 31, 2012

[illegible]

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

- **Round off amounts to nearest dollar.**
 ► **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan Retirement Plan for Employees of Jameson Health System, Inc.	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Jameson Health System, Inc.	D Employer Identification Number (EIN) 25-1536036	

E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500
---	---

Part I Basic Information			
1	Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2012</u>		
2	Assets:		
	a Market value	2a	34,196,943
	b Actuarial value	2b	35,409,434
3	Funding target/participant count breakdown:	(1) Number of participants	(2) Funding Target
	a For retired participants and beneficiaries receiving payment	3a	17,254,272
	b For terminated vested participants	3b	3,789,162
	c For active participants:		
	(1) Non-vested benefits	3c(1)	52,501
	(2) Vested benefits	3c(2)	22,255,483
	(3) Total active	3c(3)	22,307,984
	d Total	3d	43,351,418
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	6.95 %
6	Target normal cost	6	0

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	Robert Crnjarich <div style="text-align: center;"> Signature of actuary </div>	<div style="text-align: center;"> <u>09-16-2013</u> Date </div>
	Robert Crnjarich <div style="text-align: center;"> Type or print name of actuary </div>	<div style="text-align: center;"> <u>11-05141</u> Most recent enrollment number </div>
	Cowden Associates, Inc. <div style="text-align: center;"> Firm name </div>	<div style="text-align: center;"> <u>(412) 394-9951</u> Telephone number (including area code) </div>
	444 Liberty Avenue, Suite 605 <div style="text-align: center;"> Address of the firm </div>	
	Pittsburgh <div style="text-align: center;"> Address of the firm </div>	
	PA 15222-1222 <div style="text-align: center;"> Address of the firm </div>	

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

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF. Schedule SB (Form 5500) 2012 v. 120126

Part II Beginning of Year Carryover Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)		
9 Amount remaining (line 7 minus line 8)	0	0
10 Interest on line 9 using prior year's actual return of <u>(1.09)</u> %		
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		0
b Interest on (a) using prior year's effective interest rate of <u>6.22</u> % except as otherwise provided (see instructions)		0
c Total available at beginning of current plan year to add to prefunding balance		0
d Portion of (c) to be added to prefunding balance		
12 Other reductions in balances due to elections or deemed elections		
13 Balance at beginning of current year (line 9 + line 10 + line 11d - line 12)	0	0

Part III Funding Percentages

14 Funding target attainment percentage	14	81.67 %
15 Adjusted funding target attainment percentage	15	81.67 %
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	72.63 %
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

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/13/2012	392,768				
07/13/2013	392,768				
10/15/2012	144,632				
01/15/2013	310,056				
09/13/2013	210,063				
Totals ▶			18(b)	1,450,287	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	
b Contributions made to avoid restrictions adjusted to valuation date	19b	
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	1,378,023

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No

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

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

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:			
a Segment rates:	1st segment: 5.54 %	2nd segment: 6.85 %	3rd segment: 7.52 %
			☐ N/A, full yield curve used
b Applicable month (enter code).....	21b		4
22 Weighted average retirement age	22		63
23 Mortality table(s) (see instructions)	☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute		

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.....	☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.....	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27 If the plan is subject to 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	
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		0
b Excess assets, if applicable, but not greater than line 31a	31b		
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment.....	7,941,984	1,378,023	
b Waiver amortization installment			
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) ..	34		1,378,023
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....			0
36 Additional cash requirement (line 34 minus line 35).....	36		1,378,023
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37		1,378,023
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a		0
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b		0
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 an election was made to use PRA 2010 funding relief for this plan:			
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		0
43 Excess installment acceleration amount to be carried over to future plan years	43		0

Attachment to 2012 Form 5500

Schedule SB, Line 19 - Discounted Employer Contributions

Plan Name: Retirement Plan for Employees of Jameson Health System, Incorporated

Plan EIN: 25-1536036, PN: 001

Date of Contribution		Amount		Year Applied		Effective Interest Rate		Interest Adjusted Contribution
4/13/2012		392,768		2012		6.95%		385,391
7/13/2012		392,768		2012		6.95%		378,989
10/15/2012		144,632		2012		6.95%		137,164
1/15/2013		310,056		2012		6.95%		289,108
9/13/2013		210,063		2012		6.95%		187,371
Total		1,450,287						1,378,023

Attachment to 2012 Form 5500

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

Plan Name: Retirement Plan for Employees of Jameson Health System, Incorporated

Plan EIN: 25-1536036, PN: 001

The weighted average retirement age for the Plan is approximately 63, as shown in the following exhibit:

Age (1)	Rate (2)	# Retiring (Radix = 1,000) (3)	Weight (3)/Number of Members (4)	Age X Weight (5)
55	0.02	20	0.02	1.10
56	0.02	20	0.0196	1.10
57	0.02	19	0.01921	1.09
58	0.02	19	0.01882	1.09
59	0.02	18	0.01845	1.09
60	0.02	18	0.01808	1.08
61	0.02	18	0.01772	1.08
62	0.4	347	0.34725	21.53
63	0.1	52	0.05209	3.28
64	0.1	47	0.04688	3.00
65	1	422	0.42191	27.42
Weighted Average Age =				62.87

Attachment to 2012 Form 5500
Schedule SB, Part V - Summary of Plan Provisions
Plan Name: Retirement Plan for Employees of Jameson Health System, Incorporated
Plan EIN: 25-1536036, PN: 001

Summary of Plan Provisions

The following is a summary of the major provisions of the plan as of January 1, 2012.

General Information

- Original Plan: July 1, 1968
- Restated Plan: January 1, 2011
- Plan Year: January 1 to December 31
- Most Recent Amendment: Effective January 1, 2011

Covered Employees: All non-physician employees of Jameson Health System

Plan Freeze: Effective November 1, 2006, the Plan was frozen to participants and to the accrual of benefits.

Cash Accumulation Provisions

- **Normal Retirement:** The first day of the month coincident with or next following age 65 and 5 years from date of participation.
- **Normal Retirement Benefit:** The November 1, 2006 cash accumulation account credited with interest to retirement at the average November 30-year treasury rate for each year. In no event will the benefit be less than the April 30, 2000 actuarial equivalent.
- **Late Retirement:** If the participant retires after Normal Retirement Date, the first day of the month coincident with or next following his actual retirement date (Late Retirement Date).
- **Deferred Vested Retirement:** Termination of employment after 5 years of vesting service but prior to Normal Retirement Eligibility.
- **Deferred Vested Benefit:** Participants will receive their cash accumulation account upon termination.
- **Surviving Spouse Benefit (married participants):** The surviving spouse is assumed to receive a monthly benefit equal to the actuarial equivalent of the cash balance account. The spouse may choose to receive the cash accumulation account balance as a lump sum in lieu of this benefit.
- **Survivor's benefit (unmarried participants):** Beneficiary will receive the cash accumulation account in a lump sum payment.
- **Automatic Payment Form:** For unmarried participants, the actuarial equivalent of the cash accumulation account payable as a life annuity. For married participants, the actuarial equivalent of the cash accumulation account payable as a joint and 50% survivor annuity.

Attachment to 2012 Form 5500
Schedule SB, Part V - Summary of Plan Provisions
Plan Name: Retirement Plan for Employees of Jameson Health System, Incorporated
Plan EIN: 25-1536036, PN: 001

Summary of Plan Provisions (Continued)

Traditional Structure Provisions

- Normal Retirement: A monthly benefit equal to the frozen accrued benefit based on service and compensation as of November 1, 2006. Normal retirement occurs at the later of age 65 and 5 years of participation.
- Accrued Benefit: 1.25% of average compensation times years of credited service. Frozen as described previously. The benefit is defined to be at least as great as \$10 per month per year of
- Early Retirement: The actuarial equivalent of the frozen accrued benefit payable no earlier than age 55 and 5 years of vesting service.
- Vesting: Participant's vested portion of their Accrued Benefit deferred to age 65. Reduced benefit payable as early as age 55 if eligible. Eligibility begins once a participant has accumulated at least five years of vesting service.
- Pre-Retirement Death Benefit: For active or terminated participants who become deceased, 100% of the accrued benefit reduced for form of payment and early retirement, if applicable. Payment may begin at the earliest date the participant would be eligible for retirement.
- Automatic Payment Form: For unmarried participants, a life annuity. For married participants, a joint and 100% survivor annuity.

Miscellaneous

- Changes since prior valuation: None.
- Annuity benefits may not exceed the 2012 limit of \$200,000 per year. This value is adjusted for non-standard forms of payment (including lump sum payments for Cash Accumulation participants).

Statement Period
Account Number

01/01/2012 through 12/31/2012
M01768

Schedule Of Assets

UNITS	DESCRIPTION	S & P RATING	TAX COST	MARKET VALUE	UNREALIZED GAIN/LOSS	EST ANN INCOME	YIELD ON MKT	ACCRUED INCOME
SHORT TERM INVESTMENT								
	CASH		73	73	0		0.00	
	ACCRUED INCOME		80,359	80,359	0		0.00	
	TOTAL CASH		80,432	80,432	0	0		0
CASH MANAGEMENT FUNDS-TAXABLE								
2,765,667.77	HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT		2,765,668	2,765,668	0	1,659	0.06	134
	TOTAL SHORT TERM INVESTMENT		2,846,100	2,846,100	0	1,659		134
FIXED INCOME								
U. S. GOVT OBLIGATIONS								
340,000	US TREASURY 2.875% 01/31/2013	NR	351,028	340,745	10,284-	9,775	2.87	4,091
110,000	US TREASURY .75% 09/15/2013	NR	110,559	110,460	99-	825	0.75	246
25,000	US TREASURY 2.25% 05/31/2014	NR	24,218	25,711	1,493	563	2.19	50
200,000	US TREASURY 2.125% 11/30/2014	NR	200,712	207,094	6,382	4,250	2.05	374
310,000	US TREASURY 2.5% 04/30/2015	NR	315,873	325,791	9,918	7,750	2.38	1,327
45,000	US TREASURY N/B 10/31/2017		46,788	47,535	747	0	0.00	0
165,000	US TREASURY N/B 4.25% 11/15/2017	NR	173,256	193,205	19,949	7,013	3.63	910
200,000	US TREASURY N/B 1.25% 01/31/2019		199,868	203,626	3,758	2,500	1.23	1,046
170,000	US TREASURY N/B 3.125% 05/15/2019	NR	178,611	192,525	13,914	5,313	2.76	690
220,000	US TREASURY N/B 2.125% 08/15/2021		226,389	231,275	4,886	4,675	2.02	1,766
280,000	US TREASURY 5.375% 02/15/2031	NR	312,004	399,700	87,696	15,050	3.77	5,685
55,000	US TREASURY 4.375% 11/15/2039	NR	63,770	71,552	7,782	2,406	3.36	312
160,000	US TREASURY 3.75% 08/15/2041		179,838	188,050	8,211	6,000	3.19	2,266

Statement Period
Account Number

01/01/2012 through 12/31/2012
M01768

Schedule Of Assets

UNITS	DESCRIPTION	S & P RATING	TAX COST	MARKET VALUE	UNREALIZED GAIN/LOSS	EST ANN INCOME	YIELD ON MKT	ACCRUED INCOME
	TOTAL U. S. GOVT OBLIGATIONS		2,382,914	2,537,269	154,355	66,120		18,763
	U. S. GOVT MTG BACKED SECURITIES							
873.79	FNMA FEDERAL NATIONAL MTGE ASSOC 5.5% 01/01/2029		945	943	2-	48	5.10	4
32,873.2	FNMA 5% 06/01/2033		32,822	35,451	2,629	1,644	4.64	137
20,202.68	FHLMC GOLD POOL #G05256 4% 03/01/2039		20,909	21,574	665	808	3.75	67
43,162.31	FHLMC GOLD POOL #G05449 4.5% 05/01/2039		45,280	46,317	1,037	1,942	4.19	162
28,343.93	FHLMC POOL #A87714 4% 08/01/2039		29,456	30,268	812	1,134	3.75	94
32,623.02	FGLMC POOL #A93505 4.5% 08/01/2040		34,219	35,130	911	1,468	4.18	122
14,604.43	FNMA POOL #AE6083 4% 10/01/2040		15,202	15,671	469	584	3.73	49
	TOTAL U. S. GOVT MTG BACKED SECURITIES		178,833	185,354	6,521	7,628		635
	U. S. GOVT AGENCIES							
240,000	FHLMC 1.375% 01/09/2013	AA+	244,436	240,058	4,379-	3,300	1.37	1,577
100,000	FHLMC .375% 11/27/2013	AA+	100,127	100,176	49	375	0.37	35
250,000	FHLMC 2.5% 04/23/2014	AA+	260,901	257,533	3,369-	6,250	2.43	1,181
250,000	FNMA .75% 12/19/2014	AA+	251,574	252,218	643	1,875	0.74	63
230,000	FHLMC .5% 04/17/2015	AA+	230,827	230,941	114	1,150	0.50	236
230,000	FNMA 1.625% 10/26/2015	AA+	238,327	237,937	390-	3,738	1.57	675
	TOTAL U. S. GOVT AGENCIES		1,326,192	1,318,863	7,329-	16,688		3,767
	CORPORATE OBLIGATIONS							
5,000	ESCROW GM CORP SR CONV 06/01/2009		1	0	1-	0	0.00	0
250,000	THE KROGER CO 5.5% 02/01/2013	BBB	270,725	250,943	19,783-	13,750	5.48	5,729
25,000	AMERICAN INTL GROUP 4.25% 05/15/2013	A-	23,979	25,304	1,325	1,063	4.20	136

Statement Period
Account Number

01/01/2012 through 12/31/2012
M01768

Schedule Of Assets

UNITS	DESCRIPTION	S & P RATING	TAX COST	MARKET VALUE	UNREALIZED GAIN/LOSS	EST ANN INCOME	YIELD ON MKT	ACCRUED INCOME
100,000	US BANCORP SERIES MTN 1.375% 09/13/2013-2013	A+	100,861	100,584	277 -	1,375	1.37	413
250,000	EMERSON ELECTRIC CO 5.625% 11/15/2013	A	237,635	261,220	23,585	14,063	5.38	1,797
100,000	GENERAL ELECTRIC CAP CORP 4% 12/15/2013	AA+	100,000	102,545	2,545	4,000	3.90	178
45,000	MORGAN STANLEY 4.75% 04/01/2014	BBB+	38,405	46,597	8,192	2,138	4.59	534
25,000	CLOROX CO 5% 01/15/2015	BBB+	24,386	26,944	2,558	1,250	4.64	576
45,000	COCA COLA ENTERPRISES INC 4.25% 03/01/2015	AA-	44,721	48,348	3,628	1,913	3.96	638
80,000	METLIFE INC 5% 06/15/2015	A-	85,696	88,072	2,376	4,000	4.54	178
100,000	GENERAL ELEC CAP CORP SERIES MTN 2.25% 09/30/2015	AA+	99,550	100,162	612	2,250	2.25	6
80,000	GENERAL ELEC CAP CORP SERIES MTN 5% 01/08/2016	AA+	82,453	88,882	6,429	4,000	4.50	1,922
100,000	GOLDMAN SACHS GROUP INC 3.625% 02/07/2016	A-	99,169	105,852	6,683	3,625	3.42	1,450
45,000	WYETH 5.45% 04/01/2017	AA	44,061	53,165	9,104	2,453	4.61	613
75,000	BUNGE LTD FINANCE CORP 3.2% 06/15/2017	BBB-	74,699	78,272	3,574	2,400	3.07	107
250,000	GENERAL ELEC CAP CORP MEDIUM TERM NOTE 5.625% 09/15/2017	AA+	261,505	294,930	33,425	14,063	4.77	4,141
75,000	CABOT CORP 2.55% 01/15/2018	BBB+	74,904	77,308	2,404	1,913	2.47	898
70,000	GLAXOSMITHKLINE CAP INC CAP INC 5.65% 05/15/2018	A+	74,826	85,263	10,437	3,955	4.64	505
100,000	PHILIP MORRIS INTL INC 5.65% 05/16/2018	A	102,300	121,239	18,939	5,650	4.66	706
70,000	RIO TINTO FIN USA LTD 6.5% 07/15/2018	A-	73,260	87,368	14,108	4,550	5.21	2,098
45,000	DU PONT E I DE NEMOURS & CO 5.75% 03/15/2019	A	44,014	54,804	10,791	2,588	4.72	762
50,000	BOEING CAPITAL CORP 4.7% 10/27/2019	A	50,067	58,995	8,928	2,350	3.98	418

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65,000	CF INDUSTRIES INC 7.125% 05/01/2020	BBB-	79,944	81,805	1,862	4,631	5.66	772
50,000	NORDSTROM INC 4.75% 05/01/2020	A-	52,157	58,048	5,892	2,375	4.09	396
50,000	PEPSICO INC 3.125% 11/01/2020	A-	50,116	53,584	3,468	1,563	2.92	260
100,000	HEWLETT PACKARD CO 3.75% 12/01/2020	BBB+	97,799	96,890	909-	3,750	3.87	313
100,000	CARDINAL HEALTH INC 4.625% 12/15/2020	A-	99,950	113,490	13,540	4,625	4.08	206
90,000	GOLDMAN SACHS GROUP INC 5.25% 07/27/2021	A-	88,424	102,598	14,174	4,725	4.61	2,021
85,000	CITIGROUP INC 4.5% 01/14/2022	A-	86,246	94,835	8,589	3,825	4.03	1,774
110,000	JP MORGAN CHASE & CO 4.5% 01/24/2022	A	115,894	124,436	8,543	4,950	3.98	2,159
75,000	TYSON FOODS INC 4.5% 06/15/2022-2022	BBB-	76,136	81,189	5,053	3,375	4.16	150
75,000	EASTMAN CHEMICAL CO 3.6% 08/15/2022-2022	BBB	74,607	78,549	3,942	2,700	3.44	1,545
80,000	NVR INC 3.95% 09/15/2022	BBB	80,469	82,901	2,431	3,160	3.81	974
80,000	WALGREEN CO 3.1% 09/15/2022	BBB	80,780	80,694	86-	2,480	3.07	744
70,000	ORACLE CORPORATION 2.5% 10/15/2022	A+	69,915	70,631	716	1,750	2.48	321
100,000	VERIZON COMMUNICATIONS 2.45% 11/01/2022-2022	A-	100,299	100,033	266-	2,450	2.45	368
80,000	DOW CHEMICAL CO/THE 3% 11/15/2022-2022	BBB	79,038	79,822	783	2,400	3.01	313
75,000	RPM INTERNATIONAL INC 3.45% 11/15/2022-2022	BBB-	74,650	73,482	1,168-	2,588	3.52	489
45,000	VERIZON GLOBAL FDG CORP 7.75% 12/01/2030	A-	46,793	65,884	19,091	3,488	5.29	291
50,000	TARGET CORP 7% 07/15/2031	A+	56,579	69,711	13,133	3,500	5.02	1,614
25,000	ARCHER-DANIELS-MIDLAND CO 5.375% 09/15/2035	A	21,912	29,173	7,261	1,344	4.61	396

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45,000	DUKE ENERGY CAROLINAS 6.05% 04/15/2038	A	43,222	58,950	15,728	2,723	4.62	575
40,000	AMGEN INC 6.4% 02/01/2039	A+	41,886	51,786	9,901	2,560	4.94	1,067
50,000	STANLEY BLACK & DECKER INC 5.2% 09/01/2040	A	49,811	57,915	8,104	2,600	4.49	867
80,000	NBCUNIVERSAL MEDIA LLC 4.45% 01/15/2043	BBB+	79,727	81,011	1,284	3,560	4.39	850
	TOTAL CORPORATE OBLIGATIONS		3,653,571	3,944,214	290,643	164,471		42,270
	TOTAL FIXED INCOME		7,541,510	7,985,700	444,190	254,907		65,435
EQUITY INVESTMENTS								
	PREFERRED STOCK							
	FINANCIALS							
4,000	BANK OF AMERICA CORP SERIES H PFD 8.2%	A+e	100,000	102,400	2,400	8,200	8.01	0
875	GENERAL ELEC CAP CORP 6/28/32 SERIES PFD 6.625%	AA+	21,963	21,893	70-	1,449	6.62	0
2,000	ING GROEP NV PFD 8.5%	BBB	50,000	51,180	1,180	4,250	8.30	0
4,000	JPMCHASE CAP XI 6/15/33 SERIES K PFD 5.875%	A	100,000	100,680	680	5,876	5.84	0
20,000	LEHMAN BROTHERS HOLDINGS SERIES J PFD 7.95% ESCROW CUSIP ON ORIGINAL CUSIP 52520W317		500,000	0	500,000-	0	0.00	0
5,000	MORGAN STANLEY CP TR IV 4/1/33 SERIES PFD 6.25%	BB+	125,000	124,950	50-	7,810	6.25	1,953
	TOTAL FINANCIALS		896,963	401,103	495,860-	27,585		1,953
	COMMON STOCK							
	UNCLASSIFIED							
125	MOTORS LIQUIDATION CO		1	2,650	2,649	0	0.00	0

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	FINANCIALS							
225	AFFILIATED MANAGERS GROUP	N/A	17,584	29,284	11,699	0	0.00	0
1,296	AMERICAN EXPRESS	N/A	58,758	74,494	15,736	1,037	1.39	0
913	BERKSHIRE HATHAWAY INC CL B		81,111	81,896	785	0	0.00	0
248	BLACKROCK INC	N/R	48,932	51,264	2,332	1,488	2.90	0
585	CITY NATL CORP W/1 RT/SH	N/A	28,377	28,969	592	585	2.02	0
1,755	EATON VANCE CORP NON VTG	N/A	50,173	55,897	5,723	1,404	2.51	0
569	FINANCIAL ENGINES INC		12,014	15,784	3,770	0	0.00	0
1,795	FOREST CITY ENT CL A	N/A	8,891	28,989	20,098	574	1.98	0
730	HCC INSURANCE HOLDINGS INC	N/A	16,973	27,163	10,190	482	1.77	120
3,153	HANG LUNG PROPERTIES LTD		48,934	62,647	13,713	2,005	3.20	0
887	HATTERAS FINANCIAL CORP		23,860	22,006	1,854-	2,484	11.29	621
590	IBERIABANK CORP	N/A	31,851	28,981	2,870-	802	2.77	201
839	INTERCONTINENTALEXCHANGE INC		95,180	103,877	8,697	0	0.00	0
300	PORTFOLIO RECOVERY ASSOCIATE	N/A	24,065	32,058	7,993	0	0.00	0
995	PRICE T ROWE GROUP INC	N/A	58,891	64,792	5,901	1,353	2.09	0
650	PROSPERITY BANCSHARES INC	N/A	28,748	27,300	1,448-	559	2.05	0
430	RLI CORP	N/A	20,542	27,804	7,261	550	1.98	0
1,450	STATE BANK FINANCIAL CORP		23,172	23,026	146-	174	0.76	0
2,075	UMPQUA HOLDINGS CORP	N/A	25,965	24,464	1,501-	747	3.05	0
395	UNIVERSAL HLTH REALTY INCOME TR	N/A	13,457	19,991	6,534	980	4.90	0
5,392	WELLS FARGO & CO	N/A	147,060	184,299	37,239	4,745	2.57	0
555	WESTAMERICA BANCORPORATION	N/A	27,480	23,637	3,842-	821	3.47	0
124	WHITE MOUNTAIN INSURANCE GROUP	N/A	63,689	63,860	171	124	0.19	0

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	TOTAL FINANCIALS		955,707	1,102,482	146,775	20,914		942
	TELECOMMUNICATION SERVICES							
979	VERIZON COMMUNICATIONS	N/A	44,992	42,361	2,631-	2,017	4.76	0
	HEALTH CARE							
515	ABAXIS INC		15,056	19,107	4,051	0	0.00	0
2,003	ALLERGAN INC W/1 RT/SH	N/A	147,057	183,735	36,678	401	0.22	0
320	ATHENAHEALTH INC		15,613	23,453	7,840	0	0.00	0
480	BIO-RAD LABS INC CL A	N/A	41,795	50,424	8,629	0	0.00	0
808	BIO-REFERENCE LABS INC		17,097	23,133	6,036	0	0.00	0
1,698	BRISTOL-MYERS SQUIBB CO	N/A	56,556	55,338	1,218-	2,377	4.30	0
873	CEPHEID INC	N/A	27,321	29,560	2,239	0	0.00	0
683	CERNER CORP	N/A	40,887	52,939	12,053	0	0.00	0
480	CHEMED CORP		31,870	32,923	1,053	346	1.05	0
1,000	EDWARDS LIFESCIENCES CORP	N/A	73,286	90,170	16,884	0	0.00	0
1,722	GILEAD SCIENCES INC	N/A	74,034	126,481	52,447	0	0.00	0
455	IPC THE HOSPITALIST CO		21,168	18,068	3,100-	0	0.00	0
300	LANDAUER INC	N/A	13,833	18,363	4,530	660	3.59	165
420	LUMINEX CORP W/1 RT/SH	N/A	9,974	7,055	2,919-	0	0.00	0
350	MEDNAX INC		24,568	27,832	3,264	0	0.00	0
1,440	MERIDIAN BIOSCIENCE INC	N/A	30,715	29,160	1,555-	1,094	3.75	0
3,648	MYLAN INC	N/A	70,281	100,138	29,856	876	0.87	0
544	NEOGEN CORP	B	22,820	24,654	1,834	0	0.00	0
565	PERRIGO COMPANY	N/A	51,472	58,777	7,305	203	0.35	0
1,526	PFIZER INC	N/A	38,306	38,271	35-	1,465	3.83	0
665	TECHNE CORP	N/A	46,166	45,446	720-	798	1.76	0
1,070	UNITEDHEALTH GROUP INC	N/A	59,421	58,037	1,384-	910	1.57	0

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909	VARIAN MEDICAL SYSTEMS INC	N/A	55,539	63,848	8,309	0	0.00	0
390	YOUNG INNOVATIONS INC	N/A	9,164	15,370	6,206	62	0.41	0
	TOTAL HEALTH CARE		993,999	1,192,282	198,283	9,192		165
	CONSUMER STAPLES							
1,608	ALTRIA GROUP INC	N/A	53,821	50,556	3,265-	2,830	5.60	708
307	BROWN-FORMAN CORP CL B	N/A	20,068	19,418	650-	313	1.61	0
3,297	CVS CAREMARK CORP	N/A	111,933	159,410	47,477	2,967	1.86	0
395	CASEYS GENERAL STORES INC	N/A	11,835	20,975	9,140	261	1.24	0
5,608	COCA COLA CO	N/A	197,543	203,290	5,747	5,720	2.81	0
1,161	COSTCO WHOLESALERS CORP	N/A	85,149	114,626	29,476	1,277	1.11	0
631	ENERGIZER HOLDINGS INC	N/A	46,408	50,467	4,059	1,010	2.00	0
358	FRESH MARKET INC/THE		13,819	17,216	3,397	0	0.00	0
395	HARRIS TEETER SUPERMARKETS INC		8,494	15,231	6,737	237	1.56	59
275	HERSHEY CO W/1 RT/SH	N/A	19,485	19,861	375	462	2.33	0
450	J & J SNACK FOODS CORP COM	N/A	19,274	28,747	9,474	288	1.00	0
334	PHILIP MORRIS INTL INC		30,498	27,936	2,563-	1,136	4.07	284
591	UNITED NATIONAL FOODS INC	N/A	17,338	31,672	14,334	0	0.00	0
622	WAL-MART STORES INC	N/A	47,609	42,439	5,170-	989	2.33	0
	TOTAL CONSUMER STAPLES		683,274	801,844	118,570	17,490		1,051
	CONSUMER DISCRETIONARY							
859	AARON'S INC	N/A	13,414	24,293	10,878	58	0.24	15
443	AMAZON.COM INC	N/A	79,261	111,135	31,875	0	0.00	0
651	BED BATH & BEYOND INC	N/A	38,536	36,397	2,138-	0	0.00	0
1,765	CARMAX INC	N/A	56,313	66,258	9,945	0	0.00	0
2,727	CARNIVAL CORPORATION		101,772	100,272	1,500-	2,727	2.72	0
680	CHEESECAKE FACTORY	N/A	20,482	22,243	1,761	326	1.47	0

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835	CHOICE HOTELS INTERNATIONAL INC NEW W/1 RT/SH	N/A	21,634	28,073	6,439	618	2.20	0
1,968	COACH INC W/1 RT/SH	N/A	112,934	109,244	3,690-	2,362	2.16	0
515	COLUMBIA SPORTSWEAR COMPANY	N/A	23,022	27,480	4,458	453	1.65	0
1,554	COMCAST CORP CL A	N/A	54,542	58,057	3,516	1,010	1.74	253
1,000	DORMAN PRODUCTS INC C		17,554	35,340	17,786	0	0.00	0
795	GENTEX CORP	N/A	21,616	14,986	6,630-	413	2.76	0
1,237	GRAND CANYON EDUCATION INC		20,157	29,032	8,875	0	0.00	0
450	HIBBETT SPORTS INC		5,918	23,715	17,797	0	0.00	0
1,271	KOHL'S CORP	N/A	63,826	54,628	9,199-	1,627	2.98	0
3,598	LKQ CORP		32,646	75,918	43,272	0	0.00	0
1,570	LAS VEGAS SANDS CORP		69,667	72,471	2,804	1,570	2.17	0
3,739	LOWES COMPANIES INC	N/A	108,966	132,809	23,843	2,393	1.80	0
1,222	MCDONALDS CORP	N/A	113,511	107,793	5,719-	3,764	3.49	0
970	MONRO MUFFLER BRAKE INC	N/A	31,189	33,853	2,665	388	1.15	0
1,030	MORNINGSTAR INC		41,769	64,715	22,946	515	0.80	0
1,132	NIKE INC CL B	A	23,154	58,411	35,258	475	0.81	0
133	PRICELINE.COM INC		35,481	82,512	47,031	0	0.00	0
1,750	SALLY BEAUTY CO INC		17,563	41,248	23,684	910	2.21	0
837	SCIQUEST INC		12,654	13,275	621	0	0.00	0
1,617	STARBUCKS CORP	N/A	81,173	86,720	5,547	1,358	1.57	0
590	WOLVERINE WORLD WIDE INC	N/A	14,702	24,178	9,476	283	1.17	71
938	YUM BRANDS INC	N/A	62,762	62,283	479-	1,257	2.02	0
	TOTAL CONSUMER DISCRETIONARY		1,296,218	1,597,339	301,121	22,507		339

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INFORMATION TECHNOLOGY								
428	APPLE INC	N/A	81,595	227,770	146,175	4,537	1.99	0
1,720	BLACKBAUD INC		31,793	39,268	7,475	826	2.10	0
3,227	BROADCOM CORP CL A	N/A	110,194	107,169	3,025-	1,291	1.20	0
405	CABOT MICROELECTRONICS CORP	N/A	19,364	14,382	4,983-	0	0.00	0
375	CASS INFORMATION SYSTEMS INC		11,564	15,825	4,261	270	1.71	0
2,917	CISCO SYSTEMS	N/A	53,774	57,317	3,544	1,634	2.85	0
1,795	COGNIZANT TECH SOLUTIONS CRP	N/A	109,284	132,619	23,335	0	0.00	0
313	CONCUR TECHNOLOGIES INC	N/A	13,997	21,134	7,137	0	0.00	0
320	CONSTANT CONTACT INC		7,512	4,547	2,965-	0	0.00	0
3,672	CORNING INC	N/A	59,727	46,341	13,387-	1,322	2.85	0
815	DEALERTRACK TECHNOLOGIES INC		19,306	23,407	4,101	0	0.00	0
1,325	DIGI INTERNATIONAL INC	N/A	15,945	12,548	3,397-	0	0.00	0
2,561	EMC CORP/MASS	N/A	66,055	64,793	1,261-	0	0.00	0
725	EBIX INC		14,557	11,687	2,870-	145	1.24	0
965	FAIR ISAAC CORPORATION W/1 RT/SHN/A		21,759	40,559	18,800	77	0.19	0
315	FARO TECHNOLOGIES INC		12,735	11,239	1,496-	0	0.00	0
215	FORRESTER RESEARCH INC	N/A	7,612	5,762	1,850-	120	2.09	0
243	GOOGLE INC-CL A		133,933	171,893	37,960	0	0.00	0
650	GREENWAY MEDICAL TECHNOLOGIES INC		12,249	9,984	2,265-	0	0.00	0
1,380	HENRY JACK & ASSOC INC COM	N/A	21,368	54,179	32,811	635	1.17	0
290	HITTITE MICROWAVE CORP		15,326	17,997	2,672	0	0.00	0
991	INFORMATICA CORP	N/A	43,230	30,047	13,183-	0	0.00	0
1,965	INTEL CORP	N/A	42,852	40,518	2,333-	1,769	4.36	0
554	IBM CORP	B	109,281	106,119	3,162-	1,884	1.77	0

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1,350	INTUIT INC	N/A	79,380	80,292	912	918	1.14	0
3,492	JUNIPER NETWORKS INC	N/A	73,618	68,688	4,930-	0	0.00	0
589	LIQUIDITY SERVICES INC		11,069	24,067	12,998	0	0.00	0
780	MANHATTAN ASSOCIATES	N/A	15,802	47,065	31,263	0	0.00	0
725	MAXWELL TECHNOLOGIES INC	N/A	12,351	6,018	6,333-	0	0.00	0
545	MAXIMUS INC	N/A	21,103	34,455	13,352	196	0.57	0
719	MERCADOLIBRE INC		46,627	56,477	9,851	313	0.56	78
7,266	MICROSOFT CORP	N/A	217,003	194,073	22,930-	6,685	3.44	0
1,888	NATIONAL INSTRUMENTS CORP	N/A	46,704	48,729	2,025	1,057	2.17	0
375	PEGASYSTEMS INC	N/A	17,563	8,505	9,058-	45	0.53	0
1,015	POWER INTEGRATION INC	N/A	33,905	34,114	209	203	0.60	0
3,362	QUALCOMM INC W 1 RT P/S EXP 9/25/2015	N/A	138,343	207,972	69,629	3,362	1.62	0
545	SPS COMMERCE INC		9,699	20,312	10,613	0	0.00	0
800	SCANSOURCE INC	N/A	19,948	25,416	5,468	0	0.00	0
1,045	SEMTECH CORP W/1 RT/SH	N/A	27,796	30,253	2,456	0	0.00	0
3,002	TEXAS INSTRUMENTS INC	N/A	92,681	92,732	51	2,522	2.72	0
325	3D SYSTEMS CORP	N/A	9,061	17,339	8,278	0	0.00	0
500	ULTIMATE SOFTWARE GROUP INC		25,963	47,205	21,242	0	0.00	0
500	VERINT SYSTEMS INC	N/A	15,088	14,680	408-	0	0.00	0
415	VISA INC CLASS A SHARES		56,949	62,906	5,956	548	0.87	0
336	WEX INC		16,295	25,324	9,030	0	0.00	0
	TOTAL INFORMATION TECHNOLOGY		2,021,960	2,413,726	391,766	30,359		78
	INDUSTRIALS							
900	AAON INC	B	14,644	18,783	4,139	216	1.15	0
835	ACTUANT CORP CL A	N/A	21,542	23,305	1,763	33	0.14	0

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615	ACUITY BRANDS INC	N/R	24,951	41,654	16,703	320	0.77	0
320	ADVISORY BOARD CO	N/A	4,223	14,973	10,750	0	0.00	0
872	ALEXANDER & BALDWIN INC		24,346	25,611	1,264	0	0.00	0
1,530	BEACON ROOFING SUPPLY INC		36,813	50,918	14,105	0	0.00	0
1,040	C.H. ROBINSON WORLDWIDE INC NEW COMMON		75,984	65,749	10,235-	1,456	2.21	0
420	CARLISLE COS INC	A+	14,172	24,679	10,507	336	1.36	0
770	CLARCOR INC	N/A	29,746	36,791	7,045	416	1.13	0
300	COSTAR GROUP INC.	N/A	20,001	26,811	6,810	0	0.00	0
1,577	DANAHER CORP	N/A	75,858	88,154	12,296	158	0.18	0
735	ECHO GLOBAL LOGISTICS INC		10,766	13,208	2,442	0	0.00	0
2,061	EXPEDITORS INTL WASH INC	N/A	88,271	81,513	6,759-	1,154	1.42	0
700	EXPONENT INC		19,323	39,081	19,758	0	0.00	0
291	FEDEX CORP	N/A	26,039	26,691	651	163	0.61	0
1,340	FORWARD AIR CORPORATION W/1 RT/SH	N/A	31,664	46,913	15,249	536	1.14	0
7,300	GENERAL ELECTRIC CO	N/A	116,552	153,227	36,675	5,548	3.62	1,387
700	GRACO INC	N/A	22,559	36,043	13,484	700	1.94	0
762	HEICO CORP	N/A	24,154	24,369	215	91	0.38	0
1,577	HONEYWELL INTERNATIONAL INC	N/A	78,064	100,092	22,028	2,586	2.58	0
1,300	INNERWORKINGS INC		10,842	17,914	7,072	0	0.00	0
1,060	KIRBY CORP	N/A	40,084	65,603	25,519	0	0.00	0
1,485	KNIGHT TRANS INC	N/A	28,462	21,726	6,736-	356	1.64	0
4,161	KOMATSU LTD	N/A	63,086	105,103	42,016	1,935	1.84	0
200	MIDDLEBY CORP	N/A	20,039	25,642	5,603	0	0.00	0
890	MOBILE MINI INC	N/A	15,463	18,556	3,093	0	0.00	0
875	MOOG INC CL A	N/A	33,063	35,901	2,838	0	0.00	0

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427	PRECISION CASTPARTS CORP	N/A	66,496	80,882	14,386	51	0.06	0
750	RAVEN INDUSTRIES INC	N/A	10,273	19,770	9,497	315	1.59	0
1,015	RITCHIE BROS AUCTIONEERS		26,460	21,203	5,256-	497	2.35	0
1,695	ROLLINS INC	N/A	32,693	37,358	4,665	542	1.45	0
1,045	II-VI INC W/1 RT/SH	N/A	22,476	19,050	3,426-	0	0.00	0
1,124	UNION PACIFIC CORP	N/A	84,402	141,309	56,908	3,102	2.20	776
	TOTAL INDUSTRIALS		1,213,511	1,548,582	335,071	20,511		2,163
	ENERGY							
2,637	CAMERON INTERNATIONAL CORP W/1 RT P/S EXP 10/31/2017		136,297	148,885	12,588	0	0.00	0
613	CHEVRON CORPORATION	B+	64,005	66,290	2,285	2,207	3.33	0
420	CONOCOPHILLIPS	N/A	24,072	24,356	284	1,109	4.55	0
700	DRIL-QUIP	N/A	26,217	51,135	24,918	0	0.00	0
575	EXXON MOBIL CORP	N/A	43,027	49,766	6,739	1,311	2.63	0
243	KINDER MORGAN MANAGEMENT LLC		18,711	18,337	374-	0	0.00	0
1,059	NATIONAL OILWELL VARCO INC	N/A	45,803	72,383	26,579	551	0.76	0
2,929	SCHLUMBERGER LTD	N/A	174,364	202,976	28,612	3,222	1.59	805
	TOTAL ENERGY		532,496	634,128	101,632	8,400		805
	MATERIALS							
1,117	ALBERMARLE CORP	N/A	58,185	69,388	11,203	894	1.29	223
730	APTARGROUP INC W/1 RT/SH	N/A	18,774	34,836	16,062	642	1.84	0
643	BALCHEM CORP		15,692	23,437	7,745	141	0.60	0
1,131	ECOLAB INC W/1 RT PER SHARE	N/A	74,479	81,319	6,840	1,041	1.28	0
1,396	MEADWESTVACO CORP W/1 RT/SH	N/A	42,055	44,491	2,436	1,396	3.14	0
1,990	MONSANTO CO	N/A	121,994	188,354	66,359	2,985	1.58	0
342	NEWMARKET CORP COMMON STOCK		81,306	89,672	8,366	1,026	1.14	0

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958	SOUTHERN COPPER CORP		30,832	36,270	5,438	3,554	9.80	0
	TOTAL MATERIALS		443,317	567,767	124,450	11,679		223
	UTILITIES							
640	DOMINION RESOURCES INC /VA	N/A	34,050	33,152	898-	1,350	4.07	0
481	DUKE ENERGY CORP		31,263	30,688	575-	1,472	4.80	0
	TOTAL UTILITIES		65,313	63,840	1,473-	2,822		0
	TOTAL COMMON STOCK		8,250,788	9,967,001	1,716,213	145,891		5,766
	COMMON STOCK-FOREIGN							
	FINANCIALS							
5,747	AIA GROUP LTD		86,503	89,716	3,213	891	0.99	0
1,747	HSBC HLDGS PLC SPONS ADR NEW	N/R	79,919	92,713	12,794	4,368	4.71	0
3,352	HONG KONG EXCHANGES UNSPON ADR		26,733	57,044	30,311	1,542	2.70	0
5,514	IND & COMM BK OF CHINA UNSPON ADR		75,706	78,255	2,548	2,906	3.71	0
5,710	ITAU UNIBANCO HOLDING SA ADR		101,249	93,987	7,262-	508	0.54	0
12,837	MITSUBISHI UFJ FINL GRP ADR		75,549	69,577	5,972-	1,720	2.47	0
4,451	ROYAL BANK OF SCOTLAND GROUP PLC SPON ADR		44,691	48,026	3,335	2,043	4.25	0
3,794	SBERBANK SPON ADR		40,474	46,173	5,699	736	1.59	0
9,409	TURKIYE GARANTI BANKASI ADR		40,514	48,823	8,309	536	1.10	0
1,015	DEUTSCHE BANK AG -REG	N/R	44,136	44,954	818	938	2.09	0
	TOTAL FINANCIALS		615,474	669,268	53,794	16,188		0
	TELECOMMUNICATION SERVICES							
2,868	KDDI CORP UNSPONSORED ADR		49,177	50,500	1,322	1,250	2.48	0
1,538	VODAFONE GROUP PLC		41,337	38,742	2,595-	2,307	5.95	0

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	TOTAL TELECOMMUNICATION SERVICES		90,514	89,242	1,272-	3,557		0
	HEALTH CARE							
2,847	ELEKTA AB		44,075	44,376	301	342	0.77	0
2,790	FRESENIUS MEDICAL CARE AG	N/A	53,794	95,697	41,903	873	0.91	0
1,577	NOVARTIS AG ADR	N/A	64,782	99,824	35,042	3,321	3.33	0
758	NOVO NORDISK ADR	N/A	20,927	123,713	102,787	1,389	1.12	0
2,819	TEVA PHARMACEUTICAL -SP ADR	N/R	84,716	105,261	20,546	2,266	2.15	0
	TOTAL HEALTH CARE		268,294	468,871	200,577	8,191		0
	CONSUMER STAPLES							
1,380	NESTLE SA SPONSORED ADR REPSTGN/A REG SH		50,943	89,855	38,912	2,445	2.72	0
7,884	RECKITT BENCKISER GROUP		68,479	100,221	31,742	2,815	2.81	0
1,121	SABMILLER PLC	N/A	21,767	51,476	29,710	1,017	1.98	0
1,758	WALMART DE MEXICO -SPON ADR V	N/A	18,168	57,102	38,933	566	0.99	0
	TOTAL CONSUMER STAPLES		159,357	298,654	139,297	6,843		0
	CONSUMER DISCRETIONARY							
1,947	ADIDAS AG ADR		71,995	86,416	14,421	888	1.03	0
1,019	BURBERRY GROUP PLC-SPON ADR		39,862	40,614	752	791	1.95	0
3,868	COMPASS GROUP PLC ADR		45,831	45,584	247-	1,087	2.38	0
14,603	HENNES & MAURITZ AB- UNSP ADR		76,764	100,790	24,026	3,023	3.00	0
12,031	KINGFISHER PLC -SPONS ADR		99,470	111,118	11,649	3,188	2.87	0
16,189	LI & FUNG LTD UNSP ADR		59,275	57,147	2,127-	1,635	2.86	0
3,591	LVMH MOET HENNESSY LOU-ADR		39,548	131,427	91,879	1,997	1.52	0
3,683	MICHELIN (CGDE) UNSPON ADR		52,847	69,524	16,677	1,444	2.08	0
3,351	PEARSON PLC ADR	N/A	63,266	65,479	2,213	2,329	3.56	0
5,428	PUBLICIS GROUPE ADR		59,580	80,953	21,373	934	1.15	0

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3,086	THE SWATCH GROUP AG UNSP ADR		59,695	77,746	18,051	1,083	1.39	0
1,277	TOYOTA MTR LTD COM 2 ADR	N/A	101,717	119,080	17,363	1,756	1.47	0
	TOTAL CONSUMER DISCRETIONARY		769,850	985,878	216,028	20,155		0
	INFORMATION TECHNOLOGY							
1,427	ARM HOLDINGS PLC SPONS ADR	N/A	9,198	53,983	44,785	224	0.42	0
466	BAIDU INC SPON/ADR		56,512	46,735	9,777-	0	0.00	0
508	DASSAULT SYSTEMS ADR	N/A	25,359	56,412	31,054	310	0.55	0
1,423	SAP AG-SPONSORED ADR	N/A	55,423	114,381	58,957	961	0.84	0
2,967	TAIWAN SEMICONDUCTOR MFG LTD ADR		39,969	50,914	10,945	1,181	2.32	0
3,051	TENCENT HOLDINGS LTD UNS ADR		61,631	98,016	36,385	265	0.27	0
884	ACCENTURE PLC CL A		51,734	58,786	7,052	1,432	2.44	0
1,135	CHECK POINT SOFTWARE TECH	N/R	62,879	54,071	8,808-	0	0.00	0
330	STRATASYS LTD		24,093	26,450	2,356	0	0.00	0
714	ASML HOLDING NV		47,915	45,974	1,940-	481	1.05	0
1,996	YANDEX NV-A		56,922	42,994	13,928-	0	0.00	0
	TOTAL INFORMATION TECHNOLOGY		491,635	648,716	157,081	4,854		0
	INDUSTRIALS							
977	CANADIAN NATL RAILWAY COM	N/A	54,807	88,917	34,110	1,475	1.66	0
3,250	EMBRAER SA		67,658	92,658	24,999	556	0.60	266
2,966	FANUC CORPORATION UNSP ADR		33,854	91,018	57,163	1,014	1.11	0
7,261	FLSMIDTH & CO A/S UNSPON ADR		42,268	41,983	285-	1,576	3.75	0
655	SIEMENS AG ADR	N/A	70,646	71,703	1,056	1,875	2.62	0
	TOTAL INDUSTRIALS		269,233	386,279	117,046	6,496		266

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ENERGY								
3,316	BG GROUP PLC -SPON ADR		55,262	54,575	687-	822	1.51	0
366	CNOOC LTD -ADR	N/A	49,608	80,520	30,912	1,826	2.27	0
3,027	SUNCOR ENERGY INC		94,950	99,830	4,881	1,586	1.59	0
4,673	TULLOW OIL PLC		45,635	47,894	2,259	374	0.78	0
	TOTAL ENERGY		245,455	282,819	37,364	4,608		0
MATERIALS								
1,809	POTASH CORP OF SASKATCHEWAN	N/A	59,700	73,608	13,909	1,520	2.06	0
635	SYNGENTA AG ADR	N/A	42,530	51,308	8,778	918	1.79	0
	TOTAL MATERIALS		102,230	124,916	22,686	2,438		0
MISCELLANEOUS INDUSTRIES								
5,057	ASSA ABLOY AB UNSP ADR		67,615	94,409	26,794	1,274	1.35	0
	TOTAL COMMON STOCK-FOREIGN		3,079,657	4,049,052	969,395	74,604		266
	TOTAL EQUITY INVESTMENTS		12,227,408	14,417,156	2,189,748	248,080		7,985

MUTUAL FUNDS

EXCHANGE TRADED FUNDS - EQUITY

MATERIALS

150	SPDR GOLD TRUST		22,828	24,303	1,475	0	0.00	0
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EXCHANGE TRADED FUNDS

45,000	ISHARES CORE S&P 500 ETF	N/A	5,841,992	6,441,300	599,308	135,000	2.10	0
2,400	SPDR S&P 500 ETF TRUST	N/R	337,262	341,784	4,522	7,447	2.18	2,452
	TOTAL EXCHANGE TRADED FUNDS		6,179,254	6,783,084	603,830	142,447		2,452
	TOTAL EXCHANGE TRADED FUNDS - EQUITY		6,202,082	6,807,387	605,305	142,447		2,452

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EXCHANGE TRADED FUNDS - TAXABLE								
EXCHANGE TRADED FUNDS								
3,100	ISHARES CORE TOTAL U.S. BOND MARKET ETF		343,273	344,348	1,075	8,767	2.55	714
MUTUAL FUNDS FIXED INC-TAXABLE								
MUTUAL FUNDS								
30,911.422	ADVISOR SERIES TRUST PIA MBS BOND FUND		309,220	307,569	1,652-	7,697	2.50	0
98,426.136	ADVISOR SERIES TRUST PIA BBB BOND FUND		896,514	992,135	95,621	44,784	4.51	0
	TOTAL MUTUAL FUNDS		1,205,734	1,299,704	93,970	52,481		0
MUTUAL FUNDS EQUITY								
UNCLASSIFIED								
10,960.573	JANUS PERKINS MID CAP VALUE FUND - CLASS I		173,056	233,899	60,843	1,819	0.78	0
MUTUAL FUNDS								
9,907.923	AMERICAN CENTURY HERITAGE FUNDN/A INVESTORS CLASS		200,551	220,848	20,297	1,278	0.58	0
5,703.104	BLACKROCK US OPPORTUNITIES PORTFOLIO - INSTITUTIONAL		145,069	205,312	60,243	1,905	0.93	0
31,246.406	EATON VANCE ATLANTA CAPITAL SMID-CAP FUND - CLASS I		372,548	570,559	198,011	0	0.00	0
1,861.685	PRUDENTIAL JENNISON MID CAP GROWTH FUND - CLASS Z		61,668	60,356	1,312-	222	0.37	0
17,128.629	RIDGEWORTH MID CAP VALUE EQUITY FUND - CLASS I		180,436	201,261	20,825	2,895	1.44	0
	TOTAL MUTUAL FUNDS		960,272	1,258,336	298,064	6,300		0
	TOTAL MUTUAL FUNDS EQUITY		1,133,328	1,492,235	358,907	8,119		0
	TOTAL MUTUAL FUNDS		8,884,417	9,943,674	1,059,257	211,814		3,166

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OTHER ASSETS								
COLLATERALIZED MORTGAGE OBLIGATIONS								
9.51	FHLMC CMO SERIES 2517 JH DTD 10/01/02 4.5% 10/15/2017		34	10	24-	0	4.30	0
36,683.97	FHLMC CMO SERIES 2814 GB 5% 06/15/2019		35,555	38,247	2,692	1,834	4.80	148
250,000	FHLMC SERIES 3547 CL-CB CMO 4.5% 06/15/2024		249,375	283,419	34,044	11,250	3.97	906
500,000	FHLMC SERIES 2896 CLASS VB 5% 12/15/2025		498,125	523,293	25,168	25,000	4.78	2,014
129,523.27	FHLMC SERIES 3121 CLASS JD 5.5% 03/15/2026		127,580	143,920	16,339	7,124	4.95	574
	TOTAL COLLATERALIZED MORTGAGE OBLIGATIONS		\$10,669	988,889	78,220	45,208		3,642
	Total Fund		32,410,104	36,181,519	3,771,415	761,668		80,362

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Attachment to 2012 Form 5500

Schedule SB, Line 32 – Schedule of Amortization Bases

Plan Name: Retirement Plan for Employees of Jameson Health System, Incorporated

Plan EIN: 25-1536036, PN: 001

	Type of Base		Present Value of Remaining Installments		Valuation Date Base was Established		Number of Years Remaining in the Amortization Period		Amortization Installment
1.	Shortfall		2,151,703		1/1/2008		3		756,236
2.	Shortfall		1,054,673		1/1/2009		4		285,361
3.	Shortfall		3,589,191		1/1/2010		7		609,174
4.	Shortfall		4,444,348		1/1/2011		8		286,992/753,036
5.	Shortfall		(3,297,931)		1/1/2012		7		(559,740)

The shortfall amortization amount shown for 2011 reflects election of the 2+7 amortization relief as described in the Pension Protection Act of 2006. This election is the first relief election under the Act. The installment made for the first two years is the first number shown in the installment amount column, and the installment expected to be made in years 3 through 9 is the second amount shown.