Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
PPNYC RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 003

1c Effective date of plan 01/01/1982

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

PLANNED PARENTHOOD OF NEW YORK CITY, INC.

26 BLEECKER STREET
NEW YORK, NY 10012

2b Employer Identification Number (EIN)
13-2621497

2c Sponsor's telephone number
212-274-7221

2d Business code (see instructions)
621410

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/09/2013	LAUREN STEWART
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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 [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address

3b Administrator's EIN

3c Administrator's telephone number

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**	475
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	258
b	Retired or separated participants receiving benefits	**6b**	5
c	Other retired or separated participants entitled to future benefits	**6c**	231
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	494
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	494
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	431
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	14
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:
2E 2F 2G 2J 2K 3D

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)** [X] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] Trust
- **(4)** [ ] General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

▶ **File as an attachment to Form 5500.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

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
PPNYC RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
PLANNED PARENTHOOD OF NEW YORK CITY, INC.

D Employer Identification Number (EIN)
13-2621497

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

1 Coverage Information:

(a) Name of insurance carrier

GREAT-WEST LIFE & ANNUITY INSURANCE COMPANY OF NEW YORK

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	**(g)** To
93-1225432	60214	455744-01	326	01/01/2012	12/31/2012

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

(a) Total amount of commissions paid	**(b)** Total amount of fees paid
8088	0

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

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

MMC SECURITIES CORP
1201 N MARKET ST
WILMINGTON, DE 19801

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	
8088			3

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	4	4345830
5	Current value of plan's interest under this contract in separate accounts at year end	5	0

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☒ other ▶ GROUP ANNUITY CONTRACT

b	Balance at the end of the previous year			7b	4134231
c	Additions: (1) Contributions deposited during the year	7c(1)	304657		
	(2) Dividends and credits	7c(2)	0		
	(3) Interest credited during the year	7c(3)	62228		
	(4) Transferred from separate account	7c(4)	584665		
	(5) Other (specify below)	7c(5)	46167		
	▶ LOAN PAYMENTS				
	(6) Total additions			7c(6)	997717
d	Total of balance and additions (add lines **7b** and **7c(6)**).			7d	5131948
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	193736		
	(2) Administration charge made by carrier	7e(2)	1460		
	(3) Transferred to separate account	7e(3)	590922		
	(4) Other (specify below)	7e(4)			
	▶				
	(5) Total deductions			7e(5)	786118
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	4345830

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	0
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	0
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

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

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

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

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
PLANNED PARENTHOOD OF NEW YORK CITY, INC.

D Employer Identification Number (EIN)
13-2621497

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

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

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

MMC SECURITIES CORP

1166 AVE OF THE AMERICAS 22ND FL
NEW YORK, NY 10036

(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?
55	BROKER/ADVISER	0	Yes [X] No [ ]	Yes [ ] No [X]	22398	Yes [ ] No [X]

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

ADVISED ASSET GROUP

8515 EAST ORCHARD ROAD
GREENWOOD VILLAGE, CO 80111

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	INVESTMENT MGMT	10019	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

FIRST GREAT-WEST LIFE & ANNUITY

8515 EAST ORCHARD ROAD
GREENWOOD VILLAGE, CO 80111

(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?
64	RECORDKEEPER	1407	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] 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
MMC SECURITIES CORP	55	22398

(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.
FIRST GREAT-WEST LIFE & ANNUITY 8515 EAST ORCHARD ROAD GREENWOOD VILLAGE, CO 80111	OTHER COMMISSIONS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

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
PPNYC RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
PLANNED PARENTHOOD OF NEW YORK CITY, INC.

D Employer Identification Number (EIN)
13-2621497

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)	0	15469
(2) Participant contributions	1b(2)	0	27068
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(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)	599861	483143
(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)	9910014	12035010
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	4134231	4345830
(15) Other	1c(15)	0	0

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(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	14644106	16906520
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h		
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	14644106	16906520

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)	409546	
(B) Participants	2a(1)(B)	784462	
(C) Others (including rollovers)	2a(1)(C)	866	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1194874
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	22723	
(F) Other	2b(1)(F)	62228	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		84951
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	333349	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		333349
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(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)		1120463
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		2733637

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	427956	
(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)		427956
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		32012
h Interest expense	2h		0
i Administrative expenses: **(1)** Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	1407	
(3) Investment advisory and management fees	2i(3)	9848	
(4) Other	2i(4)	0	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		11255
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		471223

Net Income and Reconciliation

k Net income (loss). Subtract line **2j** from line **2d**	2k		2262414
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)** [X] Disclaimer **(4)** [ ] Adverse

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

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

(1) Name: BDO, USA, LLP **(2)** EIN: 13-5381590

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:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			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.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		1000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If "Yes," enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

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

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

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
PPNYC RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
PLANNED PARENTHOOD OF NEW YORK CITY, INC.

D Employer Identification Number (EIN)
13-2621497

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 84-1455663

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3**

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete 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: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

PPNYC Retirement Plan

Financial Statements and Supplemental Schedule
As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

The report accompanying these financial statements was issued by BDO USA, LLP, a Delaware limited liability partnership and the U.S. member of BDO International Limited, a UK company limited by guarantee.

PPNYC Retirement Plan

Financial Statements and Supplemental Schedule

As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

PPNYC Retirement Plan

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Supplemental Schedule:

Schedule of Assets (Held at End of Year) as of December 31, 2012 15-16

Tel: +212 885-8000
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www.bdo.com

100 Park Avenue
New York, NY 10017

Independent Auditor's Report

To the Plan Administrator
PPNYC Retirement Plan
New York, New York

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the PPNYC Retirement Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, 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.

Auditor's 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 matter 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 ("ERISA"), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by Orchard Trust Company, LLC, the trustee of the Plan and the custodian of all of the investments held by the Plan other than the fixed annuity funds, and First Great-West Life & Annuity Insurance Company, the custodian of the fixed annuity funds held by the Plan (collectively referred to as the "Custodians"), except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the Custodians hold the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the Custodians as of December 31, 2012 and 2011, and for the year ended December 31, 2012, that the information provided to the Plan administrator by the Custodians is complete and accurate.

BDO USA, LLP, a Delaware limited liability partnership, is the U.S. member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.

BDO is the brand name for the BDO network and for each of the BDO Member Firms.

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.

Other Matter

The supplemental schedule of assets (held at end of year) as of December 31, 2012 is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is 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 this supplemental schedule.

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 schedule, other than that derived from the information certified by the Custodians, 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 DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

BDO USA, LLP

October 3, 2013

PPNYC Retirement Plan

Statements of Net Assets Available for Benefits

December 31,	**2012**	2011
Assets		
Investments, at fair value:		
Mutual funds	**$12,035,010**	$ 9,910,014
Fixed annuity fund	**4,345,830**	4,134,231
Total Investments, at Fair Value	**16,380,840**	14,044,245
Receivables:		
Employer contributions receivable	**15,469**	-
Employee contributions receivable	**27,068**	-
Notes receivable from participants	**483,143**	599,861
Total Receivables	**525,680**	599,861
Net Assets Available for Benefits	**$16,906,520**	$14,644,106

See accompanying notes to financial statements.

PPNYC Retirement Plan

Statement of Changes in Net Assets Available for Benefits

Year ended December 31, 2012

Additions:	
Employee contributions	**$ 784,462**
Employer contributions	**409,546**
Rollover contributions	**866**
Interest and dividend income	**395,578**
Interest income on participant loans	**22,723**
Net appreciation in fair value of investments	**1,120,463**
Total Additions	**2,733,638**
Deductions:	
Distributions to participants	**427,957**
Deemed distributions	**32,012**
Administrative and other expenses	**11,255**
Total Deductions	**471,224**
Net Increase in Net Assets Available for Benefits	**2,262,414**
Net Assets Available for Benefits, Beginning of Year	**14,644,106**
Net Assets Available for Benefits, End of Year	**$16,906,520**

See accompanying notes to financial statements.

1. Description of the Plan

The following description of the PPNYC Retirement Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

(a) General

The Plan is a prototype 401(k) plan with optional profit-sharing plan provisions with the intent to qualify under Section 401(a) of the Internal Revenue Code (the "Code") of Planned Parenthood of NYC, Inc. ("PPNYC" or the "Plan Sponsor"). As such, the Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

(b) Plan Administration

The Board of Directors of PPNYC administers the Plan. The investment manager, custodian, and party which directed the custody and management of the Plan's assets is First Great-West Life & Annuity Insurance Company ("FGWLAIC") for the Plan's fixed annuity funds and Orchard Trust Company, LLC for the remaining investments for the year ended December 31, 2012 (collectively referred to as the "Custodians"). Furthermore, Orchard Trust Company, LLC was the Plan's trustee for the years ended December 31, 2012 and 2011.

(c) Eligibility and Contributions

The Plan covers substantially all employees of PPNYC over the age of 21 and upon completion of one year of service (a minimum of 1,000 hours of service). Such employees are eligible to make contributions in the Plan and are entitled to a 3% safe-harbor contribution of eligible compensation made by PPNYC. The participating employees may elect to contribute up to the maximum amount allowed by law ($17,000 in 2012) each year. Participants may also contribute amounts rolled over from other tax-qualified plans. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions which were $5,500 in 2012.

(d) Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) PPNYC's contribution and (b) Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. The Plan currently offers various mutual funds and an insurance investment contract as investment options for participants.

(e) Vesting

The participants are immediately vested in their own and PPNYC's contributions, and actual earnings thereon.

(f) Payment of Benefits

Retirement benefits are normally payable at age 65 and are based on the accumulated value in the participant's account at that time. The Plan allows for early retirement at age 55. On termination of service due to death, disability, retirement or other termination of employment, the amount paid to the participant or, in case of death, to the participant's beneficiary, can be in a cash lump sum or an annuity at the participant's option, with spousal consent where applicable.

(g) Administrative Expenses

Plan expenses are charged to the Plan unless paid directly by PPNYC. PPNYC absorbed the majority of the Plan's expenses for the year ended December 31, 2012.

(h) Notes Receivable From Participants

Loans made to Plan participants must be made according to loan provisions specified in the Plan document or in loan procedures adopted by the Plan. The loan and any outstanding loan balance may not be more than 50% of the participant's vested account or $50,000, whichever is less. The minimum loan amount is $1,000 and the minimum vested account balance must be at least $2,000. When a participant takes a loan from the Plan, the loan remains an asset (held by the Custodians) of the Plan. The Custodians hold an executed note and pledge of security. Only one loan per participant may be outstanding at a time. The interest rates on the outstanding loan are based on the rates available from commercial lending institutions. These loans are repaid over a period not to exceed 60 months (61-120 months for a primary residence) by the employee through payroll deductions and directly to the custodian no less than quarterly.

If a participant ceases to make loan repayments and the Plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment (deemed distribution) is recorded.

(i) Forfeited Accounts

At December 31, 2012, forfeitures amounted to $12,219 mainly as a result of compliance testing corrections. These accounts will be used to pay future administrative expenses and the remaining amount will be used to reduce future employer contributions.

(j) Plan Termination

Although it has not expressed any intent to do so, PPNYC has the right to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, each participant will remain 100% vested and the net assets of the Plan will be distributed as prescribed by ERISA.

2. Summary of Accounting Policies

Basis of Accounting

The accompanying financial statements were prepared on the accrual basis of accounting; accordingly, contributions, interest and dividend income are recorded as earned.

Fair Value Measurements

Accounting Standards Codification ("ASC") 820, "Fair Value Measurement," establishes a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that inputs that are most observable be used when available. Observable inputs are inputs that market participants operating within the same marketplace as the Plan would use in pricing the Plan's asset or liability based on independently derived and objectively determined market data. Unobservable inputs are inputs that cannot be sourced from a broad active market in which assets or liabilities identical or similar to those of the Plan are traded. The Plan estimates the price of any assets for which there are only unobservable inputs by using assumptions that market participants that have investments in the

same or similar assets would use as determined by the money managers administering each investment based on the best information available in the circumstances. The input hierarchy is broken down into three levels based on the degree to which the exit price (exchange price that would be received for an asset or paid to transfer a liability) is independently observable or determinable as follows:

Level 1 – Valuation based on quoted market prices in active markets for identical assets or liabilities. Since valuations are based on quoted market prices that are readily and regularly available in an active market, valuation of these products does not entail a significant degree of judgment.

Level 2 – Valuation based on quoted market prices of investments that are not actively traded or for which certain significant inputs are not observable, either directly or indirectly.

Level 3 – Valuation based on inputs that are unobservable and reflect management's best estimate of what market participants would use as fair value.

Notes Receivable From Participants

Notes receivable from participants are measured at their unpaid principal balance, plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document. No allowance for credit losses has been recorded as of December 31, 2012.

Fully Benefit-Responsive Investment Contracts

As described in ASC 962, "Plan Accounting - Defined Contribution Pension Plan", investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statement of changes in net assets available for benefits is prepared on a contract value basis.

FGWLAIC has confirmed to the Plan Sponsor's management that contract value approximates fair value and, accordingly, no adjustment for the difference between the contract value and fair value was presented on the statements of net assets available for benefits as of December 31, 2012 and 2011.

Investment Valuation and Income Recognition

Investments are reported 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 at the measurement date. See Note 3 for discussion of fair value measurements.

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

New Accounting Pronouncement

Fair Value Measurements

In May 2011, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2011-04, "Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs (Topic 820): Fair Value Measurement", to provide a consistent definition of fair value and ensure that the fair value measurement and disclosure requirements are similar between U. S. GAAP and International Financial Reporting Standards. ASU 2011-04 changes certain fair value measurement principles and enhances the disclosure requirements particularly for Level 3 fair value measurements. ASU 2011-04 is effective for the Plan for the year ended December 31, 2012. The Plan adopted this ASU and it did not have a significant impact on the financial statements.

Payment of Benefits

Benefits are recorded when paid.

Use of Estimates

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

Risks and Uncertainties

The Plan provides for various investment options in any combination of funds offered by the Plan. These funds are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain investments and the level of uncertainty related to changes in the value of investments, 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 participants' account balances and the amounts reported in the statements of net assets available for benefits.

3. Fair Value Measurements

The Plan's assets recorded at fair value have been categorized based upon a fair value hierarchy in accordance with ASC 820. See Note 2 for a discussion of the Plan's policies regarding this hierarchy.

A description of the valuation techniques applied to the Plan's major categories of assets measured at fair value are as follows. There have been no changes in the valuation methodologies used at December 31, 2011.

Mutual Funds: Valued at the net asset value ("NAV") of shares reported daily on national exchange.

Fixed Annuity Fund: The values for fixed annuity funds are reported daily based on the valuation method disclosed in the annuity contract, as calculated by the annuity provider. The contract value equals accumulated cash contributions and interest credited to the Plan's contracts, less any withdrawals and applicable fees.

The fixed annuity fund is reported at contract value which PPNYC's management has determined approximates fair value.

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 that its valuation methods are appropriate and consistent with those of 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 at the reporting date.

The following tables present the level within the fair value hierarchy at which the Plan's financial assets are measured on a recurring basis at December 31, 2012 and 2011. The assets are presented on a disaggregated basis by class, determined by the nature and risk associated with the investment:

	Fair Value Measurements at December 31, 2012			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Asset allocation	**$ 1,340,615**	**$ -**	**$ -**	**$ 1,340,615**
International funds	**1,760,503**	**-**	**-**	**1,760,503**
Small-cap	**1,088,567**	**-**	**-**	**1,088,567**
Mid-cap	**1,030,350**	**-**	**-**	**1,030,350**
Large-cap	**4,724,974**	**-**	**-**	**4,724,974**
Bond	**2,090,001**	**-**	**-**	**2,090,001**
Total mutual funds	**12,035,010**	**-**	**-**	**12,035,010**
Fixed annuity fund	**-**	**4,345,830**	**-**	**4,345,830**
	$12,035,010	**$4,345,830**	**$ -**	**$16,380,840**

	Fair Value Measurements at December 31, 2011			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Asset allocation	$ 973,846	$ -	$ -	$ 973,846
International funds	1,387,030	-	-	1,387,030
Small-cap	1,226,900	-	-	1,226,900
Mid-cap	888,990	-	-	888,990
Large-cap	3,668,336	-	-	3,668,336
Bond	1,764,912	-	-	1,764,912
Total mutual funds	9,910,014	-	-	9,910,014
Fixed annuity fund	-	4,134,231	-	4,134,231
	$9,910,014	$4,134,231	$ -	$14,044,245

There were no transfers between levels during the year ended December 31, 2012.

4. Tax Status

Effective April 29, 2010, the Plan adopted a standardized form of a prototype plan sponsored by Orchard Trust Company. There have been no amendments since 2010. The prototype plan has received a favorable determination letter dated March 31, 2008 from the Internal Revenue Service ("IRS") to the prototype plan's qualified status. The prototype plan opinion letter has been relied upon by the Plan. The Plan Administrator believes that the Plan is currently designed and being operated to be in compliance with the applicable requirements of the Code.

Under ASC 740-10, "Income Taxes", a plan must recognize the tax benefit associated with tax positions taken for tax return purposes when it is more likely than not that the position will not be sustained upon examination by a taxing authority. The Plan does not believe there are any material uncertain tax positions taken and, accordingly, will not recognize any liability for unrecognized tax benefits under ASC 740-10. The Plan will file Department of Labor Form 5500 tax returns, as required, and all other applicable returns in jurisdictions where it is required. For the years ended December 31, 2012 and 2011, there was no interest or penalties recorded or included in the financial statements. The Plan is subject to routine audits by a taxing authority. The Plan administrator believes the Plan is no longer subject to income tax examination for the years prior to 2009.

5. Investments

The following table presents investments that represent 5% or more of the Plan's net assets as of December 31, 2012 and 2011:

December 31,	**2012**	2011
American Funds Europacific Growth R3	**$1,659,697**	$ 1,317,760
American Funds Growth Fund R4	**987,797**	796,103
Artisan Mid Cap Value	**1,030,350**	888,989
Maxim S & P 500 Index	**1,779,632**	1,461,487
Oppenheimer Select Value Fund A	**1,285,958**	1,115,771
PIMCO Total Return III Admin	**2,070,713**	1,757,977
First GWL&A Key Guaranteed Portfolio Fund	**4,345,830**	4,134,231

During 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the period) appreciated in value as follows:

December 31, 2012	
Mutual funds	**$1,120,463**

6. Information Certified by the Custodians

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Custodians have certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate.

December 31,	**2012**	2011
Mutual funds	**$12,035,010**	$9,910,014
Fixed annuity fund	**4,345,830**	4,134,231
Notes receivable from participants	**483,143**	599,861

Year ended December 31, 2012	
Interest on notes receivable - participant loans	**$ 22,723**
Interest and dividend income	**395,578**
Net appreciation in fair value of mutual funds	**1,120,463**

The Plan's independent accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

7. Investment Contract With Insurance Company

The Plan has a fully benefit-responsive investment contract with FGWLAIC. FGWLAIC maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals. FGWLAIC is contractually obligated to repay the principal and a specified interest rate that are guaranteed to the Plan.

As described in Note 2, because the guaranteed investment contract with FGWLAIC is fully benefit-responsive, the contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract. The contract is included in the financial statements at contract value, which approximates fair value, as reported to the Plan by FGWLAIC. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the contract issuers or otherwise. FGWLAIC indicates that contract value approximates fair value for this investment at December 31, 2012. The crediting interest rate is based on a formula agreed upon with the issuer, but it may not be less than 0.0%. Such interest rate is reviewed on a quarterly basis for resetting.

Inputs used to determine the crediting interest rate include each contract's portfolio market value relative to contract value. At December 31, 2012 and 2011, the average yield earned by the contract was 1.45% and 2.03%, respectively.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the Plan documents (including complete or partial Plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the Plan Sponsor or other Plan Sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (4) the failure of the trust to qualify for exemption from Federal income taxes or any required prohibited transaction exemption under ERISA. The Plan Administrator does not believe that any events which would limit the Plan's ability to transact at contract value with participants are probable of occurring.

8. Party-In-Interest Transactions

PPNYC provides to the Plan certain accounting and administrative services for which no fees are charged. Great-West Retirement Services and FGWLAIC are parties-in-interest as defined in the rules under ERISA. Notes receivable from participants also qualify as party-in-interest transactions.

9. Subsequent Events

The Plan's management has performed subsequent event procedures through October 3, 2013, which is the date the financial statements were available to be issued and there were no other subsequent events requiring adjustments to the financial statements or disclosures as stated herein.

Supplemental Schedule

PPNYC Retirement Plan

Schedule of Assets (Held at End of Year)
EIN: 13-2621497 Plan No.: 003

December 31, 2012

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
*	**First GWL&A Key Guaranteed Portfolio Fund**	General account. Interest is earned at a fixed rate (1.45% as of December 31, 2012), which is determined quarterly by Great West. There is no collateral, par or maturity value.	(a)	**$ 4,345,830**
	Mutual Funds:			
	Alger Midcap Growth A	Mutual fund, 29,023 shares. There is no maturity date, rate of interest, collateral, par or maturity value.	(a)	**479,462**
	American Funds Europacific Growth - R3	Mutual fund, 41,031 shares. There is no maturity date, rate of interest, collateral, par or maturity value.	(a)	**1,659,697**
	American Funds Growth Fund R4	Mutual fund, 28,942 shares. There is no maturity date, rate of interest, collateral, par or maturity value.	(a)	**987,797**
	Artisan Mid Cap Value	Mutual fund, 49,560 shares. There is no maturity date, rate of interest, collateral, par or maturity value.	(a)	**1,030,350**
	Calvert Social Investment Equity A	Mutual fund, 9,311 shares. There is no maturity date, rate of interest, collateral, par or maturity value.	(a)	**357,913**
	Columbia Small Cap Growth I Z	Mutual fund, 1,991 shares. There is no maturity date, rate of interest, collateral, par or maturity value.	(a)	**54,689**
	Columbia Small Cap Value I Fund A	Mutual fund, 13,353 shares. There is no maturity date, rate of interest, collateral, par or maturity value.	(a)	**554,415**
	Janus Overseas Fund S Mutual Funds 1	Mutual fund, 742 shares. There is no maturity date, rate of interest, collateral, par or maturity value.	(a)	**25,245**
	T. Rowe Price Retirement 2015 Fund	Mutual fund, 1,119 shares. There is no maturity date, rate of interest, collateral, par or maturity value.	(a)	**14,416**
	T. Rowe Price Retirement 2020 Fund	Mutual fund, 3,361 shares. There is no maturity date, rate of interest, collateral, par or maturity value.	(a)	**60,104**
	T. Rowe Price Retirement 2025 Fund	Mutual fund, 29 shares. There is no maturity date, rate of interest, collateral, par or maturity value.	(a)	**377**

* A party-in-interest as defined by ERISA

(a) The cost of participant-directed investments is not required to be disclosed.

PPNYC Retirement Plan

Schedule of Assets (Held at End of Year)
EIN: 13-2621497 Plan No.: 003

December 31, 2012

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Mutual Funds (Continued):			
	T. Rowe Price Retirement 2030 Fund	Mutual fund, 41,557 shares. There is no maturity date, rate of interest, collateral, par or maturity value.	(a)	**$ 786,260**
	T. Rowe Price Retirement 2035 Fund	Mutual fund, 14,496 shares. There is no maturity date, rate of interest, collateral, par or maturity value.	(a)	**193,954**
	T. Rowe Price Retirement 2040 Fund	Mutual fund, 11,133 shares. There is no maturity date, rate of interest, collateral, par or maturity value.	(a)	**212,531**
	T. Rowe Price Retirement 2045 Fund	Mutual fund, 422 shares. There is no maturity date, rate of interest, collateral, par or maturity value.	(a)	**5,361**
	T. Rowe Price Retirement 2050 Fund	Mutual fund, 796 shares. There is no maturity date, rate of interest, collateral, par or maturity value.	(a)	**8,482**
	T. Rowe Price Retirement 2055 Fund	Mutual fund, 163 shares. There is no maturity date, rate of interest, collateral, par or maturity value.	(a)	**1,713**
	T. Rowe Price Retirement Income Fund	Mutual fund, 4,116 shares. There is no maturity date, rate of interest, collateral, par or maturity value.	(a)	**57,417**
	Loomis Sayles Bond Fund Inst'l.	Mutual fund, 1,276 shares. There is no maturity date, rate of interest, collateral, par or maturity value.	(a)	**19,288**
	Lazard Emerging Markets Open	Mutual fund, 3,772 shares. There is no maturity date, rate of interest, collateral, par or maturity value.	(a)	**75,562**
	Maxim S & P 500 Index	Mutual fund, 139,579 shares. There is no maturity date, rate of interest, collateral, par or maturity value.	(a)	**1,779,632**
	Oppenheimer Select Value Fund A	Mutual fund, 79,725 shares. There is no maturity date, rate of interest, collateral, par or maturity value.	(a)	**1,285,959**
	PIMCO Total Return III Admin	Mutual fund, 209,374 shares. There is no maturity date, rate of interest, collateral, par or maturity value.	(a)	**2,070,713**
	Winslow Green Growth Fund	Mutual fund, 29,620 shares. There is no maturity date, rate of interest, collateral, par or maturity value.	(a)	**313,673**
	Total Mutual Funds			**12,035,010**
*	**Notes Receivable From Participants**	Varying amounts at 4.25% - 9.25% due through 2022	-	**483,143**
	Total Assets Held			**$16,863,983**

* A party-in-interest as defined by ERISA

(a) The cost of participant-directed investments is not required to be disclosed.

ASSETS HELD FOR INVESTMENT PURPOSES

PPNYC Retirement Plan
01-JAN-12 to 31-DEC-12

INVESTMENT OPTION	MATURITY DATE	INTEREST RATE	COST OF ASSETS	CURRENT VALUE
1TRRIX			53,792.81	57,417.32
1TRRGX			13,466.96	14,415.95
1TRRBX			52,992.07	60,103.50
1TRRHX			374.53	377.16
1TRRCX			682,682.07	786,260.00
1TRRJX			176,144.66	193,954.03
1TRRDX			189,322.31	212,530.97
1TRRKX			5,173.69	5,361.21
1TRRMX			7,901.42	8,481.97
1TRRNX			1,647.63	1,712.50
192AFEP			1,555,803.50	1,659,696.91
1JIGRX1			26,863.59	25,244.74
1LZOEX			70,116.40	75,561.75
1CMSCX			58,767.33	54,689.00
1CSMIX			510,423.47	554,415.21
1ALMAX			425,338.34	479,462.32
1ARTQX			893,644.89	1,030,350.24
1AFGF4			844,003.63	987,797.17
1BAWAX			300,085.27	313,673.36
1CSIEX			307,294.34	357,912.78
194MX5			1,574,822.14	1,779,632.02
1OSVAX			1,186,863.02	1,285,958.49
1LSBDX			18,337.89	19,287.97
1PRFAX			2,054,634.66	2,070,712.98
1NYKGPF		1.450	3,950,778.77	4,333,610.93
			14,961,275.39	**16,368,620.48**
PARTICIPANT LOANS	VARIOUS	4.250-9.250	481,370.06	483,143.36
FORFEITURES			11,720.93	12,218.93

Attachment to Form 5500, Schedule H, Part 4, Item I
EIN # 13-2621497

ASSETS HELD FOR INVESTMENT PURPOSES

PPNYC Retirement Plan
01-JAN-12 to 31-DEC-12

INVESTMENT OPTION	MATURITY DATE	INTEREST RATE	COST OF ASSETS	CURRENT VALUE

LEGEND

INVESTMENT OPTION:

1TRRIX	T. Rowe Price Retirement Income Fund	1TRRGX	T. Rowe Price Retirement 2015 Fund
1TRRBX	T. Rowe Price Retirement 2020 Fund	1TRRHX	T. Rowe Price Retirement 2025 Fund
1TRRCX	T. Rowe Price Retirement 2030 Fund	1TRRJX	T. Rowe Price Retirement 2035 Fund
1TRRDX	T. Rowe Price Retirement 2040 Fund	1TRRKX	T. Rowe Price Retirement 2045 Fund
1TRRMX	T. Rowe Price Retirement 2050 Fund	1TRRNX	T. Rowe Price Retirement 2055 Fund
192AFEP	American Funds EuroPacific Gr R3	1JIGRX1	Janus Overseas Fund S
1LZOEX	Lazard Emerging Markets Open	1CMSCX	Columbia Small Cap Growth I Z
1CSMIX	Columbia Small Cap Value Fund I Class A	1ALMAX	Alger SMid Cap Growth A
1ARTQX	Artisan Mid Cap Value Investor	1AFGF4	American Funds Growth Fund of Amer R4
1BAWAX	Brown Advisory WinslowSustainability	1CSIEX	Calvert Equity Portfolio A
194MX5	Great-West S&P 500 Index Fund I	1OSVAX	Oppenheimer Select Value Fund A
1LSBDX	Loomis Sayles Bond Instl	1PRFAX	PIMCO Total Return III Admin
1NYKGPF	Key Guaranteed Portfolio Fund		

COST OF ASSETS: The original cost of the assets in each investment option as of the last day of the plan year
CURRENT VALUE: The value of all assets in each investment option as of the last day of the plan year