

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
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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>BETHESDA RETIREMENT PLAN</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>01/01/1973</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>01/01/1973</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>01/01/1973</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>BETHESDA, INC.</u> <u>619 OAK ST</u> <u>CINCINNATI, OH 45206-1613</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>31-1108895</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>513-569-5134</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>622000</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>31-1108895</u>	2c Sponsor's telephone number <u>513-569-5134</u>	2d Business code (see instructions) <u>622000</u>	
2b Employer Identification Number (EIN) <u>31-1108895</u>					
2c Sponsor's telephone number <u>513-569-5134</u>					
2d Business code (see instructions) <u>622000</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	<u>10/11/2013</u>	<u>MICHAEL CROFTON</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
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		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 6967
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 3485	
b Retired or separated participants receiving benefits.....	6b 785	
c Other retired or separated participants entitled to future benefits.....	6c 2688	
d Subtotal. Add lines 6a , 6b , and 6c	6d 6958	
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e 81	
f Total. Add lines 6d and 6e	6f 7039	
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h 71	
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 1C 1G 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) ☐ 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>BETHESDA RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>BETHESDA, INC.</u>	D Employer Identification Number (EIN) <u>31-1108895</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1	Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2012</u>
2	Assets:
a	Market value 2a <u>189949656</u>
b	Actuarial value 2b <u>200972989</u>
3	Funding target/participant count breakdown:
a	For retired participants and beneficiaries receiving payment..... 3a <u>831</u> <u>30881060</u>
b	For terminated vested participants..... 3b <u>2659</u> <u>56905376</u>
c	For active participants:
(1)	Non-vested benefits..... 3c(1) <u>6995151</u>
(2)	Vested benefits..... 3c(2) <u>104021984</u>
(3)	Total active 3c(3) <u>3477</u> <u>111017135</u>
d	Total 3d <u>6967</u> <u>198803571</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>6.84 %</u>
6	Target normal cost..... 6 <u>5733521</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>09/20/2013</u>
Signature of actuary	Date
<u>TRISHA L. TREML</u>	<u>11-06986</u>
Type or print name of actuary	Most recent enrollment number
<u>HEWITT ASSOCIATES LLC</u>	<u>847-295-5000</u>
Firm name	Telephone number (including area code)
<u>4 OVERLOOK POINT</u> <u>LINCOLNSHIRE, IL 60069-3258</u>	
Address of the firm	

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

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

Schedule SB (Form 5500) 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)	5261420	7873106
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	3181666	0
9 Amount remaining (line 7 minus line 8)	2079754	7873106
10 Interest on line 9 using prior year's actual return of <u>-4.72%</u>	-98164	-371611
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		55488
b Interest on (a) using prior year's effective interest rate of <u>5.68%</u> except as otherwise provided (see instructions)		-2619
c Total available at beginning of current plan year to add to prefunding balance		52869
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	1981590	7501495

Part III Funding Percentages		
14 Funding target attainment percentage	14	96.32 %
15 Adjusted funding target attainment percentage	15	101.09 %
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	82.39 %
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	3600000		09/13/2013	1300000	
07/13/2012	3600000				
10/11/2012	3300000				
01/14/2013	3300000				
04/12/2013	1100000				
07/15/2013	1100000				
			Totals ►	18(b)	17300000
				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	16392689
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

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 0
22 Weighted average retirement age				22 63
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27 If the plan is 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	5733521	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	36548450	7556674	
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	13290195	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35)	36	13290195	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	16392689	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	3102494	
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		
43 Excess installment acceleration amount to be carried over to future plan years	43		

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

Part I 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
ABERDEEN ASSET MANAGEMENT 1735 MARKET STREET
32ND FLOOR
PHILADELPHIA, PA 19103

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
DODGE AND COX
94-1441976

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
FRANKLIN TEMPLETON INVESTMENTS
94-2990534

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
KEYSTONE 3600 MINNESOTA DRIVE
SUITE 70
EDINA, MN 55435

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

KINGDON CAPITAL MANAGEMENT LLC

13-4015739

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

PIMCO

61-1190024

(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)

COLUMBIA MANAGEMENT

93-1062673

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51	NONE	28653	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

ERNST AND YOUNG

34-6565596

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 50	NONE	39200	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

FISHER INVESTMENTS

20-2480800

(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 31 51 55 68 71	NONE	31104	Yes ☒ No ☐	Yes ☒ No ☐	0	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)

FORT WASHINGTON INVESTMENT ADVISORS

31-1301863

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51 52 68 71	NONE	36973	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

GREENBAUM DOLL AND MCDONALD

61-0468813

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
29 50	NONE	33578	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

HEWITT ASSOCIATES

36-2235791

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 50	NONE	252360	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)

INTEGRITY ASSET MGMT LLC

38-3212521

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51 68	NONE	30098	Yes ☒ No ☐	Yes ☒ No ☐	4323	Yes ☐ No ☒

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

KARSCH CAPITAL

110 EAST 59TH STREET
27TH FLOOR
NEW YORK, NY 10022

(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?
68	NONE	0	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

LCG ASSOCIATES

75-1680350

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
17 28 50 51	NONE	69632	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)

LOOMIS SAYLES AND CO LP

04-1554520

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51	NONE	24500	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

MARATHON ASSET MANAGEMENT LP

ONE BRYANT PARK
38TH FLOOR
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?
28 52	NONE	0	Yes ☒ No ☐	Yes ☒ No ☐	37244	Yes ☐ No ☒

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

NEPC

255 STATE STREET
BOSTON, MA 02109

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
17 50	NONE	53066	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)

OPUS CAPITAL MANAGEMENT

20-4857214

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51	NONE	15031	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

REGIMENT CAPITAL

04-3411614

(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?
49 50	NONE	0	Yes ☒ No ☐	Yes ☒ No ☐	111504	Yes ☐ No ☒

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

SCHRODER INVESTMENT MGMT NA

13-4064414

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51 52 68 99	NONE	8660	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)

STATE STREET BANK

04-1867445

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
26 50	NONE	68948	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

US BANK

31-0841368

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
26 50 52 68	NONE	510702	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

WELLINGTON TRUST COMPANY

04-2755549

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51	NONE	46867	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)

WENTWORTH HAUSER AND VIOLICH

91-1631301

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51 68	NONE	36400	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

WESTERN ASSET MANAGEMENT

95-2705767

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
29 50 51 68	NONE	54510	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

a Name: JENNIFER R. O'BLOCK	b EIN: 36-2235791
c Position: ENROLLED ACTUARY	
d Address: 100 HALF DAY ROAD LINCOLNSHIRE, IL 60069	e Telephone: 847-295-5000

Explanation: AS A RESULT OF AN INTERNAL CHANGE IN ASSIGNMENTS AT AON HEWITT, THE ENROLLED ACTUARY HAS CHANGED.

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 <u>01/01/2012</u> and ending <u>12/31/2012</u>		
A Name of plan <u>BETHESDA RETIREMENT PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BETHESDA, INC.</u>	D Employer Identification Number (EIN) <u>31-1108895</u>	

	Part I Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	5100000	6800000
	(2) Participant contributions	1b(2)		
	(3) Other	1b(3)	20058	165086
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	4750702	8343807
	(2) U.S. Government securities	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)	20060029	26321423
	(5) Partnership/joint venture interests	1c(5)	37604051	42194693
	(6) Real estate (other than employer real property)	1c(6)	12068508	12187213
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans	1c(8)		
	(9) Value of interest in common/collective trusts	1c(9)		
	(10) Value of interest in pooled separate accounts	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)		
	(12) Value of interest in 103-12 investment entities	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	33874010	38539541
	(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
	(15) Other	1c(15)	78584277	81795159

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	192061635	216346922

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	50628	157933
i Acquisition indebtedness	1i		
j Other liabilities	1j	1563312	1986368
k Total liabilities (add all amounts in lines 1g through 1j)	1k	1613940	2144301

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	190447695	214202621
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	17300000	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		17300000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	2862	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	214466	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		217328
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	260275	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	408355	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		668630
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	1074308	
(B) Other	2b(5)(B)	15221386	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		16295694

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		4534452
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		39016104

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	13185891	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		13185891
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	957853	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	386067	
(4) Other	2i(4)	286010	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		1629930
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		14815821

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		24200283
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		445357

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: ERNST & YOUNG LLP

(2) EIN: 34-6565596

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

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

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 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.		X	
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)

TRIHEALTH RETIREMENT PLAN

GOOD SAMARITAN RETIREMENT PLAN

5b(2) EIN(s)	5b(3) PN(s)
31-1438846	001
31-0537486	001

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

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

Part I	Distributions
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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>04-3581074</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>265</u>

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

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

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete 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: 17% Investment-Grade Debt: 0% High-Yield Debt: 0% Real Estate: 6% Other: 77%

- 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):

FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULES

Bethesda Retirement Plan
Years Ended December 31, 2012 and 2011
With Report of Independent Auditors

Ernst & Young LLP



Bethesda Retirement Plan
Financial Statements and Supplemental Schedules

Years Ended December 31, 2012 and 2011

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Report of Independent Auditors

The Personnel and Pension Committee of Bethesda, Inc. and Subsidiaries

We have audited the accompanying financial statements of the Bethesda Retirement 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 conformity with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Bethesda Retirement Plan at December 31, 2012, and the changes in its net assets available for benefits for the year then ended, and the financial status of Bethesda Retirement Plan at December 31, 2011, and the changes in its financial status for the year then ended, in conformity with U.S. generally accepted accounting principles.

Supplemental Schedules

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The accompanying supplemental schedules of assets (held at end of year) as of December 31, 2012, and reportable transactions for the year then ended, are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Ernst & Young LLP

October 10, 2013

Bethesda Retirement Plan

Statements of Net Assets Available for Benefits

	December 31	
	2012	2011
Assets		
Investments, at fair value:		
Cash	\$ 134,940	\$ 3,125,207
Money market funds	8,208,867	1,625,495
Domestic equity securities	16,932,827	12,188,403
Foreign equity securities	9,388,596	7,871,626
Mutual funds – fixed income	9,560,033	8,942,424
Mutual funds – equity	28,979,508	24,931,586
Limited liability companies	19,604,278	19,313,848
Real estate investment funds	12,187,213	12,068,508
Hedge funds	57,276,046	51,777,896
Private equity funds	20,309,057	17,580,384
Limited partnerships	22,590,415	18,290,203
Commingled funds	4,210,056	6,691,063
Securities on loan	–	1,484,483
Total investments, at fair value	209,381,836	185,891,126
Securities lending program assets, at fair value	–	1,050,451
Receivables:		
Contribution from employer	6,800,000	5,100,000
Accrued income	165,086	20,058
Total receivables	6,965,086	5,120,058
Total assets	216,346,922	192,061,635
Liabilities		
Accrued administrative fees	157,933	50,628
Payable for investment purchased	1,986,368	–
Payable under securities lending program	–	1,563,312
Total liabilities	2,144,301	1,613,940
Net assets available for benefits	\$ 214,202,621	\$ 190,447,695

See accompanying notes.

Bethesda Retirement Plan

Statements of Changes in Net Assets Available for Benefits

	Year Ended December 31	
	2012	2011
Additions		
Employer contributions	\$ 17,300,000	\$ 15,000,000
Investment income	885,958	1,666,885
Total additions	18,185,958	16,666,885
Deductions		
Benefits paid to participants	13,185,891	13,271,183
Administrative expenses	1,629,930	1,126,903
Transfer to TriHealth, Inc. Retirement Plan	417,545	339,205
Transfer to Good Samaritan Retirement Plan	27,812	636,917
Total deductions	15,261,178	15,374,208
Net appreciation (depreciation) in fair value of investments	20,830,146	(9,681,775)
Increase (decrease) in net assets available for benefits	23,754,926	(8,389,098)
Net assets available for benefits at beginning of the year	190,447,695	198,836,793
Net assets available for benefits at end of the year	\$ 214,202,621	\$ 190,447,695

See accompanying notes.

Bethesda Retirement Plan

Notes to Financial Statements

December 31, 2012

1. Description of the Plan

The following description of the Bethesda Retirement Plan (the Plan) provides general information about the Plan's provisions. Bethesda Hospital, Inc. (the Company) is the plan sponsor. Participants should refer to the plan document and summary plan description for a more complete description of the Plan's provisions, copies of which may be obtained from the plan sponsor. The Good Samaritan Hospital of Cincinnati, Ohio which sponsors the Good Samaritan Retirement Plan and TriHealth, Inc. which sponsors the Bethesda Retirement Plan, are related parties to the Company. The Plan transferred plan assets of \$27,812 and \$636,917 to the Good Samaritan Retirement Plan during 2012 and 2011, respectively, as the result of personnel transfers between the related plan sponsors. Furthermore, the Plan transferred plan assets of \$417,545 and \$339,205 to the TriHealth, Inc. Retirement Plan during 2012 and 2011, respectively, as the result of personnel transfers between the related plan sponsors.

General

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

The Bethesda Retirement Committee (the Committee) is responsible for the general administration of the Plan. U.S. Bank, N.A., was the trustee of the Plan from January 1, 2012 until June 30, 2012. Effective July 1, 2012, the Plan changed their trustee from U.S. Bank, N.A. to State Street Corporation.

The calculation of the number of credits earned each year under the Plan was amended on January 1, 2011. The calculation is still based on a combination of the employees' age and years of service, but the number of credits earned at each level was reduced. However, employees are now eligible to participate in a new TriHealth, Inc. 401(k) Plan (the 401(k) Plan) where employees that are paid at least 1,000 hours in the calendar year are eligible for an employer match in the 401(k) Plan equal to 1.8% of their contributions.

Bethesda Retirement Plan

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

Eligibility and Vesting

An eligible employee becomes a participant in the Plan upon completion of 1,000 hours of service with the Company. Active participants become fully vested upon the earliest of the completion of five years of service or attainment of age 65.

Benefits

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

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

Funding

The Company has agreed to voluntarily contribute such additional amounts as are necessary to provide assets sufficient to meet the benefits to be paid to participants. The Company's present intention is to make annual contributions in amounts sufficient to fund the Plan's current-year service cost and the initial past service cost plus interest over a period of 30 years. The Plan has met the ERISA minimum funding requirements for both 2012 and 2011.

Plan Termination

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

Bethesda Retirement Plan

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

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

Payable for Investment Purchase

The Plan follows trade date accounting for the purchase and sale of investments. As a result, at the statement of net assets available for benefits date, certain investment purchase and sale transaction have been initiated but not settled. The payable for investment purchase is \$1,986,368 as of December 31, 2012.

2. Significant Accounting Policies

Basis of Accounting

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

Payment of Benefits

Benefits are recorded when paid.

Use of Estimates

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

Bethesda Retirement Plan

Notes to Financial Statements (continued)

2. Significant Accounting Policies (continued)

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Fair value is defined under Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) ASC 820, *Fair Value Measurements and Disclosures* (ASC 820), as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). See Note 4 for further discussion of fair value measurements.

To measure fair value, a hierarchy has been established that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs. As such, the hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3).

In accordance with ASC 820, assets and liabilities measured at fair value are categorized into the following fair value hierarchy:

Level 1 – Fair value is based on unadjusted quoted prices for identical assets or liabilities in an active market that the Plan has the ability to access at the measurement date.

Level 2 – Fair value is based on quoted prices in markets that are not active, quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the asset or liability.

- Quoted prices for similar assets and liabilities in active markets
- Quoted prices for identical or similar assets or liabilities in markets that are not active
- Observable inputs other than quoted prices that are used in the valuation of the asset or liabilities (e.g., interest rate and yield curve quotes at commonly quoted intervals)
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means

Bethesda Retirement Plan

Notes to Financial Statements (continued)

2. Significant Accounting Policies (continued)

Level 3 – Fair value is based on prices or valuation techniques that require inputs that are both significant to the fair value measurements and unobservable. These inputs reflect management's judgment about the assumptions that a market participant would use in pricing the investment and are based on the best available information, some of which may be internally developed.

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

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

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

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

Bethesda Retirement Plan

Notes to Financial Statements (continued)

2. Significant Accounting Policies (continued)

Securities Lending Program

The Plan participated in securities lending arrangements with its custodian whereby the Plan lends a portion of its marketable securities to various brokers or financial institutions in exchange for cash or non-cash collateral for the marketable securities loaned. The fair value of securities on loan was \$0 and \$1,484,483, respectively, and the fair value of collateral was \$0 and \$1,050,451, respectively, at December 31, 2012 and 2011. In return for the loaned securities, the trustee, prior to or simultaneous with delivery of the loaned securities to the borrower, receives collateral in the form of cash or U.S. government securities as a safeguard against possible default of any borrower on the return of the loan. Each loan is initially collateralized, in the case of: (a) loaned securities denominated in U.S. dollars or whose primary trading market is located in the U.S., or (b) loaned securities not denominated in U.S. dollars or whose primary trading market is not located in the U.S. to the extent of at least 100% of the market value of the loaned securities. The collateral, which consists primarily of money market funds, is marked to market on a daily basis.

The Plan maintained full ownership rights to the securities loaned and accordingly, classifies loaned securities as investments. Securities lending income earned by the Plan was \$2,616 and \$5,688 for the years ended December 31, 2012 and 2011, respectively. Unrealized losses on investment of collateral were \$512,861 as of December 31, 2011. The Plan terminated the securities lending arrangements on July 30, 2012 and realized losses on investment of collateral in the amount of \$471,859.

Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits (see Note 3) represent the actuarial present value of estimated future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to services rendered by the employees to the valuation date. Accumulated plan benefits, which include benefits expected to be paid to retired or terminated employees or their beneficiaries, are based on credits earned using the employee's age and highest five-year average compensation. The accumulated plan benefits for active employees are based on their average compensation during the five years preceding the valuation date. Benefits payable under all circumstances – retirement, death, disability, and termination of employment – are included, to the extent they are deemed attributable to employee service rendered to the valuation date.

Bethesda Retirement Plan

Notes to Financial Statements (continued)

2. Significant Accounting Policies (continued)

New Accounting Pronouncement

In May 2011, the FASB issued Accounting Standards Update (ASU) issued ASU 2011-04, *Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRSs*. ASU 2011-04 amended ASC 820, to converge the fair value measurement guidance in GAAP and International Financial Reporting Standards. Some of the amendments clarify the application of existing fair value measurement requirements, while other amendments change a particular principle in ASC 820. In addition, ASU 2011-04 requires additional fair value disclosures, although certain of these new disclosures will not be required for nonpublic entities. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. Adoption of ASU 2011-04 did not have an effect on the Plan's net assets available for benefits or its changes in net assets available for benefits.

3. Accumulated Plan Benefits

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

The accumulated plan benefit information as of December 31, 2011, is as follows:

Actuarial present value of accumulated plan benefits:

Vested benefits:

Participants currently receiving benefits

\$ 29,440,877

Other vested benefits

147,536,450

Total vested benefits

176,977,327

Non-vested benefits

5,942,152

Total actuarial present value of accumulated plan benefits

\$ 182,919,479

Bethesda Retirement Plan

Notes to Financial Statements (continued)

3. Accumulated Plan Benefits (continued)

The changes in accumulated plan benefits between January 1, 2011 and December 31, 2011, were as follows:

Actuarial present value of accumulated plan benefits at January 1, 2011	\$ 182,256,612
Decrease (increase) during the year attributed to:	
Change in actuarial assumptions	(6,234,039)
Interest accumulated	14,059,894
Benefits paid	(13,271,183)
Other changes	6,108,195
Net increase	662,867
Actuarial present value of accumulated plan benefits at December 31, 2011	<u>\$ 182,919,479</u>

Significant assumptions underlying the actuarial valuation are as follows:

Assumed rate of return on investments	7.50% (8.00% in 2011)
Mortality basis	RP 2000 Combined Healthy Mortality Table
Retirement rate – Active Participants	Various rates ranging from 7% at age 55 to 100% at age 70 and over

These actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits. The actuary estimated the accumulated plan benefits as of January 1, 2012. There were no significant changes to the plan that would have changed the valuations had they been performed as of December 31, 2011.

Bethesda Retirement Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements

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

	2012			
	Level 1	Level 2	Level 3	Total
Assets				
Cash	\$ 134,940	\$ —	\$ —	\$ 134,940
Money market funds	—	8,208,867	—	8,208,867
Domestic equity securities	16,932,827	—	—	16,932,827
Foreign equity securities	9,388,596	—	—	9,388,596
Mutual funds:				
Fixed income	9,560,033	—	—	9,560,033
Equity	28,979,508	—	—	28,979,508
Alternative investments:				
Limited liability companies	—	19,604,278	—	19,604,278
Real estate investment funds	—	—	12,187,213	12,187,213
Hedge funds	—	57,276,046	—	57,276,046
Private equity funds	—	—	20,309,057	20,309,057
Limited partnerships	—	16,414,874	6,175,541	22,590,415
Commingled funds	—	4,210,056	—	4,210,056
Total assets at fair value	<u>\$ 64,860,964</u>	<u>\$ 105,714,121</u>	<u>\$ 38,671,811</u>	<u>\$ 209,381,836</u>

Bethesda Retirement Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements (continued)

	2011			
	Level 1	Level 2	Level 3	Total
Assets				
Cash	\$ 3,125,207	\$ –	\$ –	\$ 3,125,207
Money market funds	–	1,625,495	–	1,625,495
Domestic equity securities	12,188,403	–	–	12,188,403
Foreign equity securities	7,871,626	–	–	7,871,626
Mutual funds:				
Fixed income	8,942,424	–	–	8,942,424
Equity	24,931,586	–	–	24,931,586
Alternative investments:				
Limited liability companies	–	19,313,848	–	19,313,848
Real estate investment funds	–	–	12,068,508	12,068,508
Hedge funds	–	51,777,896	–	51,777,896
Private equity funds	–	–	17,580,384	17,580,384
Limited partnerships	–	14,072,256	4,217,947	18,290,203
Commingled funds	–	6,691,063	–	6,691,063
Securities on loan	1,484,483	–	–	1,484,483
Total investments at fair value	58,543,729	93,480,558	33,866,839	185,891,126
Securities lending program assets	–	1,050,451	–	1,050,451
Total assets at fair value	<u>\$ 58,543,729</u>	<u>\$ 94,531,009</u>	<u>\$ 33,866,839</u>	<u>\$ 186,941,577</u>

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

The Plan's financial instruments based on quoted market prices in markets that are active, with reasonable levels of price transparency include marketable equity securities (domestic and foreign), mutual funds (fixed income and equity), and cash. Such instruments are classified within Level 1 of the fair value hierarchy. The Plan does not adjust the quoted market price for such financial instruments. The types of financial instruments valued based on quoted market prices in markets that are not active, broker or dealer quotations, or alternative pricing sources, including matrix pricing, with reasonable levels of price transparency include money market funds. Such financial instruments are classified within Level 2 for the fair market value hierarchy.

Bethesda Retirement Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements (continued)

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

- Private equity funds – All private equity funds are locked up for the term of the fund ranging from 3.5 to 14 years from December 31, 2012.
- Limited partnerships – All Level 3 limited partnerships are locked up for the term of the fund ranging from 5 to 6 years from December 31, 2012.
- Real estate investment funds – All real estate investment funds are locked up for the term of the fund ranging from 8 to 10 years from December 31, 2012.

Bethesda Retirement Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements (continued)

Following is the summary of the inputs and valuation techniques as of December 31, 2012 and 2011, used for valuing Level 2 securities in the portfolio:

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

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

Following is the summary of the inputs and valuation techniques as of December 31, 2012 and 2011, used for valuing Level 3 securities in the portfolio:

Securities	Input	Valuation Technique
Private equity funds	NAV	Income
Real estate investment funds	NAV	Income
Limited partnerships	NAV	Income

Bethesda Retirement Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements (continued)

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

	2012	2011
Hedge funds		
Balance, beginning of year	\$ —	\$ 12,483,170
Unrealized gains relating to instruments still held at the reporting date	—	788,489
Unrealized losses relating to instruments still held at the reporting date	—	(1,733,436)
Purchases	—	608,041
Sales	—	(2,108,041)
Transfers out of Level 3	—	(10,038,223)
Balance, end of year	<u>\$ —</u>	<u>\$ —</u>
Private equity funds		
Balance, beginning of year	\$ 17,580,384	\$ 14,514,261
Unrealized gains relating to instruments still held at the reporting date	2,735,181	2,922,106
Unrealized losses relating to instruments still held at the reporting date	(872,589)	(1,227,184)
Purchases	2,807,575	2,945,716
Sales	(1,941,494)	(1,574,515)
Balance, end of year	<u>\$ 20,309,057</u>	<u>\$ 17,580,384</u>
Limited partnerships		
Balance, beginning of year	\$ 4,217,947	\$ 3,039,973
Unrealized gains relating to instruments still held at the reporting date	1,049,036	579,107
Unrealized losses relating to instruments still held at the reporting date	(317,410)	(331,854)
Purchases	2,817,707	2,329,876
Sales	(1,591,739)	(1,399,155)
Balance, end of year	<u>\$ 6,175,541</u>	<u>\$ 4,217,947</u>

Bethesda Retirement Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements (continued)

	2012	2011
Real estate investment funds		
Balance, beginning of year	\$ 12,068,508	\$ 8,771,159
Unrealized gains relating to instruments still held at the reporting date	1,214,010	832,038
Unrealized losses relating to instruments still held at the reporting date	(139,702)	(340,123)
Purchases	1,141,961	2,875,720
Sales	(2,097,564)	(70,286)
Balance, end of year	<u>\$ 12,187,213</u>	<u>\$ 12,068,508</u>

The change in unrealized gains (losses) relating to instruments still held at the reporting date is included in net appreciation (depreciation) in fair value of investments.

The Plan's policy for determining when transfers between levels are recognized is at the end of the reporting period. Transfers out of Level 3 noted in hedge funds are a result of the release of the applicable lock-up provisions during 2011. As the Plan now has the ability to redeem these hedge funds at NAV with no significant restrictions on the redemption at the statements of net assets available for benefit date, the Plan has categorized these hedge funds as a Level 2 measurement in the fair value hierarchy.

For Level 3 securities, when observable prices are not available, the investment manager might use one or more valuation techniques such as the market approach or the income approach for which sufficient and reliable data is available. Within Level 3, the use of the market approach generally consists of using either the guideline company method or similar transaction method while the income approach generally consists of the net present value of estimated future cash flows, adjusted as appropriate for liquidity, credit, market and/or other risk factors. Significant increases (decreases) in any of those observable inputs in isolation would result in a significantly lower (higher) fair value measurement. The impact of these changes would be recognized over a period of time in accordance with applicable accounting guidance.

Bethesda Retirement Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements (continued)

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

5. Investments

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

	<u>2012</u>	<u>2011</u>
Mutual funds – equity:		
Aberdeen Emerging Markets Fund	\$ 11,225,144	\$ (a)
Limited liability companies:		
Western Asset Abs Return Strategy	(a)	9,720,949
Franklin Templeton Global	11,587,992	9,592,899
Hedge funds:		
Drake Capital Offshore Partners	11,730,493	10,574,693

(a) Investment is less than 5%

Bethesda Retirement Plan

Notes to Financial Statements (continued)

5. Investments (continued)

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

	<u>2012</u>	<u>2011</u>
Domestic equity securities	\$ 1,957,414	\$ 157,075
Foreign equity securities	1,344,931	(2,112,421)
Mutual funds – equity	486,530	(3,146,934)
Mutual funds – fixed income	4,047,922	(252,176)
Limited liability companies	2,895,449	54,077
Real estate investment funds	1,074,308	491,914
Hedge funds	3,729,026	(5,905,112)
Private equity funds	1,862,592	1,346,801
Limited partnerships	3,107,694	266,443
Commingled fund	324,280	(541,361)
Securities lending program assets	–	(40,081)
Net appreciation (depreciation) in fair value of investments	<u>\$ 20,830,146</u>	<u>\$ (9,681,775)</u>

At December 31, 2012, the Plan has committed capital yet to be called of \$18,964,982 to private equity funds over the next one to three years.

6. Tax Status

The Plan has received a determination letter from the Internal Revenue Service (IRS) dated May 1, 2012, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Subsequent to this determination by the IRS, the Plan was amended and restated. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and therefore believes the Plan, as amended and restated, is qualified and the related trust is tax-exempt.

Bethesda Retirement Plan

Notes to Financial Statements (continued)

6. Tax Status (continued)

GAAP requires Plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more-likely-than-not, based on the technical merits, to be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012 and 2011, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

7. Related-Party Transactions

Certain of the Plan's assets are invested in funds managed by the trustee of the Plan. These transactions qualify as party-in-interest transactions; however, they are exempt from the prohibited transactions rules under ERISA.

8. Administrative Expenses

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

9. Risks and Uncertainties

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

Bethesda Retirement Plan

Notes to Financial Statements (continued)

9. Risks and Uncertainties (continued)

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

10. Subsequent Events

Management has evaluated and disclosed subsequent events through October 10, 2013, which is the date the financial statements were issued and made available. No recognized or non-recognized subsequent events were identified for recognition or disclosure in the financial statements.

Supplemental Schedules

Bethesda Retirement Plan

EIN #31-0537122 Plan #001

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

December 31, 2012

Identity of Issue, Borrower, Lessor or Similar Party	Number of Shares or Face Amount	Cost	Current Value
Cash			
US DOLLAR		\$ 134,940	\$ 134,940
Total Cash		134,940	134,940
Money Market Funds			
FIRST AMERICAN PRIME OBLIGATIO		1,171	1,171
STATE STREET BANK + TRUST CO		8,207,696	8,207,696
Total Money Market Funds		8,208,867	8,208,867
Domestic Equity Securities			
EXPRESS INC	1,980	28,096	29,878
KRAFT FOODS GROUP INC	803	26,462	36,512
MARATHON PETROLEUM CORP	1,800	63,094	113,400
AMSURG CORP	1,075	31,073	32,261
APPLE INC	304	174,961	162,041
ATMOS ENERGY CORP	280	7,469	9,834
BRAVO BRIO RESTAURANT GROUP	200	2,710	2,686
CENTRAL PACIFIC FINANCIAL CO	3,473	48,350	54,144
EL PASO ELECTRIC CO	1,086	29,169	34,654
EXXON MOBIL CORP	1,600	126,970	138,480
FIRST FINANCIAL BANCORP	2,840	40,696	41,521
FIRST FINANCIAL BANCORP	1,992	24,968	29,123
GREENBRIER COMPANIES INC	950	13,518	15,362
HARRIS TEETER SUPERMARKETS I	948	33,944	36,555
HELIUM ENERGY SOLUTIONS GROUP	2,027	38,985	41,837
IDACORP INC	1,251	46,854	54,231
ITRON INC	730	33,795	32,522
KULICKE + SOFFA INDUSTRIES	3,350	35,537	40,167
MATERION CORP	3,800	88,372	97,964
MENTOR GRAPHICS CORP	2,842	36,236	48,371
MONDELEZ INTERNATIONAL INC A	7,867	193,510	200,372
NATL PENN BCSHS INC	4,214	31,461	39,274

Bethesda Retirement Plan

EIN #31-0537122 Plan #001

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

December 31, 2012

Identity of Issue, Borrower, Lessor or Similar Party	Number of Shares or Face Amount	Cost	Current Value
NORDSTROM INC	2,600	\$ 86,089	\$ 139,100
PACWEST BANCORP	1,156	25,790	28,646
PNM RESOURCES INC	3,072	55,889	63,007
PORTLAND GENERAL ELECTRIC CO	1,345	35,965	36,799
ROBBINS + MYERS INC	300	8,246	17,835
STANCORP FINANCIAL GROUP	830	40,041	30,436
UIL HOLDINGS CORP	922	28,528	33,017
UNIVERSAL FOREST PRODUCTS	5,058	158,368	192,406
VECTREN CORPORATION	1,332	37,154	39,161
WINTRUST FINANCIAL CORP	663	21,861	24,332
WORTHINGTON INDUSTRIES	1,694	34,649	44,027
FIRST AMERICAN FINANCIAL	1,665	38,788	40,110
JUNIPER NETWORKS INC	4,900	101,777	96,383
TITAN MACHINERY INC	1,650	42,337	40,755
ADOBE SYSTEMS INC	3,225	81,387	121,518
PRIMORIS SERVICES CORP	1,839	25,719	27,659
SPIRIT AIRLINES INC	4,400	68,016	77,968
WESTERN ALLIANCE BANCORP	3,929	31,310	41,372
ALLEGiant TRAVEL CO	220	9,457	16,150
ARES CAPITAL CORP	4,150	65,043	72,625
DIGITAL GENERATION INC	3,250	57,636	35,295
ENTROPIC COMMUNICATIONS INC	8,750	64,215	46,288
EPL OIL + GAS INC	1,530	25,423	34,502
GOOGLE INC CL A	249	153,237	176,633
GREEN DOT CORP CLASS A	4,300	54,435	52,460
INTEGRATED DEVICE TECH INC	7,847	56,495	57,283
OMNIVISION TECHNOLOGIES INC	5,350	69,801	75,328
RADIAN GROUP INC	7,275	34,752	44,450
SYNAPTICS INC	1,400	38,885	41,958
SYNNEX CORP	1,650	49,309	56,727
SYNNEX CORP	1,402	43,999	48,201
TRIQUINT SEMICONDUCTOR INC	6,175	31,849	29,887

Bethesda Retirement Plan

EIN #31-0537122 Plan #001

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

December 31, 2012

Identity of Issue, Borrower, Lessor or Similar Party	Number of Shares or Face Amount	Cost	Current Value
TRIUMPH GROUP INC	550	\$ 19,327	\$ 35,915
TTM TECHNOLOGIES	3,743	40,771	34,436
VIROPHARMA INC	940	23,872	21,394
COSTCO WHOLESALE CORP	2,100	70,746	207,417
MICROSOFT CORP	2,630	77,488	70,300
ACETO CORP	2,100	19,268	21,084
AES CORP	15,300	137,427	163,710
ALLSTATE CORP	9,610	325,924	386,034
AMERICA S CAR MART INC	1,955	53,873	79,217
AMTRUST FINANCIAL SERVICES	2,086	43,601	59,847
ARRIS GROUP INC	3,007	39,628	44,925
ASBURY AUTOMOTIVE GROUP	1,451	40,800	46,476
ATLAS AIR WORLDWIDE HOLDINGS	1,370	66,710	60,705
ATLAS AIR WORLDWIDE HOLDINGS	589	28,184	26,099
BANK OF AMERICA CORP	31,649	657,035	367,128
BANK OF AMERICA CORP	15,500	226,071	179,800
BANK OF NEW YORK MELLON CORP	7,062	158,912	181,493
BANK OF THE OZARKS	2,550	48,588	85,349
BANNER CORPORATION	1,065	28,085	32,727
BELO CORPORATION A	5,279	39,022	40,490
BRISTOW GROUP INC	410	18,622	22,001
BUCKEYE TECHNOLOGIES INC	1,031	28,392	29,600
CIENA CORP	1,581	24,303	24,822
CITIGROUP INC	6,000	175,943	237,360
CLOUD PEAK ENERGY INC	2,730	57,208	52,771
CNO FINANCIAL GROUP INC	4,020	38,038	37,507
COMPUWARE CORP	3,135	30,447	34,077
CONOCOPHILLIPS	2,700	110,092	156,573
CONSOLIDATED GRAPHICS INC	750	29,060	26,190
DARLING INTERNATIONAL INC	2,450	34,395	39,298
EMCOR GROUP INC	1,607	50,175	55,618
ENCORE CAPITAL GROUP INC	1,250	29,212	38,275

Bethesda Retirement Plan

EIN #31-0537122 Plan #001

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

December 31, 2012

Identity of Issue, Borrower, Lessor or Similar Party	Number of Shares or Face Amount	Cost	Current Value
ENDO HEALTH SOLUTIONS INC	1,020	\$ 19,908	\$ 26,795
ENERGIZER HOLDINGS INC	750	50,160	59,985
ENERSYS	1,350	31,097	50,801
ENTEGRIS INC	3,360	30,418	30,845
EZCORP INC CL A	4,000	66,825	79,440
FAIRCHILD SEMICONDUCTOR INTE	3,971	49,830	57,182
FIFTH STREET FINANCE CORP	6,400	73,918	66,688
FORUM ENERGY TECHNOLOGIES IN	1,470	33,665	36,383
GENESEE + WYOMING INC CL A	683	37,835	51,963
GLACIER BANCORP INC	2,404	32,764	35,363
GOLDMAN SACHS GROUP INC	1,952	280,353	248,997
GRAFTECH INTERNATIONAL LTD	5,300	48,673	49,767
GUESS? INC	1,550	40,213	38,037
GULFPORT ENERGY CORP	1,694	52,444	64,745
HAIN CELESTIAL GROUP INC	702	28,407	38,062
HARMAN INTERNATIONAL	550	22,343	24,552
HEALTH MGMT ASSOCIATES INC A	4,311	34,630	40,179
HEALTHSOUTH CORP W/D	2,477	52,206	52,289
HEWLETT PACKARD CO	3,795	142,795	54,079
HEXCEL CORP	1,622	34,429	43,729
IMPAX LABORATORIES INC	1,463	32,248	29,977
INTERDIGITAL INC	1,600	45,089	65,760
INTERSIL CORP A	4,440	42,312	36,808
INTL SPEEDWAY CORP CL A	3,512	101,831	97,001
INVESTMENT TECHNOLOGY GROUP	3,097	30,931	27,873
ISLE OF CAPRI CASINOS	2,527	20,471	14,151
KAISER ALUMINUM CORP	690	38,514	42,566
LIVE NATION ENTERTAINMENT IN	3,830	34,979	35,657
MAGELLAN HEALTH SERVICES INC	1,020	48,338	49,980
MB FINANCIAL INC	1,474	27,343	29,112
MERITAGE HOMES CORP	1,499	43,402	55,988
METLIFE INC	3,600	146,374	118,584

Bethesda Retirement Plan

EIN #31-0537122 Plan #001

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

December 31, 2012

Identity of Issue, Borrower, Lessor or Similar Party	Number of Shares or Face Amount	Cost	Current Value
MORGAN STANLEY	4,700	\$ 206,352	\$ 89,864
NATIONAL OILWELL VARCO INC	1,576	117,281	107,720
NEWPARK RESOURCES INC	9,350	70,923	73,398
NORANDA ALUMINUM HOLDING COR	3,784	36,781	23,120
NORTHWESTERN CORP	1,015	36,369	35,251
OIL STATES INTERNATIONAL INC	400	18,298	28,616
OSHKOSH CORP	5,705	139,749	169,153
PDC ENERGY INC	1,576	45,860	52,339
PHOTRONICS INC	5,415	28,511	32,273
PLEXUS CORP	1,180	30,574	30,444
POLYONE CORPORATION	2,157	35,497	44,046
PROASSURANCE CORP	1,090	44,172	45,987
PROGRESS SOFTWARE CORP	1,839	37,246	38,601
PRUDENTIAL FINANCIAL INC	3,500	130,076	186,655
PTC INC	1,592	30,831	35,836
RENT A CENTER INC	750	15,649	25,770
RTI INTERNATIONAL METALS INC	1,131	29,373	31,170
RUBY TUESDAY INC	3,239	34,136	25,459
SHOE CARNIVAL INC	1,306	26,313	26,760
SOTHEBY S	1,561	47,783	52,481
SPEEDWAY MOTORSPORTS INC	6,653	104,523	118,690
STAGE STORES INC	1,846	36,300	45,744
STATE BANK FINANCIAL CORP	4,200	67,943	66,696
SUSSER HOLDINGS CORP	702	24,689	24,212
TIME WARNER CABLE	2,094	142,617	203,516
TREEHOUSE FOODS INC	557	23,775	29,036
UNITEDHEALTH GROUP INC	2,387	107,931	129,471
US BANCORP	5,400	146,629	172,476
US SILICA HOLDINGS INC	1,770	24,024	29,612
VALERO ENERGY CORP	4,900	71,790	167,188
WADDELL + REED FINANCIAL A	1,373	41,497	47,808
WARNACO GROUP INC/THE	600	36,729	42,942

Bethesda Retirement Plan

EIN #31-0537122 Plan #001

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

December 31, 2012

Identity of Issue, Borrower, Lessor or Similar Party	Number of Shares or Face Amount	Cost	Current Value
WELLCARE HEALTH PLANS INC	639	\$ 29,990	\$ 31,113
WELLPOINT INC	2,773	192,595	168,931
WERNER ENTERPRISES INC	1,424	34,012	30,858
WORLD FUEL SERVICES CORP	2,365	85,740	97,367
CATO CORP CLASS A	450	12,166	12,344
GAP INC/THE	7,400	153,129	229,696
ANADARKO PETROLEUM CORP	1,100	78,476	81,741
BENCHMARK ELECTRONICS INC	3,231	52,674	53,699
BRISTOL MYERS SQUIBB CO	6,100	140,692	198,799
CASH AMERICA INTL INC	1,220	45,118	48,397
CEC ENTERTAINMENT INC	1,112	36,769	36,907
CHILDREN S PLACE	660	29,584	29,231
DEVON ENERGY CORPORATION	2,002	131,055	104,184
EBIX INC	1,900	33,261	30,533
FREEPORT MCMORAN COPPER	4,500	178,561	153,900
ICU MEDICAL INC	471	21,798	28,698
KEY ENERGY SERVICES INC	4,200	29,734	29,190
KIRBY CORP	360	14,241	22,280
MINERALS TECHNOLOGIES INC	724	27,230	28,902
NAVIGATORS GROUP INC	518	25,540	26,454
OLD DOMINION FREIGHT LINE	1,697	40,242	58,173
PIONEER ENERGY SERVICES CORP	3,906	39,081	28,358
TYSON FOODS INC CL A	11,000	145,776	213,400
UNUM GROUP	11,000	221,889	229,020
VISHAY INTERTECHNOLOGY INC	4,842	49,745	51,470
HUMANA INC	3,000	135,512	205,890
ACTUANT CORP A	1,723	38,267	48,089
ESTERLINE TECHNOLOGIES CORP	1,805	102,884	114,816
KINDRED HEALTHCARE INC	1,674	25,895	18,113
DU PONT (E.I.) DE NEMOURS	3,200	125,005	143,904
DYCOM INDUSTRIES INC	3,100	46,698	61,380
DYCOM INDUSTRIES INC	2,317	31,690	45,877

Bethesda Retirement Plan

EIN #31-0537122 Plan #001

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

December 31, 2012

Identity of Issue, Borrower, Lessor or Similar Party	Number of Shares or Face Amount	Cost	Current Value
LOWE S COS INC	2,858	\$ 74,403	\$ 101,516
LOWE S COS INC	4,600	110,533	163,392
WMS INDUSTRIES INC	2,820	57,022	49,350
FIRST HORIZON NATIONAL CORP	6,975	61,153	69,122
MODINE MANUFACTURING CO	2,291	17,922	18,626
CHEVRON CORP	1,800	81,323	194,652
ARROW ELECTRONICS INC	2,913	89,069	110,927
ATWOOD OCEANICS INC	680	17,833	31,137
BANCORP INC/THE	2,795	30,782	30,661
BAXTER INTERNATIONAL INC	2,400	79,256	159,984
CARDINAL FINANCIAL CORP	1,890	20,286	30,750
CHEMED CORP	600	34,725	41,154
COOPER TIRE + RUBBER	1,552	30,918	39,359
CRANE CO	1,150	44,958	53,222
CSX CORP	8,100	57,367	159,813
CURTISS WRIGHT CORP	800	24,196	26,264
DELUXE CORP	1,250	31,960	40,300
FIRST COMMONWEALTH FINL CORP	5,235	35,999	35,703
GENESCO INC	618	26,149	33,990
H.B. FULLER CO.	1,133	37,303	39,451
IBERIABANK CORP	1,390	78,724	68,277
JPMORGAN CHASE + CO	4,000	116,149	175,880
LA Z BOY INC	1,675	24,408	23,701
MARATHON OIL CORP	3,800	98,454	116,508
MOOG INC CLASS A	900	33,950	36,927
OLIN CORP	1,400	27,215	30,226
QUAKER CHEMICAL CORP	772	27,044	41,580
RLI CORP	745	43,458	48,172
RYLAND GROUP INC/THE	1,929	49,430	70,409
STERLING FINL CORP/SPOKANE	2,165	42,260	45,205
SYNOVUS FINANCIAL CORP	15,939	35,458	39,051
SYSCO CORP	5,254	152,312	166,342

Bethesda Retirement Plan

EIN #31-0537122 Plan #001

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

December 31, 2012

Identity of Issue, Borrower, Lessor or Similar Party	Number of Shares or Face Amount	Cost	Current Value
WILLIAMS COS INC	5,800	\$ 121,042	\$ 189,892
KENNAMETAL INC	1,298	43,486	51,920
STANDEX INTERNATIONAL CORP	482	15,752	24,722
WELLS FARGO + CO	7,500	227,304	256,350
OWENS + MINOR INC	5,402	157,159	154,011
SUSQUEHANNA BANCSHARES INC	5,422	52,061	56,823
BANCORPSOUTH INC	4,096	58,038	59,556
FULTON FINANCIAL CORP	3,651	35,302	35,086
HALLIBURTON CO	2,295	79,876	79,614
UNION PACIFIC CORP	1,400	49,387	176,008
HANCOCK HOLDING CO	1,260	44,517	39,992
CARPENTER TECHNOLOGY	684	28,715	35,315
LEXINGTON REALTY TRUST	4,719	40,451	49,314
MEDICAL PROPERTIES TRUST INC	3,265	34,460	39,049
CHESAPEAKE LODGING TRUST	3,000	52,930	62,640
COLONIAL PROPERTIES TRUST	1,350	20,979	28,850
COLONY FINANCIAL INC	2,600	38,935	50,700
CUBESMART	3,835	37,590	55,876
DIAMONDROCK HOSPITALITY CO	5,814	50,946	52,326
EDUCATION REALTY TRUST INC	4,373	32,066	46,529
INLAND REAL ESTATE CORP	4,320	34,683	36,202
KITE REALTY GROUP TRUST	2,760	15,024	15,428
LASALLE HOTEL PROPERTIES	1,250	30,838	31,738
LTC PROPERTIES INC	838	25,844	29,489
NORTHSTAR REALTY FINANCE COR	7,776	43,173	54,743
RAIT FINANCIAL TRUST	6,035	33,463	34,098
RYMAN HOSPITALITY PROPERTIES	1,243	40,926	47,790
STARWOOD PROPERTY TRUST INC	2,300	47,861	52,808
SUNSTONE HOTEL INVESTORS INC	4,369	33,699	46,792
ASSOCIATED ESTATES REALTY CP	1,736	22,419	27,984
Total Domestic Equity Securities		14,964,859	16,932,827

Bethesda Retirement Plan

EIN #31-0537122 Plan #001

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

December 31, 2012

Identity of Issue, Borrower, Lessor or Similar Party	Number of Shares or Face Amount	Cost	Current Value
Foreign Equity Securities			
CSL LTD UNSPON ADR	1,645	\$ 28,491	\$ 46,636
COMMONWEALTH BK AUS SP ADR	585	33,920	38,516
ANHEUSER BUSCH INBEV SPN ADR	1,145	83,186	100,084
ENDURANCE SPECIALTY HOLDINGS	2,060	89,631	81,761
ASPEN INSURANCE HOLDINGS LTD	2,790	80,084	89,503
XYRATEX LTD	5,500	66,846	46,255
PARTNERRE LTD	420	30,024	33,806
BUNGE LTD	1,065	54,096	77,415
NABORS INDUSTRIES LTD	1,900	62,441	27,455
ULTRAPAR PARTICPAC SPON ADR	710	12,930	15,819
PETROLEO BRASILEIRO S.A. ADR	990	19,268	19,275
COMPANHIA DE BEBIDAS PRF ADR	2,420	80,706	101,616
VALE SA SP ADR	855	25,621	17,921
CIELO SA SPONSORED ADR	1,572	46,330	45,352
VALE SA SP ADR	8,135	121,657	170,510
NORTEL NETWORKS CORP	1,784	2	9
AURICO GOLD INC	6,850	51,274	56,033
METHANEX CORP	730	18,099	23,265
PRECISION DRILLING CORP	8,700	71,074	72,036
KODIAK OIL + GAS CORP	5,254	36,367	46,498
TORONTO DOMINION BANK	500	40,939	42,165
TECK RESOURCES LTD CLS B	1,500	58,752	54,525
FINNING INTERNATIONAL INC	325	8,758	7,982
MANULIFE FINANCIAL CORP	925	31,478	12,571
AGRIUM INC W/D	2,990	100,894	298,731
CANADIAN NATURAL RESOURCES	1,660	44,233	47,924
CANADIAN NATL RAILWAY CO	2,055	113,807	187,026
POTASH CORP OF SASKATCHEWAN	5,675	102,900	230,916
TALISMAN ENERGY INC	2,125	36,243	24,076
CANADIAN PACIFIC RAILWAY LTD	2,285	137,463	232,202
BROOKFIELD ASSET MANAGE CL A	1,215	39,039	44,530

Bethesda Retirement Plan

EIN #31-0537122 Plan #001

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

December 31, 2012

Identity of Issue, Borrower, Lessor or Similar Party	Number of Shares or Face Amount	Cost	Current Value
SUNCOR ENERGY INC	3,650	\$ 142,370	\$ 120,377
ENSIGN ENERGY SERVICES INC	1,700	28,946	26,265
SANDS CHINA LTD UNSPONS ADR	1,100	42,855	49,280
BAIDU INC SPON ADR	855	119,599	85,748
TENCENT HOLDINGS LTD UNS ADR	1,920	57,300	62,688
CHINA MOBILE LTD SPON ADR	960	54,727	56,371
IND + COMM BK OF UNSPON ADR	3,150	35,170	45,612
PING AN INSURANCE ADR	2,325	30,822	39,967
SCHLUMBERGER LTD	2,710	175,580	187,776
NOVO NORDISK A/S SPONS ADR	565	75,429	92,214
FRANCE TELECOM SA SPONS ADR	10,770	160,402	119,009
DASSAULT SYSTEMES SA ADR	385	32,894	43,540
L OREAL UNSPONSORED ADR	4,365	109,990	122,133
TECHNIP SA ADR	570	15,610	16,798
SANOFI ADR	945	37,943	44,774
LVMH MOET HENNESSY UNSP ADR	3,200	115,821	120,608
DANONE SPONS ADR	9,700	122,856	129,883
AXA SPONS ADR	825	32,779	15,032
BAYER AG SPONSORED ADR	1,025	80,352	98,318
SAP AG SPONSORED ADR	1,545	95,464	124,187
BASF SE SPON ADR	310	30,096	29,450
SIEMENS AG SPONS ADR	870	91,243	95,239
BMW UNSPONSORED ADR	1,540	43,894	50,204
ADIDAS AG SPONSORED ADR	1,545	59,856	69,216
BASF SE SPON ADR	1,325	62,477	125,875
CNOOC LTD ADR	190	37,863	41,800
LENOVO GROUP LTD ADR	2,360	29,309	43,188
INFOSYS LTD SP ADR	430	20,789	18,189
ROYAL CARIBBEAN CRUISES LTD	2,929	79,359	99,586
CARNIVAL CORP	3,789	120,528	139,322
BHP BILLITON LTD SPON ADR	875	58,836	68,635
ECOPETROL SA SPONSORED ADR	965	55,919	57,582

Bethesda Retirement Plan

EIN #31-0537122 Plan #001

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

December 31, 2012

Identity of Issue, Borrower, Lessor or Similar Party	Number of Shares or Face Amount	Cost	Current Value
BHP BILLITON LTD SPON ADR	3,580	\$ 145,598	\$ 280,815
TENARIS SA ADR	2,500	115,301	104,800
INGERSOLL RAND PLC	2,265	86,455	108,629
EATON CORP PLC	1,898	98,231	102,872
SAIPEM SPA UNSPON ADR	2,320	52,280	45,240
LUXOTTICA GROUP SPA SPON ADR	1,450	47,251	59,958
KDDI CORP UNSPONSORED ADR	9,004	151,588	158,650
NTT DOCOMO INC SPON ADR	2,200	36,530	31,702
NISSAN MOTOR CO LTD SPON ADR	1,950	39,228	37,226
MITSUBISHI UFJ FINL GRP ADR	7,450	35,609	40,379
FANUC CORP UNSP ADR	3,150	92,952	97,871
UNICHARM CORP SPN ADR	1,900	21,896	19,817
SHIRE PLC ADR	520	49,502	47,934
WPP PLC SPONSORED ADR	1,060	63,029	77,274
SAMSUNG ELECTR GDR 144A	170	94,809	119,850
HYUNDAI MOTOR GDR 144A	510	58,372	53,474
FOMENTO ECONOMICO MEX SP ADR	765	55,572	77,036
WALMART DE MEXICO SPON ADR V	2,750	79,564	90,145
AMERICA MOVIL ADR SERIES L	3,300	85,586	76,362
ROYAL DUTCH SHELL PLC ADR	685	47,358	47,231
ASML HOLDING NV NY REG SHS	1,613	68,653	103,893
CORE LABORATORIES N.V.	205	9,041	22,409
UNILEVER N V NY SHARES	3,650	126,483	139,795
YARA INTERNATIONAL ADR	325	7,256	16,166
ORIENTAL FINANCIAL GROUP	2,155	26,883	28,769
MAGNIT OJSC SPON GDR REGS	1,225	37,366	49,123
NASPERS LTD N SHS SPON ADR	1,040	58,687	67,600
ERICSSON (LM) TEL SP ADR	5,110	72,818	51,611
ROCHE HOLDINGS LTD SPONS ADR	860	35,700	43,430
NESTLE SA SPONS ADR FOR REG	1,975	123,237	128,711
NOVARTIS AG ADR	1,000	60,131	63,300
SYNGENTA AG ADR	695	46,905	56,156

Bethesda Retirement Plan

EIN #31-0537122 Plan #001

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

December 31, 2012

Identity of Issue, Borrower, Lessor or Similar Party	Number of Shares or Face Amount	Cost	Current Value
CIE FINANCIERE RICH UNSP ADR	13,660	\$ 90,252	\$ 106,411
NOVARTIS AG ADR	1,125	65,322	71,213
SYNGENTA AG ADR	1,400	52,202	113,120
UBS AG REG	1,145	65,750	18,022
TRANSOCEAN LTD	2,778	284,573	124,038
FOSTER WHEELER AG	2,210	51,220	53,747
WEATHERFORD INTL LTD	10,975	239,841	122,810
NOBLE CORP	4,545	169,012	158,257
NESTLE SA SPONS ADR FOR REG	3,320	118,534	216,364
HON HAI PRECISION GDR REG S	5,830	36,298	35,038
TAIWAN SEMICONDUCTOR SP ADR	7,200	92,769	123,552
TESCO PLC SPONSORED ADR	4,629	69,267	76,749
BG GROUP PLC SPON ADR	1,890	44,297	31,582
ARM HOLDINGS PLC SPONS ADR	3,315	95,876	125,406
RIO TINTO PLC SPON ADR	870	61,414	50,538
DIAGEO PLC SPONSORED ADR	1,035	111,104	120,660
GLAXOSMITHKLINE PLC SPON ADR	730	32,139	31,733
HSBC HOLDINGS PLC SPONS ADR	1,530	67,839	81,197
VODAFONE GROUP PLC SP ADR	2,850	82,405	71,792
RECKITT BENCKISER SPON ADR	7,050	81,480	90,381
RIO TINTO PLC SPON ADR	4,295	230,892	249,497
DIAGEO PLC SPONSORED ADR	1,175	93,152	136,982
Total Foreign Equity Securities		8,349,140	9,388,596
Mutual Funds - Fixed Income			
PIMCO UNCONSTRAINED BOND FUND	832,755	9,304,073	9,560,033
Total Mutual Funds - Fixed Income		9,304,073	9,560,033

Bethesda Retirement Plan

EIN #31-0537122 Plan #001

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

December 31, 2012

Identity of Issue, Borrower, Lessor or Similar Party	Number of Shares or Face Amount	Cost	Current Value
Mutual Funds Equity			
DODGE + COX INTERNATIONAL STOC	245,336	\$ 10,200,876	\$ 8,498,445
ABERDEEN EMERGING MARKETS FUND	707,764	8,853,738	11,225,144
KEYSTONE LARGE CAP GROWTH FUND	324,769	8,845,426	9,255,919
Total Mutual Funds - Equity		27,900,040	28,979,508
Limited Liability Companies			
FRANKLIN TEMPLETON GLOBAL	8,673	8,673,283	11,587,992
WESTERN ASSET ABS RETURN	473,776	5,286,532	8,016,286
Total Limited Liability Companies		13,959,815	19,604,278
Real Estate Investment Funds			
AEW PARTNERS VI	2,393,492	2,393,492	2,492,343
BLUE VISTA EQUITY	2,809,178	2,809,178	3,092,548
WCP REAL ESTATE FUND II	3,394,693	3,394,693	3,513,314
INLAND AMERICAN REAL ESTATE TR	438,115	4,367,989	3,089,008
Total Real Estate Investment Funds		12,965,352	12,187,213
Hedge Funds			
ARTHA EMERGING MARKETS FUND LP	2,500	2,500,000	2,265,790
ARTHA EMERGING MKTS	2,074	2,488,094	3,997,805
KARSCH CAPITAL II, LTD	26,498	5,814,657	5,971,649
KLEINHEINZ GLOBAL	50	500,000	413,474
KLEINHEINZ GLOBAL	65	650,000	525,241
KLEINHEINZ GLOBAL UNDERVALUED	400	4,000,000	2,923,588
M KINGDOM OFFSHORE	4,574	600,000	553,288
M KINGDOM OFFSHORE	7,396	427,477	893,208
M. KINGDOM OFFSHORE	3,029	400,000	366,405
M. KINGDOM OFFSHORE	31,321	4,322,523	3,788,729
MOON CAP GLBAL EQ OFSH	595	595,233	780,583
MOON CAP GLBL EQ OFSH	15	15,253	20,994
MOON CAP GLBL EQ OFSH	130	129,949	178,856

Bethesda Retirement Plan

EIN #31-0537122 Plan #001

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

December 31, 2012

Identity of Issue, Borrower, Lessor or Similar Party	Number of Shares or Face Amount	Cost	Current Value
MOON CAP GLOBAL EQ	74	\$ 85,088	\$ 91,625
NEON LIBERTY EMERGING	500	500,000	507,370
NEON LIBERTY EMERGING	932	2,500,000	2,567,959
PASSPORT OFFSHORE	500	500,000	462,508
PASSPORT OFFSHORE LTD	4,000	4,000,000	3,611,292
PASSPORT OFFSHORE LTD	650	650,000	604,522
BERENS GLOBAL VAL	10,000	1,000,000	944,190
BERENS GLOBAL VAL	10,000	1,000,000	947,454
BERENS GLOBAL VAL	64,733	6,794,472	7,560,366
BERENS GLOBAL VAL	9,000	900,000	844,746
MARATHON EUROPEAN CREDIT OPPOR	3,805,330	1,350,000	1,457,616
SEMINOLE OFFSHORE FD	5,315	3,000,000	3,148,192
DRAKE CAPITAL OFFSHORE PRTRNS	11,227,061	11,227,061	11,730,493
GLEACHER DIVERSIFIED STRAT FND	87	105,058	118,103
Total Hedge Funds		56,054,865	57,276,046
Private Equity Funds			
SIGULER GUFF BRIC OPPORT	1,486,688	1,486,688	1,566,336
SIGULER GUFF DIST	909,753	909,753	933,782
SIGULER GUFF DOF	3,050,366	3,050,366	3,216,022
PORTFOLIO AD PVT	1,386,287	1,386,287	1,480,664
PORTFOLIO AD PVT	712,646	712,646	740,620
PORTFOLIO AD PVT	723,323	723,323	773,279
SPECIAL SITUATION PARTNERS	1,621,401	1,621,401	1,679,300
FORT WASHINGTON PVT EQUITY IV	2,113,833	2,113,833	2,257,451
GOLDMAN SACHS PRV	2,870,806	2,870,806	2,985,589
PRIVATE EQUITY INVESTMENT	1,023,192	1,023,192	1,100,131
AXIOM ASIA PRIVATE CAP FND III	90,664	90,664	90,664
KAYNE ANDERSON ENERGY	2,422,632	2,422,632	2,504,173
OAKTREE MEZZANINE FUND	456,864	456,864	478,793
OAKTREE MEZZANINE FUND	492,638	492,638	502,253
Total Private Equity Funds		19,361,093	20,309,057

Bethesda Retirement Plan

EIN #31-0537122 Plan #001

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

December 31, 2012

Identity of Issue, Borrower, Lessor or Similar Party	Number of Shares or Face Amount	Cost	Current Value
Limited Partnerships			
LOOMIS SAYLES MULTISECTOR FULL	406,664	\$ 5,644,501	\$ 6,498,496
RHUMBLINE ADVISERSCOMMON	123,789	4,299,402	5,659,851
OHA EUROPEAN STRATEGIC CREDIT	755,100	755,100	769,914
OHA STRUCTURED PRODUCTS	2,771,780	2,771,780	3,358,441
REGIMENT CAP SPECIAL SITUATION	2,034,180	2,034,180	2,047,186
SCHROEDER CAPITAL MGMT	587	4,458,339	4,256,527
Total Limited Partnerships		19,963,302	22,590,415
Commingled Fund			
WELLINGTON DIVER INFLAT HEDGES	274,808	4,542,165	4,210,056
Total Commingled Fund		4,542,165	4,210,056
Total Investments		<u>\$ 195,708,511</u>	<u>\$ 209,381,836</u>

Bethesda Retirement Plan

EIN #31-0537122 Plan #001

Schedule H, Line 4j – Schedule of Reportable Transactions

Year Ended December 31, 2012

Identity of Party Involved	Description of Asset	Purchase Price	Selling Price	Cost of Asset	Current Value of Asset on Transaction Date	Gain (Loss)
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Category (i) – Single transaction exceeds 5% of value

***** NO TRANSACTIONS QUALIFIED FOR THIS SECTION *****

Category (ii) – A series of transactions with the same broker in excess of 5% of plan assets

***** NO TRANSACTIONS QUALIFIED FOR THIS SECTION *****

Bethesda Retirement Plan

EIN #31-0537122 Plan #001

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

Identity of Party Involved	Description of Asset	Purchase Price	Selling Price	Cost of Asset	Current Value of Asset on Transaction Date	Gain (Loss)
Category (iii) – A series of transactions in same security in excess of 5% of plan assets						
Fifth Third Instl Mmkt	Money Market Fund	\$ 13,212,548		\$ 13,212,548	\$ 13,212,548	
			\$ 17,823,656	17,823,656	17,823,656	
First Amer Prime Oblig Fd Cl Z	Mutual Funds – Equity	14,664,783		14,664,783	14,664,783	
			16,290,275	16,290,275	16,290,275	
State Street Bank + Trust Company	Money Market Fund	33,009,218		33,009,218	33,009,218	
			24,801,523	24,801,523	24,801,523	

Category (iv) – A single transaction with one broker exceeds 5% of plan assets

*** NO TRANSACTIONS QUALIFIED FOR THIS SECTION ***

Ernst & Young LLP

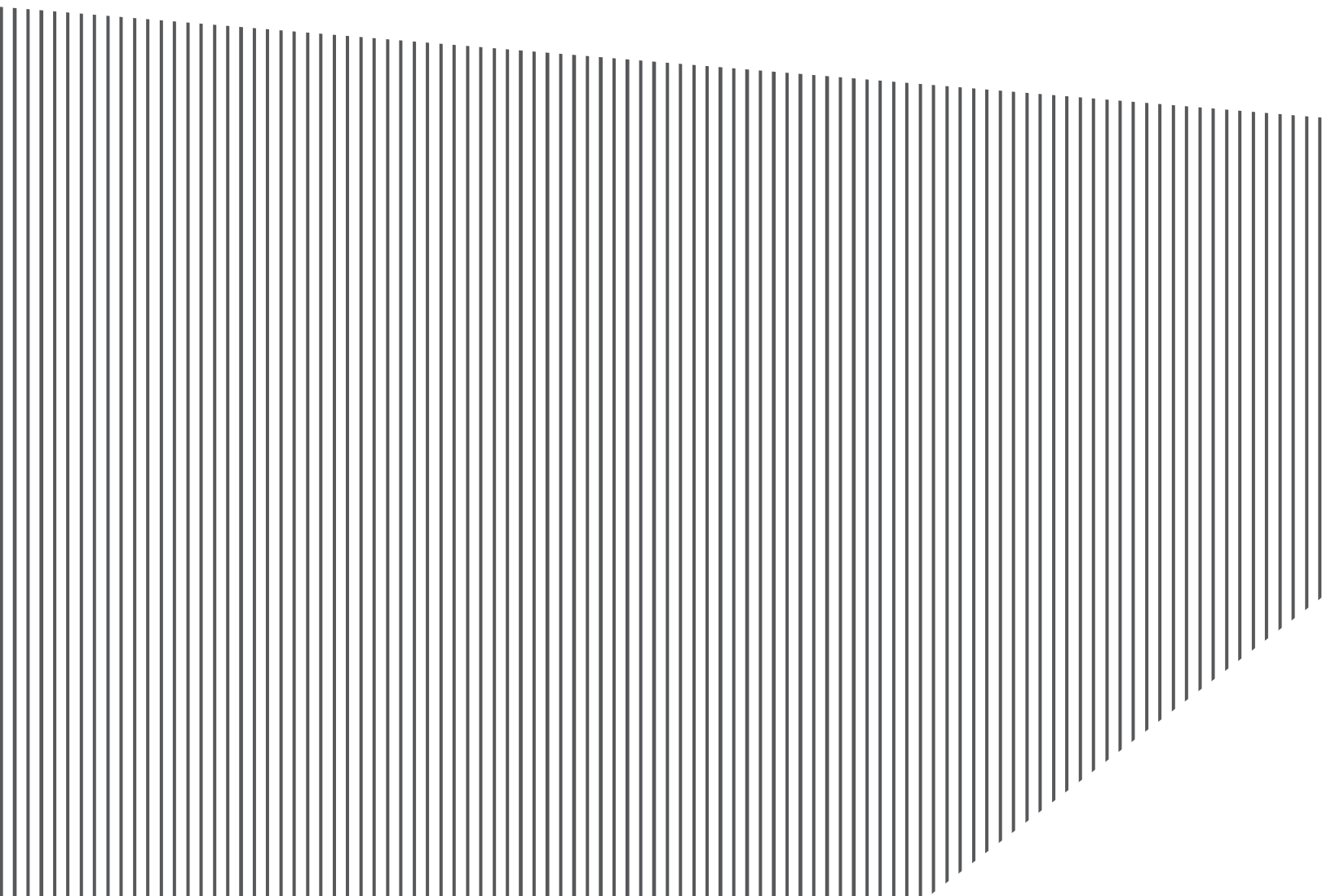
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**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security Administration

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**

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

Part I Basic Information

1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2012</u>		
2 Assets:		
a Market value	2a	189,949,656
b Actuarial value	2b	200,972,989
3 Funding target/participant count breakdown:	(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment.....	3a 831	30,881,060
b For terminated vested participants.....	3b 2,659	56,905,376
c For active participants:		
(1) Non-vested benefits	3c(1)	6,995,151
(2) Vested benefits	3c(2)	104,021,984
(3) Total active.....	3c(3) 3,477	111,017,135
d Total.....	3d 6,967	198,803,571
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	6.84 %
6 Target normal cost	6	5,733,521

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>Trisha L. Trembl</u> (TT)	09/20/2013
	Signature of actuary	Date
<u>Trisha L. Trembl</u>	Type or print name of actuary	11-06986
<u>Hewitt Associates LLC</u>	Firm name	Most recent enrollment number
<u>4 Overlook Point</u>		(847) 295-5000
<u>Lincolnshire</u>	IL 60069-3258	Telephone number (including area code)
	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)	5,261,420	7,873,106
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	3,181,666	0
9 Amount remaining (line 7 minus line 8)	2,079,754	7,873,106
10 Interest on line 9 using prior year's actual return of <u>(4.72)</u> %	(98,164)	(371,611)
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		55,488
b Interest on (a) using prior year's effective interest rate of <u>5.68</u> % except as otherwise provided (see instructions)		(2,619)
c Total available at beginning of current plan year to add to prefunding balance		52,869
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	1,981,590	7,501,495

Part III Funding Percentages

14 Funding target attainment percentage	14	96.32 %
15 Adjusted funding target attainment percentage	15	101.09 %
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	82.39 %
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	3,600,000		09/13/2013	1,300,000	
07/13/2012	3,600,000				
10/11/2012	3,300,000				
01/14/2013	3,300,000				
04/12/2013	1,100,000				
07/15/2013	1,100,000				
Totals ►			18(b)	17,300,000	18(c) 0

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

a Contributions allocated toward unpaid minimum required 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	16,392,689

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 0
22 Weighted average retirement age			22 63
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute			

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
27 If the plan is 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	5,733,521
b Excess assets, if applicable, but not greater than line 31a		31b	0
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment.....	36,548,450	7,556,674	
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	13,290,195	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35).....	36	13,290,195	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	16,392,689	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)		38a	3,102,494
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		
43 Excess installment acceleration amount to be carried over to future plan years	43		

Schedule SB Attachment (Form 5500)—2012 Plan Year
 Bethesda Retirement Plan
 EIN: 31-1108895 PN: 001

Schedule SB, line 19—Discounted Employer Contributions

Year applied for contributions: 2012

Date	Amount	Interest Rate	Days to Discount to 1/1/2012	Interest Adjusted Contribution
April 13, 2012	\$ 3,600,000	6.84%	103	\$ 3,533,590
July 13, 2012	3,600,000	6.84%	194	3,475,938
October 11, 2012	3,300,000	6.84%	284	3,134,857
January 14, 2013	3,300,000	6.84%	379	3,081,481
April 12, 2013	1,100,000	6.84%	467	1,010,950
July 15, 2013	1,100,000	6.84%	561	993,916
September 13, 2013	<u>1,300,000</u>	6.84%	621	<u>1,161,957</u>
Total Contribution	\$ 17,300,000			\$ 16,392,689

Schedule SB Attachment (Form 5500)—2012 Plan Year
Bethesda Retirement Plan
EIN: 31-1108895 PN: 001

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

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

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

Schedule SB Attachment (Form 5500)—2012 Plan Year
Bethesda Retirement Plan
EIN: 31-1108895 PN: 001

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

Interest Rates for Minimum Funding Purposes Based on segment rates with no lookback (as of January 2012), each adjusted as needed to fall within the 25-year average interest rate corridor under MAP-21

1st segment rate	5.54%
2nd segment rate	6.85%
3rd segment rate	7.52%

Interest Rates for Maximum Tax Purposes Based on segment rates with no lookback (as of January 2012), without regard to the MAP-21 interest rate corridor

1st segment rate	1.98%
2nd segment rate	5.07%
3rd segment rate	6.19%

Salary increases Varies by age according to the following schedule.

Age	Rate of Compensation Increase
15-24	7.00%
25-29	6.50%
30-34	6.00%
35-39	5.50%
40-44	5.00%
45-49	4.50%
50+	4.00%

Social Security Wage Base Increases Future wage indices are based on a national wage increase of 4.50% per year.

Optional payment form election percentage Lump sum, if eligible.
Else, life annuity.

Projection of Retirement Account at 30-Year Treasury Rate 4.50%

Retirement age

Active participants Based on probability by age. See Table 1.

Current Terminated vested participants Based on probability by age. See Table 1.

Schedule SB Attachment (Form 5500)—2012 Plan Year
Bethesda Retirement Plan
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Future Terminated vested participants	Commence at Age 60.												
Mortality rates													
Healthy and disabled	2012 static mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(e).												
Withdrawal rates	Probability by age (see Table 2) after a five-year select period for new hires. Rates for new hires (regardless of age) are:												
	<table> <tr> <th>Years of Service</th><th>Assumed Number of Terminations (per 100)</th></tr> <tr> <td>0</td><td>25.0</td></tr> <tr> <td>1</td><td>25.0</td></tr> <tr> <td>2</td><td>15.0</td></tr> <tr> <td>3</td><td>15.0</td></tr> <tr> <td>4</td><td>12.0</td></tr> </table>	Years of Service	Assumed Number of Terminations (per 100)	0	25.0	1	25.0	2	15.0	3	15.0	4	12.0
Years of Service	Assumed Number of Terminations (per 100)												
0	25.0												
1	25.0												
2	15.0												
3	15.0												
4	12.0												
Disability rates	See Table 3.												
Surviving spouse benefit	It is assumed that 80% of males and 80% of females have an eligible spouse, and that males are three years older than their spouses.												
Valuation compensation	Compensation has been limited to \$250,000 based upon the provision of IRC Section 401(a)(17).												
Benefit and compensation limits	Projected benefits and compensation are limited by the current IRC section 415 maximum benefit of \$200,000 and the 401(a)(17) compensation limit of \$250,000.												
Valuation of plan assets	Smoothed fair market value of assets over the current and prior two years, adjusted for contributions, benefit payments, administrative expenses, and expected earnings. The average value of assets calculated in this manner is further limited to not less than 90% not more than 110% of fair market value. A characteristic of this method is that the expected distribution of the value of plan assets is skewed toward understatement relative to the corresponding market values for expected long-term rates of return in excess of the third segment rate under IRC section												

Schedule SB Attachment (Form 5500)—2012 Plan Year
Bethesda Retirement Plan
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430(h)(2)(C)(iii).

Expected return on assets
2010 plan year

6.76%.

2011 plan year

6.46%

Trust expenses included in target normal cost

\$600,000. Based on prior year's administrative expenses, rounded.

Actuarial method

Standard unit credit cost method

Valuation date

January 1, 2012

Schedule SB Attachment (Form 5500)—2012 Plan Year
 Bethesda Retirement Plan
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Table 1

Retirement Rates – Active Participants

Age	Rate
55	7%
56	7%
57	7%
58	7%
59	7%
60	7%
61	10%
62	10%
63	10%
64	10%
65	25%
66	20%
67	20%
68	20%
69	20%
70	100%

Retirement Rates – Terminated Vested Participants

Age	Rate
55	7%
56	7%
57	7%
58	7%
59	7%
60	7%
61	10%
62	10%
63	10%
64	10%
65	100%

Schedule SB Attachment (Form 5500)—2012 Plan Year
Bethesda Retirement Plan
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Table 2

Withdrawal Rates

After 5 or More Years of Service

Assumed Number of Terminations	
Age	(per 100 Participants)

15-29	9.0
30-34	8.0
35-39	7.0
40-44	6.0
45-49	5.0
50+	4.0

Schedule SB Attachment (Form 5500)—2012 Plan Year
Bethesda Retirement Plan
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Table 3

Disability Rates

Age	Annual Number of Disabilities per 1,000 Participants	
	Male	Female
15-27	0.15	0.15
28	0.15	0.20
29	0.15	0.20
30	0.15	0.20
31	0.15	0.25
32	0.15	0.25
33	0.15	0.30
34	0.15	0.30
35	0.20	0.35
36	0.20	0.40
37	0.25	0.45
38	0.30	0.50
39	0.35	0.60
40	0.40	0.65
41	0.45	0.75
42	0.50	0.85
43	0.60	0.95
44	0.70	1.10
45	0.80	1.20
46	0.90	1.35
47	1.05	1.50
48	1.25	1.65
49	1.40	1.80
50	1.65	2.00
51	1.95	2.20
52	2.30	2.45
53	2.65	2.70
54	3.05	2.95
55	3.45	3.20
56	3.85	3.45
57	4.30	3.70
58	4.75	4.00
59	5.25	4.25
60	5.75	4.50
61	6.30	4.80
62	6.90	5.05
63	7.55	5.25
64	8.20	5.45
65+	0.00	0.00

Schedule SB Attachment (Form 5500)—2012 Plan Year
Bethesda Retirement Plan
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Schedule SB, line 24—Change in Actuarial Assumptions

The funding valuation reflects the following assumption changes:

- A change in the assumed 30-Year Treasury interest crediting rate from 5.00% to 4.50% to better reflect anticipated plan experience.
- A change in the rates of assumed retirement age for current terminated vested participants to better reflect anticipated plan experience.

These changes were made to better reflect anticipated plan experience. Because neither change to the non-prescribed assumptions decreased the funding shortfall by \$5 million, approval is not required.

Schedule SB Attachment (Form 5500)—2012 Plan Year
Bethesda Retirement Plan
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Schedule SB, line 26—Schedule of Active Participant Data as of January 1, 2012

Number of Participants, Average Compensation and Average Cash Balance Account

Attained Age	Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25		159 \$23,178 \$843	14							
25-29		192 \$33,477 \$1,481	131 \$37,309 \$5,159	11						
30-34		138 \$33,213 \$2,698	120 \$42,415 \$8,163	35 \$53,298 \$18,925						
35-39		101 \$37,924 \$2,992	133 \$42,013 \$11,400	64 \$44,175 \$22,696	24 \$51,729 \$38,566					
40-44		101 \$40,410 \$4,552	151 \$43,993 \$14,268	64 \$50,067 \$30,503	41 \$53,475 \$45,456	27 \$60,036 \$69,271	2			
45-49		99 \$37,672 \$5,036	135 \$43,069 \$16,784	63 \$56,430 \$38,285	37 \$52,572 \$55,106	55 \$57,128 \$76,752	54 \$55,093 \$96,105	10		
50-54		120 \$37,750 \$5,698	136 \$45,045 \$21,133	67 \$59,530 \$47,582	51 \$53,428 \$68,367	57 \$62,993 \$100,659	48 \$61,253 \$121,057	47 \$53,980 \$125,243	3	
55-59		72 \$41,726 \$7,607	134 \$48,847 \$26,020	69 \$59,806 \$56,153	36 \$50,572 \$72,951	62 \$59,088 \$104,546	36 \$53,867 \$123,149	65 \$56,496 \$152,429	32 \$66,609 \$202,441	3
60-64		38 \$35,480 \$8,140	76 \$49,835 \$28,492	48 \$56,981 \$59,537	34 \$55,758 \$89,405	35 \$55,320 \$121,442	34 \$54,012 \$140,559	36 \$61,934 \$183,971	24 \$53,692 \$191,199	21 \$62,470 \$238,458
65-69		6 \$35,828 \$23,884	27 \$35,828 \$23,884	19	7	11	11	12	5	
70+		9	4	6	2	3	3	2	4	1

N-3477

Schedule SB Attachment (Form 5500)—2012 Plan Year
Bethesda Retirement Plan
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Schedule SB, line 32—Schedule of Amortization Bases

Type Of Base	Present Value of Installments	Valuation Date Established	Remaining Years in Amortization Period	Amortization Amount
Shortfall	\$18,163,132	January 1, 2010	5	\$4,034,531
Shortfall	\$18,385,318	January 1, 2011	6	\$3,522,143

Schedule SB Attachment (Form 5500)—2012 Plan Year
Bethesda Retirement Plan
EIN: 31-1108895 PN: 001

Schedule SB, Part V—Summary of Plan Provisions

This section highlights key plan provisions reflected in the January 1, 2012 valuation. Reference should be made to the Plan Document for additional clarification and details.

Status of Plan	Plan is ongoing with participants earning service and pay accruals.
Effective Date	Originally established as of January 1, 1973. Plan was amended and restated as of July 1, 1999.
Eligibility for Participation	All employees of Bethesda Hospital, Inc. and Consolidated Health Services are covered by the plan from their date of hire, upon completion of at least 1,000 hours (800 hours for years before 2011) of service in one year. Certain "Optional Employees" of Consolidated Health Services as defined by the employer and the Plan Document are not eligible to participate. Effective December 31, 2010, all Consolidated Health Services participants were terminated from the plan due to the sale of that group to Catholic Health Initiatives.
Normal Retirement Eligibility	Age 65.
Benefit	The annual normal retirement benefit, payable monthly, is the Retirement Account converted to an actuarially equivalent annuity. In no event will the benefit be less than the benefit accrued as of June 30, 1999 under the prior plan formula.
Early Retirement Eligibility	Age 55 and five years of Vesting Service.
Benefit	Same as the normal retirement benefit based on the Retirement Account at the date of retirement.
Vested Termination Eligibility	Three years of Vesting Service.
Benefit	Same as the normal retirement benefit based on the Retirement Account at the date of termination. Payments may begin any time after eligibility for early retirement. Interest on the Retirement Account will accrue at the Applicable 30-Year Treasury Rate until benefits commence.

Schedule SB Attachment (Form 5500)—2012 Plan Year
Bethesda Retirement Plan
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Disability Eligibility	Total and permanent disability and three years of Vesting Service.
Benefit	Same as the normal retirement benefit based on the Retirement Account at the date of disability. Payments may begin immediately.
Preretirement Death Eligibility	Three years Vesting Service.
Benefit	<i>Without Spouse:</i> Retirement Account at the date of death. <i>With Spouse:</i> Retirement Account at date of death or an actuarially equivalent life annuity to surviving spouse.
Normal Form of Annuity	<i>Without Spouse:</i> Life Annuity. <i>With Spouse:</i> Joint and survivor annuity actuarially equivalent to the retirement benefit payable for employee's lifetime. Participant receives reduced lifetime benefit and, in the event of participant's death, 50% of the reduced benefit continues to surviving spouse.
Optional Forms of Annuity	Lump sum; life annuity; joint and survivor with spouse beneficiary only (50%, 75%, 100%); 60 or 120 month period certain only; 60 or 120 month period certain and life annuity.
Actuarial Equivalent	A benefit having the same value as the benefit which it replaces, based on the applicable mortality table and the applicable interest rates defined in IRC Section 417(e)(3). For purposes of converting a single life annuity to a qualified joint and survivor annuity or period certain and life annuity, an 8.0% interest rate is used.
Definitions Retirement Account	Highest Average Compensation times Total Annual Credits plus 2% per year of Credited Service times Highest Average Compensation over Social Security Covered Compensation
Highest Average Compensation	Generally, highest five consecutive years of W-2 pay during career (including years at a Joint Operating Entity and excluding years in which a participant does not complete 1,000 hours of Service (800 hours for years before 2011)).

Schedule SB Attachment (Form 5500)—2012 Plan Year
Bethesda Retirement Plan
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Total Annual Credits

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

Age plus Benefit Service	Annual Credits
<33	2%
33-45	3%
46-58	5%
59-71	7%
72-84	10%
85+	12%

Before 2011:

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

Vesting Service

Generally, one year of service is earned for each year the participant is paid for at least 1,000 hours (800 hours for years before 2011) including hours at a Joint Operating Entity. Used primarily to determine eligibility for benefits.

Benefit Service

Generally, one year of service is earned for each year the participant is paid for at least 1,000 hours (800 hours for years before 2011) including hours at a Joint Operating Entity. Used primarily to determine annual credits.

Credited Service

Generally, one year of service is earned for each year the participant is paid for at least 1,000 hours (800 hours for years before 2011) and employed at the end of the year (or prior to termination). Used primarily to determine how many years of annual credits have been earned under the Plan.

Social Security
Covered Compensation

35-year average of Social Security Wage Bases based on year of birth table.

Schedule SB Attachment (Form 5500)—2012 Plan Year
Bethesda Retirement Plan
EIN: 31-1108895 PN: 001

Applicable 30-Year
Treasury Rate

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

Joint Operating Entity

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

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

- Due to software limitations with the electronic filing process, information filed electronically cannot be controlled by the Enrolled Actuary. The values on the signed Schedule SB will govern to the extent there are any differences in the entries filed electronically and the actual data contained on the signed Schedule SB.
- Effective December 31, 2011, assets and liabilities were transferred among the following pension plans: the Bethesda Retirement Plan, the Good Samaritan Hospital Retirement Plan, and the TriHealth, Inc. Retirement Plan. The transfers were made in order to reflect the transfers of employment for active employees during 2011. After the transfer, each active employee's total retirement account will be held within the plan sponsored by the employee's current employer. The asset transfer amounts were determined as of December 31, 2011 in accordance with Internal Revenue Code Section 414(l), and we believe the amounts impacting this plan to be de minimis in size.
- The market value of assets as shown on Schedule SB line 2(a), less receivable contributions, is not equal to the net assets shown on Schedule H line I(1)(a), less receivable contributions, for the following reason:
 - The assets shown on Schedule SB line 2(a) reflects the net transfer of assets between plans, as described in the bullet above. Schedule SB 2(a) is shown after the asset transfers in order to maintain consistency between the assets and liabilities on lines 2 and 3 of the Schedule B.
- The interest on excess contributions shown on Schedule SB line 11(b) is based on the actual prior year's return of (4.72%), in accordance with Treasury Regulation 1.430(f)-1(b)(3)(iii), since excess contributions are attributable to the reduction in Prefunding Balance elected to offset the prior year's funding requirement.
- As a result of an internal change in assignments at Aon Hewitt, the Enrolled Actuary has changed from Jennifer R. O'Block to Trisha L. Trembl.

Schedule SB Attachment (Form 5500)—2012 Plan Year
Bethesda Retirement Plan
EIN: 31-1108895 PN: 001

Schedule SB, line 19—Discounted Employer Contributions

Year applied for contributions: 2012

Date	Amount	Interest Rate	Days to Discount to 1/1/2012	Interest Adjusted Contribution
April 13, 2012	\$ 3,600,000	6.84%	103	\$ 3,533,590
July 13, 2012	3,600,000	6.84%	194	3,475,938
October 11, 2012	3,300,000	6.84%	284	3,134,857
January 14, 2013	3,300,000	6.84%	379	3,081,481
April 12, 2013	1,100,000	6.84%	467	1,010,950
July 15, 2013	1,100,000	6.84%	561	993,916
September 13, 2013	<u>1,300,000</u>	6.84%	621	<u>1,161,957</u>
Total Contribution	\$ 17,300,000			\$ 16,392,689

Schedule SB Attachment (Form 5500)—2012 Plan Year
Bethesda Retirement Plan
EIN: 31-1108895 PN: 001

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

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

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

Schedule SB Attachment (Form 5500)—2012 Plan Year
Bethesda Retirement Plan
EIN: 31-1108895 PN: 001

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

Interest Rates for Minimum Funding Purposes Based on segment rates with no lookback (as of January 2012), each adjusted as needed to fall within the 25-year average interest rate corridor under MAP-21

1st segment rate	5.54%
2nd segment rate	6.85%
3rd segment rate	7.52%

Interest Rates for Maximum Tax Purposes Based on segment rates with no lookback (as of January 2012), without regard to the MAP-21 interest rate corridor

1st segment rate	1.98%
2nd segment rate	5.07%
3rd segment rate	6.19%

Salary increases Varies by age according to the following schedule.

Age	Rate of Compensation Increase
15-24	7.00%
25-29	6.50%
30-34	6.00%
35-39	5.50%
40-44	5.00%
45-49	4.50%
50+	4.00%

Social Security Wage Base Increases Future wage indices are based on a national wage increase of 4.50% per year.

Optional payment form election percentage Lump sum, if eligible.
Else, life annuity.

Projection of Retirement Account at 30-Year Treasury Rate 4.50%

Retirement age

Active participants Based on probability by age. See Table 1.

Current Terminated vested participants Based on probability by age. See Table 1.

Schedule SB Attachment (Form 5500)—2012 Plan Year
Bethesda Retirement Plan
EIN: 31-1108895 PN: 001

Future Terminated vested participants	Commence at Age 60.												
Mortality rates													
Healthy and disabled	2012 static mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(e).												
Withdrawal rates	Probability by age (see Table 2) after a five-year select period for new hires. Rates for new hires (regardless of age) are:												
	<table> <tr> <th>Years of Service</th><th>Assumed Number of Terminations (per 100)</th></tr> <tr> <td>0</td><td>25.0</td></tr> <tr> <td>1</td><td>25.0</td></tr> <tr> <td>2</td><td>15.0</td></tr> <tr> <td>3</td><td>15.0</td></tr> <tr> <td>4</td><td>12.0</td></tr> </table>	Years of Service	Assumed Number of Terminations (per 100)	0	25.0	1	25.0	2	15.0	3	15.0	4	12.0
Years of Service	Assumed Number of Terminations (per 100)												
0	25.0												
1	25.0												
2	15.0												
3	15.0												
4	12.0												
Disability rates	See Table 3.												
Surviving spouse benefit	It is assumed that 80% of males and 80% of females have an eligible spouse, and that males are three years older than their spouses.												
Valuation compensation	Compensation has been limited to \$250,000 based upon the provision of IRC Section 401(a)(17).												
Benefit and compensation limits	Projected benefits and compensation are limited by the current IRC section 415 maximum benefit of \$200,000 and the 401(a)(17) compensation limit of \$250,000.												
Valuation of plan assets	Smoothed fair market value of assets over the current and prior two years, adjusted for contributions, benefit payments, administrative expenses, and expected earnings. The average value of assets calculated in this manner is further limited to not less than 90% not more than 110% of fair market value. A characteristic of this method is that the expected distribution of the value of plan assets is skewed toward understatement relative to the corresponding market values for expected long-term rates of return in excess of the third segment rate under IRC section												

Schedule SB Attachment (Form 5500)—2012 Plan Year
Bethesda Retirement Plan
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430(h)(2)(C)(iii).

Expected return on assets
2010 plan year

6.76%.

2011 plan year

6.46%

Trust expenses included in target normal cost

\$600,000. Based on prior year's administrative expenses, rounded.

Actuarial method

Standard unit credit cost method

Valuation date

January 1, 2012

Schedule SB Attachment (Form 5500)—2012 Plan Year
Bethesda Retirement Plan
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Table 1

Retirement Rates – Active Participants

Age	Rate
55	7%
56	7%
57	7%
58	7%
59	7%
60	7%
61	10%
62	10%
63	10%
64	10%
65	25%
66	20%
67	20%
68	20%
69	20%
70	100%

Retirement Rates – Terminated Vested Participants

Age	Rate
55	7%
56	7%
57	7%
58	7%
59	7%
60	7%
61	10%
62	10%
63	10%
64	10%
65	100%

Schedule SB Attachment (Form 5500)—2012 Plan Year
Bethesda Retirement Plan
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Table 2

Withdrawal Rates

After 5 or More Years of Service

Assumed Number of Terminations	
Age	(per 100 Participants)

15-29	9.0
30-34	8.0
35-39	7.0
40-44	6.0
45-49	5.0
50+	4.0

Schedule SB Attachment (Form 5500)—2012 Plan Year
Bethesda Retirement Plan
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Table 3

Disability Rates

Age	Annual Number of Disabilities per 1,000 Participants	
	Male	Female
15-27	0.15	0.15
28	0.15	0.20
29	0.15	0.20
30	0.15	0.20
31	0.15	0.25
32	0.15	0.25
33	0.15	0.30
34	0.15	0.30
35	0.20	0.35
36	0.20	0.40
37	0.25	0.45
38	0.30	0.50
39	0.35	0.60
40	0.40	0.65
41	0.45	0.75
42	0.50	0.85
43	0.60	0.95
44	0.70	1.10
45	0.80	1.20
46	0.90	1.35
47	1.05	1.50
48	1.25	1.65
49	1.40	1.80
50	1.65	2.00
51	1.95	2.20
52	2.30	2.45
53	2.65	2.70
54	3.05	2.95
55	3.45	3.20
56	3.85	3.45
57	4.30	3.70
58	4.75	4.00
59	5.25	4.25
60	5.75	4.50
61	6.30	4.80
62	6.90	5.05
63	7.55	5.25
64	8.20	5.45
65+	0.00	0.00

Schedule SB Attachment (Form 5500)—2012 Plan Year
Bethesda Retirement Plan
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Schedule SB, line 24—Change in Actuarial Assumptions

The funding valuation reflects the following assumption changes:

- A change in the assumed 30-Year Treasury interest crediting rate from 5.00% to 4.50% to better reflect anticipated plan experience.
- A change in the rates of assumed retirement age for current terminated vested participants to better reflect anticipated plan experience.

These changes were made to better reflect anticipated plan experience. Because neither change to the non-prescribed assumptions decreased the funding shortfall by \$5 million, approval is not required.

Schedule SB Attachment (Form 5500)—2012 Plan Year
Bethesda Retirement Plan
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Schedule SB, line 32—Schedule of Amortization Bases

Type Of Base	Present Value of Installments	Valuation Date Established	Remaining Years in Amortization Period	Amortization Amount
Shortfall	\$18,163,132	January 1, 2010	5	\$4,034,531
Shortfall	\$18,385,318	January 1, 2011	6	\$3,522,143

Schedule SB Attachment (Form 5500)—2012 Plan Year
Bethesda Retirement Plan
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Schedule SB, Part V—Summary of Plan Provisions

This section highlights key plan provisions reflected in the January 1, 2012 valuation. Reference should be made to the Plan Document for additional clarification and details.

Status of Plan	Plan is ongoing with participants earning service and pay accruals.
Effective Date	Originally established as of January 1, 1973. Plan was amended and restated as of July 1, 1999.
Eligibility for Participation	All employees of Bethesda Hospital, Inc. and Consolidated Health Services are covered by the plan from their date of hire, upon completion of at least 1,000 hours (800 hours for years before 2011) of service in one year. Certain "Optional Employees" of Consolidated Health Services as defined by the employer and the Plan Document are not eligible to participate. Effective December 31, 2010, all Consolidated Health Services participants were terminated from the plan due to the sale of that group to Catholic Health Initiatives.
Normal Retirement Eligibility	Age 65.
Benefit	The annual normal retirement benefit, payable monthly, is the Retirement Account converted to an actuarially equivalent annuity. In no event will the benefit be less than the benefit accrued as of June 30, 1999 under the prior plan formula.
Early Retirement Eligibility	Age 55 and five years of Vesting Service.
Benefit	Same as the normal retirement benefit based on the Retirement Account at the date of retirement.
Vested Termination Eligibility	Three years of Vesting Service.
Benefit	Same as the normal retirement benefit based on the Retirement Account at the date of termination. Payments may begin any time after eligibility for early retirement. Interest on the Retirement Account will accrue at the Applicable 30-Year Treasury Rate until benefits commence.

Schedule SB Attachment (Form 5500)—2012 Plan Year
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Disability Eligibility	Total and permanent disability and three years of Vesting Service.
Benefit	Same as the normal retirement benefit based on the Retirement Account at the date of disability. Payments may begin immediately.
Preretirement Death Eligibility	Three years Vesting Service.
Benefit	<i>Without Spouse:</i> Retirement Account at the date of death. <i>With Spouse:</i> Retirement Account at date of death or an actuarially equivalent life annuity to surviving spouse.
Normal Form of Annuity	<i>Without Spouse:</i> Life Annuity. <i>With Spouse:</i> Joint and survivor annuity actuarially equivalent to the retirement benefit payable for employee's lifetime. Participant receives reduced lifetime benefit and, in the event of participant's death, 50% of the reduced benefit continues to surviving spouse.
Optional Forms of Annuity	Lump sum; life annuity; joint and survivor with spouse beneficiary only (50%, 75%, 100%); 60 or 120 month period certain only; 60 or 120 month period certain and life annuity.
Actuarial Equivalent	A benefit having the same value as the benefit which it replaces, based on the applicable mortality table and the applicable interest rates defined in IRC Section 417(e)(3). For purposes of converting a single life annuity to a qualified joint and survivor annuity or period certain and life annuity, an 8.0% interest rate is used.
Definitions Retirement Account	Highest Average Compensation times Total Annual Credits plus 2% per year of Credited Service times Highest Average Compensation over Social Security Covered Compensation
Highest Average Compensation	Generally, highest five consecutive years of W-2 pay during career (including years at a Joint Operating Entity and excluding years in which a participant does not complete 1,000 hours of Service (800 hours for years before 2011)).

Schedule SB Attachment (Form 5500)—2012 Plan Year
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Total Annual Credits

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

Age plus Benefit Service	Annual Credits
<33	2%
33-45	3%
46-58	5%
59-71	7%
72-84	10%
85+	12%

Before 2011:

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

Vesting Service

Generally, one year of service is earned for each year the participant is paid for at least 1,000 hours (800 hours for years before 2011) including hours at a Joint Operating Entity. Used primarily to determine eligibility for benefits.

Benefit Service

Generally, one year of service is earned for each year the participant is paid for at least 1,000 hours (800 hours for years before 2011) including hours at a Joint Operating Entity. Used primarily to determine annual credits.

Credited Service

Generally, one year of service is earned for each year the participant is paid for at least 1,000 hours (800 hours for years before 2011) and employed at the end of the year (or prior to termination). Used primarily to determine how many years of annual credits have been earned under the Plan.

Social Security
Covered Compensation

35-year average of Social Security Wage Bases based on year of birth table.

Schedule SB Attachment (Form 5500)—2012 Plan Year
Bethesda Retirement Plan
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Applicable 30-Year
Treasury Rate

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

Joint Operating Entity

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

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

- Due to software limitations with the electronic filing process, information filed electronically cannot be controlled by the Enrolled Actuary. The values on the signed Schedule SB will govern to the extent there are any differences in the entries filed electronically and the actual data contained on the signed Schedule SB.
- Effective December 31, 2011, assets and liabilities were transferred among the following pension plans: the Bethesda Retirement Plan, the Good Samaritan Hospital Retirement Plan, and the TriHealth, Inc. Retirement Plan. The transfers were made in order to reflect the transfers of employment for active employees during 2011. After the transfer, each active employee's total retirement account will be held within the plan sponsored by the employee's current employer. The asset transfer amounts were determined as of December 31, 2011 in accordance with Internal Revenue Code Section 414(l), and we believe the amounts impacting this plan to be de minimis in size.
- The market value of assets as shown on Schedule SB line 2(a), less receivable contributions, is not equal to the net assets shown on Schedule H line I(1)(a), less receivable contributions, for the following reason:
 - The assets shown on Schedule SB line 2(a) reflects the net transfer of assets between plans, as described in the bullet above. Schedule SB 2(a) is shown after the asset transfers in order to maintain consistency between the assets and liabilities on lines 2 and 3 of the Schedule B.
- The interest on excess contributions shown on Schedule SB line 11(b) is based on the actual prior year's return of (4.72%), in accordance with Treasury Regulation 1.430(f)-1(b)(3)(iii), since excess contributions are attributable to the reduction in Prefunding Balance elected to offset the prior year's funding requirement.
- As a result of an internal change in assignments at Aon Hewitt, the Enrolled Actuary has changed from Jennifer R. O'Block to Trisha L. Trembl.

Schedule SB Attachment (Form 5500)—2012 Plan Year
Bethesda Retirement Plan
EIN: 31-1108895 PN: 001

Schedule SB, line 26—Schedule of Active Participant Data as of January 1, 2012

Number of Participants, Average Compensation and Average Cash Balance Account

Attained Age	Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25		159 \$23,178 \$843	14							
25-29		192 \$33,477 \$1,481	131 \$37,309 \$5,159	11						
30-34		138 \$33,213 \$2,698	120 \$42,415 \$8,163	35 \$53,298 \$18,925						
35-39		101 \$37,924 \$2,992	133 \$42,013 \$11,400	64 \$44,175 \$22,696	24 \$51,729 \$38,566					
40-44		101 \$40,410 \$4,552	151 \$43,993 \$14,268	64 \$50,067 \$30,503	41 \$53,475 \$45,456	27 \$60,036 \$69,271	2			
45-49		99 \$37,672 \$5,036	135 \$43,069 \$16,784	63 \$56,430 \$38,285	37 \$52,572 \$55,106	55 \$57,128 \$76,752	54 \$55,093 \$96,105	10		
50-54		120 \$37,750 \$5,698	136 \$45,045 \$21,133	67 \$59,530 \$47,582	51 \$53,428 \$68,367	57 \$62,993 \$100,659	48 \$61,253 \$121,057	47 \$53,980 \$125,243	3	
55-59		72 \$41,726 \$7,607	134 \$48,847 \$26,020	69 \$59,806 \$56,153	36 \$50,572 \$72,951	62 \$59,088 \$104,546	36 \$53,867 \$123,149	65 \$56,496 \$152,429	32 \$66,609 \$202,441	3
60-64		38 \$35,480 \$8,140	76 \$49,835 \$28,492	48 \$56,981 \$59,537	34 \$55,758 \$89,405	35 \$55,320 \$121,442	34 \$54,012 \$140,559	36 \$61,934 \$183,971	24 \$53,692 \$191,199	21 \$62,470 \$238,458
65-69		6 \$35,828 \$23,884	27 \$35,828 \$23,884	19	7	11	11	12	5	
70+		9	4	6	2	3	3	2	4	1

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Bethesda Retirement Plan

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

December 31, 2012

Identity of Issue, Borrower, Lessor or Similar Party	Number of Shares or Face Amount	Cost	Current Value
Cash			
US DOLLAR		\$ 134,940	\$ 134,940
Total Cash		134,940	134,940
Money Market Funds			
FIRST AMERICAN PRIME OBLIGATIO		1,171	1,171
STATE STREET BANK + TRUST CO		8,207,696	8,207,696
Total Money Market Funds		8,208,867	8,208,867
Domestic Equity Securities			
EXPRESS INC	1,980	28,096	29,878
KRAFT FOODS GROUP INC	803	26,462	36,512
MARATHON PETROLEUM CORP	1,800	63,094	113,400
AMSURG CORP	1,075	31,073	32,261
APPLE INC	304	174,961	162,041
ATMOS ENERGY CORP	280	7,469	9,834
BRAVO BRIO RESTAURANT GROUP	200	2,710	2,686
CENTRAL PACIFIC FINANCIAL CO	3,473	48,350	54,144
EL PASO ELECTRIC CO	1,086	29,169	34,654
EXXON MOBIL CORP	1,600	126,970	138,480
FIRST FINANCIAL BANCORP	2,840	40,696	41,521
FIRST FINANCIAL BANCORP	1,992	24,968	29,123
GREENBRIER COMPANIES INC	950	13,518	15,362
HARRIS TEETER SUPERMARKETS I	948	33,944	36,555
HELIX ENERGY SOLUTIONS GROUP	2,027	38,985	41,837
IDACORP INC	1,251	46,854	54,231
ITRON INC	730	33,795	32,522
KULICKE + SOFFA INDUSTRIES	3,350	35,537	40,167
MATERION CORP	3,800	88,372	97,964
MENTOR GRAPHICS CORP	2,842	36,236	48,371
MONDELEZ INTERNATIONAL INC A	7,867	193,510	200,372
NATL PENN BCSHS INC	4,214	31,461	39,274

Bethesda Retirement Plan

EIN #31-0537122 Plan #001

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

December 31, 2012

Identity of Issue, Borrower, Lessor or Similar Party	Number of Shares or Face Amount	Cost	Current Value
NORDSTROM INC	2,600	\$ 86,089	\$ 139,100
PACWEST BANCORP	1,156	25,790	28,646
PNM RESOURCES INC	3,072	55,889	63,007
PORTLAND GENERAL ELECTRIC CO	1,345	35,965	36,799
ROBBINS + MYERS INC	300	8,246	17,835
STANCORP FINANCIAL GROUP	830	40,041	30,436
UIL HOLDINGS CORP	922	28,528	33,017
UNIVERSAL FOREST PRODUCTS	5,058	158,368	192,406
VECTREN CORPORATION	1,332	37,154	39,161
WINTRUST FINANCIAL CORP	663	21,861	24,332
WORTHINGTON INDUSTRIES	1,694	34,649	44,027
FIRST AMERICAN FINANCIAL	1,665	38,788	40,110
JUNIPER NETWORKS INC	4,900	101,777	96,383
TITAN MACHINERY INC	1,650	42,337	40,755
ADOBE SYSTEMS INC	3,225	81,387	121,518
PRIMORIS SERVICES CORP	1,839	25,719	27,659
SPIRIT AIRLINES INC	4,400	68,016	77,968
WESTERN ALLIANCE BANCORP	3,929	31,310	41,372
ALLEGiant TRAVEL CO	220	9,457	16,150
ARES CAPITAL CORP	4,150	65,043	72,625
DIGITAL GENERATION INC	3,250	57,636	35,295
ENTROPIC COMMUNICATIONS INC	8,750	64,215	46,288
EPL OIL + GAS INC	1,530	25,423	34,502
GOOGLE INC CL A	249	153,237	176,633
GREEN DOT CORP CLASS A	4,300	54,435	52,460
INTEGRATED DEVICE TECH INC	7,847	56,495	57,283
OMNIVISION TECHNOLOGIES INC	5,350	69,801	75,328
RADIAN GROUP INC	7,275	34,752	44,450
SYNAPTICS INC	1,400	38,885	41,958
SYNNEX CORP	1,650	49,309	56,727
SYNNEX CORP	1,402	43,999	48,201
TRIQUINT SEMICONDUCTOR INC	6,175	31,849	29,887

Bethesda Retirement Plan

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

December 31, 2012

Identity of Issue, Borrower, Lessor or Similar Party	Number of Shares or Face Amount	Cost	Current Value
TRIUMPH GROUP INC	550	\$ 19,327	\$ 35,915
TTM TECHNOLOGIES	3,743	40,771	34,436
VIROPHARMA INC	940	23,872	21,394
COSTCO WHOLESALE CORP	2,100	70,746	207,417
MICROSOFT CORP	2,630	77,488	70,300
ACETO CORP	2,100	19,268	21,084
AES CORP	15,300	137,427	163,710
ALLSTATE CORP	9,610	325,924	386,034
AMERICA S CAR MART INC	1,955	53,873	79,217
AMTRUST FINANCIAL SERVICES	2,086	43,601	59,847
ARRIS GROUP INC	3,007	39,628	44,925
ASBURY AUTOMOTIVE GROUP	1,451	40,800	46,476
ATLAS AIR WORLDWIDE HOLDINGS	1,370	66,710	60,705
ATLAS AIR WORLDWIDE HOLDINGS	589	28,184	26,099
BANK OF AMERICA CORP	31,649	657,035	367,128
BANK OF AMERICA CORP	15,500	226,071	179,800
BANK OF NEW YORK MELLON CORP	7,062	158,912	181,493
BANK OF THE OZARKS	2,550	48,588	85,349
BANNER CORPORATION	1,065	28,085	32,727
BELO CORPORATION A	5,279	39,022	40,490
BRISTOW GROUP INC	410	18,622	22,001
BUCKEYE TECHNOLOGIES INC	1,031	28,392	29,600
CIENA CORP	1,581	24,303	24,822
CITIGROUP INC	6,000	175,943	237,360
CLOUD PEAK ENERGY INC	2,730	57,208	52,771
CNO FINANCIAL GROUP INC	4,020	38,038	37,507
COMPUWARE CORP	3,135	30,447	34,077
CONOCOPHILLIPS	2,700	110,092	156,573
CONSOLIDATED GRAPHICS INC	750	29,060	26,190
DARLING INTERNATIONAL INC	2,450	34,395	39,298
EMCOR GROUP INC	1,607	50,175	55,618
ENCORE CAPITAL GROUP INC	1,250	29,212	38,275

Bethesda Retirement Plan

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

December 31, 2012

Identity of Issue, Borrower, Lessor or Similar Party	Number of Shares or Face Amount	Cost	Current Value
ENDO HEALTH SOLUTIONS INC	1,020	\$ 19,908	\$ 26,795
ENERGIZER HOLDINGS INC	750	50,160	59,985
ENERSYS	1,350	31,097	50,801
ENTEGRIS INC	3,360	30,418	30,845
EZCORP INC CL A	4,000	66,825	79,440
FAIRCHILD SEMICONDUCTOR INTE	3,971	49,830	57,182
FIFTH STREET FINANCE CORP	6,400	73,918	66,688
FORUM ENERGY TECHNOLOGIES IN	1,470	33,665	36,383
GENESEE + WYOMING INC CL A	683	37,835	51,963
GLACIER BANCORP INC	2,404	32,764	35,363
GOLDMAN SACHS GROUP INC	1,952	280,353	248,997
GRAFTECH INTERNATIONAL LTD	5,300	48,673	49,767
GUESS? INC	1,550	40,213	38,037
GULFPORT ENERGY CORP	1,694	52,444	64,745
HAIN CELESTIAL GROUP INC	702	28,407	38,062
HARMAN INTERNATIONAL	550	22,343	24,552
HEALTH MGMT ASSOCIATES INC A	4,311	34,630	40,179
HEALTHSOUTH CORP W/D	2,477	52,206	52,289
HEWLETT PACKARD CO	3,795	142,795	54,079
HEXCEL CORP	1,622	34,429	43,729
IMPAX LABORATORIES INC	1,463	32,248	29,977
INTERDIGITAL INC	1,600	45,089	65,760
INTERSIL CORP A	4,440	42,312	36,808
INTL SPEEDWAY CORP CL A	3,512	101,831	97,001
INVESTMENT TECHNOLOGY GROUP	3,097	30,931	27,873
ISLE OF CAPRI CASINOS	2,527	20,471	14,151
KAISER ALUMINUM CORP	690	38,514	42,566
LIVE NATION ENTERTAINMENT IN	3,830	34,979	35,657
MAGELLAN HEALTH SERVICES INC	1,020	48,338	49,980
MB FINANCIAL INC	1,474	27,343	29,112
MERITAGE HOMES CORP	1,499	43,402	55,988
METLIFE INC	3,600	146,374	118,584

Bethesda Retirement Plan

EIN #31-0537122 Plan #001

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

December 31, 2012

Identity of Issue, Borrower, Lessor or Similar Party	Number of Shares or Face Amount	Cost	Current Value
MORGAN STANLEY	4,700	\$ 206,352	\$ 89,864
NATIONAL OILWELL VARCO INC	1,576	117,281	107,720
NEWPARK RESOURCES INC	9,350	70,923	73,398
NORANDA ALUMINUM HOLDING COR	3,784	36,781	23,120
NORTHWESTERN CORP	1,015	36,369	35,251
OIL STATES INTERNATIONAL INC	400	18,298	28,616
OSHKOSH CORP	5,705	139,749	169,153
PDC ENERGY INC	1,576	45,860	52,339
PHOTRONICS INC	5,415	28,511	32,273
PLEXUS CORP	1,180	30,574	30,444
POLYONE CORPORATION	2,157	35,497	44,046
PROASSURANCE CORP	1,090	44,172	45,987
PROGRESS SOFTWARE CORP	1,839	37,246	38,601
PRUDENTIAL FINANCIAL INC	3,500	130,076	186,655
PTC INC	1,592	30,831	35,836
RENT A CENTER INC	750	15,649	25,770
RTI INTERNATIONAL METALS INC	1,131	29,373	31,170
RUBY TUESDAY INC	3,239	34,136	25,459
SHOE CARNIVAL INC	1,306	26,313	26,760
SOTHEBY S	1,561	47,783	52,481
SPEEDWAY MOTORSPORTS INC	6,653	104,523	118,690
STAGE STORES INC	1,846	36,300	45,744
STATE BANK FINANCIAL CORP	4,200	67,943	66,696
SUSSER HOLDINGS CORP	702	24,689	24,212
TIME WARNER CABLE	2,094	142,617	203,516
TREEHOUSE FOODS INC	557	23,775	29,036
UNITEDHEALTH GROUP INC	2,387	107,931	129,471
US BANCORP	5,400	146,629	172,476
US SILICA HOLDINGS INC	1,770	24,024	29,612
VALERO ENERGY CORP	4,900	71,790	167,188
WADDELL + REED FINANCIAL A	1,373	41,497	47,808
WARNACO GROUP INC/THE	600	36,729	42,942

Bethesda Retirement Plan

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

December 31, 2012

Identity of Issue, Borrower, Lessor or Similar Party	Number of Shares or Face Amount	Cost	Current Value
WELLCARE HEALTH PLANS INC	639	\$ 29,990	\$ 31,113
WELLPOINT INC	2,773	192,595	168,931
WERNER ENTERPRISES INC	1,424	34,012	30,858
WORLD FUEL SERVICES CORP	2,365	85,740	97,367
CATO CORP CLASS A	450	12,166	12,344
GAP INC/THE	7,400	153,129	229,696
ANADARKO PETROLEUM CORP	1,100	78,476	81,741
BENCHMARK ELECTRONICS INC	3,231	52,674	53,699
BRISTOL MYERS SQUIBB CO	6,100	140,692	198,799
CASH AMERICA INTL INC	1,220	45,118	48,397
CEC ENTERTAINMENT INC	1,112	36,769	36,907
CHILDREN S PLACE	660	29,584	29,231
DEVON ENERGY CORPORATION	2,002	131,055	104,184
EBIX INC	1,900	33,261	30,533
FREEPORT MCMORAN COPPER	4,500	178,561	153,900
ICU MEDICAL INC	471	21,798	28,698
KEY ENERGY SERVICES INC	4,200	29,734	29,190
KIRBY CORP	360	14,241	22,280
MINERALS TECHNOLOGIES INC	724	27,230	28,902
NAVIGATORS GROUP INC	518	25,540	26,454
OLD DOMINION FREIGHT LINE	1,697	40,242	58,173
PIONEER ENERGY SERVICES CORP	3,906	39,081	28,358
TYSON FOODS INC CL A	11,000	145,776	213,400
UNUM GROUP	11,000	221,889	229,020
VISHAY INTERTECHNOLOGY INC	4,842	49,745	51,470
HUMANA INC	3,000	135,512	205,890
ACTUANT CORP A	1,723	38,267	48,089
ESTERLINE TECHNOLOGIES CORP	1,805	102,884	114,816
KINDRED HEALTHCARE INC	1,674	25,895	18,113
DU PONT (E.I.) DE NEMOURS	3,200	125,005	143,904
DYCOM INDUSTRIES INC	3,100	46,698	61,380
DYCOM INDUSTRIES INC	2,317	31,690	45,877

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Identity of Issue, Borrower, Lessor or Similar Party	Number of Shares or Face Amount	Cost	Current Value
LOWE S COS INC	2,858	\$ 74,403	\$ 101,516
LOWE S COS INC	4,600	110,533	163,392
WMS INDUSTRIES INC	2,820	57,022	49,350
FIRST HORIZON NATIONAL CORP	6,975	61,153	69,122
MODINE MANUFACTURING CO	2,291	17,922	18,626
CHEVRON CORP	1,800	81,323	194,652
ARROW ELECTRONICS INC	2,913	89,069	110,927
ATWOOD OCEANICS INC	680	17,833	31,137
BANCORP INC/THE	2,795	30,782	30,661
BAXTER INTERNATIONAL INC	2,400	79,256	159,984
CARDINAL FINANCIAL CORP	1,890	20,286	30,750
CHEMED CORP	600	34,725	41,154
COOPER TIRE + RUBBER	1,552	30,918	39,359
CRANE CO	1,150	44,958	53,222
CSX CORP	8,100	57,367	159,813
CURTISS WRIGHT CORP	800	24,196	26,264
DELUXE CORP	1,250	31,960	40,300
FIRST COMMONWEALTH FINL CORP	5,235	35,999	35,703
GENESCO INC	618	26,149	33,990
H.B. FULLER CO.	1,133	37,303	39,451
IBERIABANK CORP	1,390	78,724	68,277
JPMORGAN CHASE + CO	4,000	116,149	175,880
LA Z BOY INC	1,675	24,408	23,701
MARATHON OIL CORP	3,800	98,454	116,508
MOOG INC CLASS A	900	33,950	36,927
OLIN CORP	1,400	27,215	30,226
QUAKER CHEMICAL CORP	772	27,044	41,580
RLI CORP	745	43,458	48,172
RYLAND GROUP INC/THE	1,929	49,430	70,409
STERLING FINL CORP/SPOKANE	2,165	42,260	45,205
SYNOVUS FINANCIAL CORP	15,939	35,458	39,051
SYSCO CORP	5,254	152,312	166,342

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Identity of Issue, Borrower, Lessor or Similar Party	Number of Shares or Face Amount	Cost	Current Value
WILLIAMS COS INC	5,800	\$ 121,042	\$ 189,892
KENNAMETAL INC	1,298	43,486	51,920
STANDEX INTERNATIONAL CORP	482	15,752	24,722
WELLS FARGO + CO	7,500	227,304	256,350
OWENS + MINOR INC	5,402	157,159	154,011
SUSQUEHANNA BANCSHARES INC	5,422	52,061	56,823
BANCORPSOUTH INC	4,096	58,038	59,556
FULTON FINANCIAL CORP	3,651	35,302	35,086
HALLIBURTON CO	2,295	79,876	79,614
UNION PACIFIC CORP	1,400	49,387	176,008
HANCOCK HOLDING CO	1,260	44,517	39,992
CARPENTER TECHNOLOGY	684	28,715	35,315
LEXINGTON REALTY TRUST	4,719	40,451	49,314
MEDICAL PROPERTIES TRUST INC	3,265	34,460	39,049
CHESAPEAKE LODGING TRUST	3,000	52,930	62,640
COLONIAL PROPERTIES TRUST	1,350	20,979	28,850
COLONY FINANCIAL INC	2,600	38,935	50,700
CUBESMART	3,835	37,590	55,876
DIAMONDROCK HOSPITALITY CO	5,814	50,946	52,326
EDUCATION REALTY TRUST INC	4,373	32,066	46,529
INLAND REAL ESTATE CORP	4,320	34,683	36,202
KITE REALTY GROUP TRUST	2,760	15,024	15,428
LASALLE HOTEL PROPERTIES	1,250	30,838	31,738
LTC PROPERTIES INC	838	25,844	29,489
NORTHSTAR REALTY FINANCE COR	7,776	43,173	54,743
RAIT FINANCIAL TRUST	6,035	33,463	34,098
RYMAN HOSPITALITY PROPERTIES	1,243	40,926	47,790
STARWOOD PROPERTY TRUST INC	2,300	47,861	52,808
SUNSTONE HOTEL INVESTORS INC	4,369	33,699	46,792
ASSOCIATED ESTATES REALTY CP	1,736	22,419	27,984
Total Domestic Equity Securities		14,964,859	16,932,827

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Identity of Issue, Borrower, Lessor or Similar Party	Number of Shares or Face Amount	Cost	Current Value
Foreign Equity Securities			
CSL LTD UNSPON ADR	1,645	\$ 28,491	\$ 46,636
COMMONWEALTH BK AUS SP ADR	585	33,920	38,516
ANHEUSER BUSCH INBEV SPN ADR	1,145	83,186	100,084
ENDURANCE SPECIALTY HOLDINGS	2,060	89,631	81,761
ASPEN INSURANCE HOLDINGS LTD	2,790	80,084	89,503
XYRATEX LTD	5,500	66,846	46,255
PARTNERRE LTD	420	30,024	33,806
BUNGE LTD	1,065	54,096	77,415
NABORS INDUSTRIES LTD	1,900	62,441	27,455
ULTRAPAR PARTICPAC SPON ADR	710	12,930	15,819
PETROLEO BRASILEIRO S.A. ADR	990	19,268	19,275
COMPANHIA DE BEBIDAS PRF ADR	2,420	80,706	101,616
VALE SA SP ADR	855	25,621	17,921
CIELO SA SPONSORED ADR	1,572	46,330	45,352
VALE SA SP ADR	8,135	121,657	170,510
NORTEL NETWORKS CORP	1,784	2	9
AURICO GOLD INC	6,850	51,274	56,033
METHANEX CORP	730	18,099	23,265
PRECISION DRILLING CORP	8,700	71,074	72,036
KODIAK OIL + GAS CORP	5,254	36,367	46,498
TORONTO DOMINION BANK	500	40,939	42,165
TECK RESOURCES LTD CLS B	1,500	58,752	54,525
FINNING INTERNATIONAL INC	325	8,758	7,982
MANULIFE FINANCIAL CORP	925	31,478	12,571
AGRIUM INC W/D	2,990	100,894	298,731
CANADIAN NATURAL RESOURCES	1,660	44,233	47,924
CANADIAN NATL RAILWAY CO	2,055	113,807	187,026
POTASH CORP OF SASKATCHEWAN	5,675	102,900	230,916
TALISMAN ENERGY INC	2,125	36,243	24,076
CANADIAN PACIFIC RAILWAY LTD	2,285	137,463	232,202
BROOKFIELD ASSET MANAGE CL A	1,215	39,039	44,530

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Identity of Issue, Borrower, Lessor or Similar Party	Number of Shares or Face Amount	Cost	Current Value
SUNCOR ENERGY INC	3,650	\$ 142,370	\$ 120,377
ENSIGN ENERGY SERVICES INC	1,700	28,946	26,265
SANDS CHINA LTD UNSPONS ADR	1,100	42,855	49,280
BAIDU INC SPON ADR	855	119,599	85,748
TENCENT HOLDINGS LTD UNS ADR	1,920	57,300	62,688
CHINA MOBILE LTD SPON ADR	960	54,727	56,371
IND + COMM BK OF UNSPON ADR	3,150	35,170	45,612
PING AN INSURANCE ADR	2,325	30,822	39,967
SCHLUMBERGER LTD	2,710	175,580	187,776
NOVO NORDISK A/S SPONS ADR	565	75,429	92,214
FRANCE TELECOM SA SPONS ADR	10,770	160,402	119,009
DASSAULT SYSTEMES SA ADR	385	32,894	43,540
L OREAL UNSPONSORED ADR	4,365	109,990	122,133
TECHNIP SA ADR	570	15,610	16,798
SANOFI ADR	945	37,943	44,774
LVMH MOET HENNESSY UNSP ADR	3,200	115,821	120,608
DANONE SPONS ADR	9,700	122,856	129,883
AXA SPONS ADR	825	32,779	15,032
BAYER AG SPONSORED ADR	1,025	80,352	98,318
SAP AG SPONSORED ADR	1,545	95,464	124,187
BASF SE SPON ADR	310	30,096	29,450
SIEMENS AG SPONS ADR	870	91,243	95,239
BMW UNSPONSORED ADR	1,540	43,894	50,204
ADIDAS AG SPONSORED ADR	1,545	59,856	69,216
BASF SE SPON ADR	1,325	62,477	125,875
CNOOC LTD ADR	190	37,863	41,800
LENOVO GROUP LTD ADR	2,360	29,309	43,188
INFOSYS LTD SP ADR	430	20,789	18,189
ROYAL CARIBBEAN CRUISES LTD	2,929	79,359	99,586
CARNIVAL CORP	3,789	120,528	139,322
BHP BILLITON LTD SPON ADR	875	58,836	68,635
ECOPETROL SA SPONSORED ADR	965	55,919	57,582

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BHP BILLITON LTD SPON ADR	3,580	\$ 145,598	\$ 280,815
TENARIS SA ADR	2,500	115,301	104,800
INGERSOLL RAND PLC	2,265	86,455	108,629
EATON CORP PLC	1,898	98,231	102,872
SAIPEM SPA UNSPON ADR	2,320	52,280	45,240
LUXOTTICA GROUP SPA SPON ADR	1,450	47,251	59,958
KDDI CORP UNSPONSORED ADR	9,004	151,588	158,650
NTT DOCOMO INC SPON ADR	2,200	36,530	31,702
NISSAN MOTOR CO LTD SPON ADR	1,950	39,228	37,226
MITSUBISHI UFJ FINL GRP ADR	7,450	35,609	40,379
FANUC CORP UNSP ADR	3,150	92,952	97,871
UNICHARM CORP SPN ADR	1,900	21,896	19,817
SHIRE PLC ADR	520	49,502	47,934
WPP PLC SPONSORED ADR	1,060	63,029	77,274
SAMSUNG ELECTR GDR 144A	170	94,809	119,850
HYUNDAI MOTOR GDR 144A	510	58,372	53,474
FOMENTO ECONOMICO MEX SP ADR	765	55,572	77,036
WALMART DE MEXICO SPON ADR V	2,750	79,564	90,145
AMERICA MOVIL ADR SERIES L	3,300	85,586	76,362
ROYAL DUTCH SHELL PLC ADR	685	47,358	47,231
ASML HOLDING NV NY REG SHS	1,613	68,653	103,893
CORE LABORATORIES N.V.	205	9,041	22,409
UNILEVER N V NY SHARES	3,650	126,483	139,795
YARA INTERNATIONAL ADR	325	7,256	16,166
ORIENTAL FINANCIAL GROUP	2,155	26,883	28,769
MAGNIT OJSC SPON GDR REGS	1,225	37,366	49,123
NASPERS LTD N SHS SPON ADR	1,040	58,687	67,600
ERICSSON (LM) TEL SP ADR	5,110	72,818	51,611
ROCHE HOLDINGS LTD SPONS ADR	860	35,700	43,430
NESTLE SA SPONS ADR FOR REG	1,975	123,237	128,711
NOVARTIS AG ADR	1,000	60,131	63,300
SYNGENTA AG ADR	695	46,905	56,156

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Identity of Issue, Borrower, Lessor or Similar Party	Number of Shares or Face Amount	Cost	Current Value
CIE FINANCIERE RICH UNSP ADR	13,660	\$ 90,252	\$ 106,411
NOVARTIS AG ADR	1,125	65,322	71,213
SYNGENTA AG ADR	1,400	52,202	113,120
UBS AG REG	1,145	65,750	18,022
TRANSOCEAN LTD	2,778	284,573	124,038
FOSTER WHEELER AG	2,210	51,220	53,747
WEATHERFORD INTL LTD	10,975	239,841	122,810
NOBLE CORP	4,545	169,012	158,257
NESTLE SA SPONS ADR FOR REG	3,320	118,534	216,364
HON HAI PRECISION GDR REG S	5,830	36,298	35,038
TAIWAN SEMICONDUCTOR SP ADR	7,200	92,769	123,552
TESCO PLC SPONSORED ADR	4,629	69,267	76,749
BG GROUP PLC SPON ADR	1,890	44,297	31,582
ARM HOLDINGS PLC SPONS ADR	3,315	95,876	125,406
RIO TINTO PLC SPON ADR	870	61,414	50,538
DIAGEO PLC SPONSORED ADR	1,035	111,104	120,660
GLAXOSMITHKLINE PLC SPON ADR	730	32,139	31,733
HSBC HOLDINGS PLC SPONS ADR	1,530	67,839	81,197
VODAFONE GROUP PLC SP ADR	2,850	82,405	71,792
RECKITT BENCKISER SPON ADR	7,050	81,480	90,381
RIO TINTO PLC SPON ADR	4,295	230,892	249,497
DIAGEO PLC SPONSORED ADR	1,175	93,152	136,982
Total Foreign Equity Securities		8,349,140	9,388,596
Mutual Funds - Fixed Income			
PIMCO UNCONSTRAINED BOND FUND	832,755	9,304,073	9,560,033
Total Mutual Funds - Fixed Income		9,304,073	9,560,033

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Identity of Issue, Borrower, Lessor or Similar Party	Number of Shares or Face Amount	Cost	Current Value
Mutual Funds Equity			
DODGE + COX INTERNATIONAL STOC	245,336	\$ 10,200,876	\$ 8,498,445
ABERDEEN EMERGING MARKETS FUND	707,764	8,853,738	11,225,144
KEYSTONE LARGE CAP GROWTH FUND	324,769	8,845,426	9,255,919
Total Mutual Funds - Equity		27,900,040	28,979,508
Limited Liability Companies			
FRANKLIN TEMPLETON GLOBAL	8,673	8,673,283	11,587,992
WESTERN ASSET ABS RETURN	473,776	5,286,532	8,016,286
Total Limited Liability Companies		13,959,815	19,604,278
Real Estate Investment Funds			
AEW PARTNERS VI	2,393,492	2,393,492	2,492,343
BLUE VISTA EQUITY	2,809,178	2,809,178	3,092,548
WCP REAL ESTATE FUND II	3,394,693	3,394,693	3,513,314
INLAND AMERICAN REAL ESTATE TR	438,115	4,367,989	3,089,008
Total Real Estate Investment Funds		12,965,352	12,187,213
Hedge Funds			
ARTHA EMERGING MARKETS FUND LP	2,500	2,500,000	2,265,790
ARTHA EMERGING MKTS	2,074	2,488,094	3,997,805
KARSCH CAPITAL II, LTD	26,498	5,814,657	5,971,649
KLEINHEINZ GLOBAL	50	500,000	413,474
KLEINHEINZ GLOBAL	65	650,000	525,241
KLEINHEINZ GLOBAL UNDERVALUED	400	4,000,000	2,923,588
M KINGDOM OFFSHORE	4,574	600,000	553,288
M KINGDOM OFFSHORE	7,396	427,477	893,208
M. KINGDOM OFFSHORE	3,029	400,000	366,405
M. KINGDOM OFFSHORE	31,321	4,322,523	3,788,729
MOON CAP GLBAL EQ OFSH	595	595,233	780,583
MOON CAP GLBL EQ OFSH	15	15,253	20,994
MOON CAP GLBL EQ OFSH	130	129,949	178,856

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MOON CAP GLOBAL EQ	74	\$ 85,088	\$ 91,625
NEON LIBERTY EMERGING	500	500,000	507,370
NEON LIBERTY EMERGING	932	2,500,000	2,567,959
PASSPORT OFFSHORE	500	500,000	462,508
PASSPORT OFFSHORE LTD	4,000	4,000,000	3,611,292
PASSPORT OFFSHORE LTD	650	650,000	604,522
BERENS GLOBAL VAL	10,000	1,000,000	944,190
BERENS GLOBAL VAL	10,000	1,000,000	947,454
BERENS GLOBAL VAL	64,733	6,794,472	7,560,366
BERENS GLOBAL VAL	9,000	900,000	844,746
MARATHON EUROPEAN CREDIT OPPOR	3,805,330	1,350,000	1,457,616
SEMINOLE OFFSHORE FD	5,315	3,000,000	3,148,192
DRAKE CAPITAL OFFSHORE PRTNRS	11,227,061	11,227,061	11,730,493
GLEACHER DIVERSIFIED STRAT FND	87	105,058	118,103
Total Hedge Funds		56,054,865	57,276,046
Private Equity Funds			
SIGULER GUFF BRIC OPPORT	1,486,688	1,486,688	1,566,336
SIGULER GUFF DIST	909,753	909,753	933,782
SIGULER GUFF DOF	3,050,366	3,050,366	3,216,022
PORTFOLIO AD PVT	1,386,287	1,386,287	1,480,664
PORTFOLIO AD PVT	712,646	712,646	740,620
PORTFOLIO AD PVT	723,323	723,323	773,279
SPECIAL SITUATION PARTNERS	1,621,401	1,621,401	1,679,300
FORT WASHINGTON PVT EQUITY IV	2,113,833	2,113,833	2,257,451
GOLDMAN SACHS PRV	2,870,806	2,870,806	2,985,589
PRIVATE EQUITY INVESTMENT	1,023,192	1,023,192	1,100,131
AXIOM ASIA PRIVATE CAP FND III	90,664	90,664	90,664
KAYNE ANDERSON ENERGY	2,422,632	2,422,632	2,504,173
OAKTREE MEZZANINE FUND	456,864	456,864	478,793
OAKTREE MEZZANINE FUND	492,638	492,638	502,253
Total Private Equity Funds		19,361,093	20,309,057

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Identity of Issue, Borrower, Lessor or Similar Party	Number of Shares or Face Amount	Cost	Current Value
Limited Partnerships			
LOOMIS SAYLES MULTISECTOR FULL	406,664	\$ 5,644,501	\$ 6,498,496
RHUMBLINE ADVISERSCOMMON	123,789	4,299,402	5,659,851
OHA EUROPEAN STRATEGIC CREDIT	755,100	755,100	769,914
OHA STRUCTURED PRODUCTS	2,771,780	2,771,780	3,358,441
REGIMENT CAP SPECIAL SITUATION	2,034,180	2,034,180	2,047,186
SCHROEDER CAPITAL MGMT	587	4,458,339	4,256,527
Total Limited Partnerships		19,963,302	22,590,415
Commingled Fund			
WELLINGTON DIVER INFLAT HEDGES	274,808	4,542,165	4,210,056
Total Commingled Fund		4,542,165	4,210,056
Total Investments		<u>\$ 195,708,511</u>	<u>\$ 209,381,836</u>

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Schedule H, Line 4j – Schedule of Reportable Transactions

Year Ended December 31, 2012

Identity of Party Involved	Description of Asset	Purchase Price	Selling Price	Cost of Asset	Current Value of Asset on Transaction Date	Gain (Loss)
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Category (i) – Single transaction exceeds 5% of value

***** NO TRANSACTIONS QUALIFIED FOR THIS SECTION *****

Category (ii) – A series of transactions with the same broker in excess of 5% of plan assets

***** NO TRANSACTIONS QUALIFIED FOR THIS SECTION *****

Bethesda Retirement Plan

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

Identity of Party Involved	Description of Asset	Purchase Price	Selling Price	Cost of Asset	Current Value of Asset on Transaction Date	Gain (Loss)
Category (iii) – A series of transactions in same security in excess of 5% of plan assets						
Fifth Third Instl Mmkt	Money Market Fund	\$ 13,212,548		\$ 13,212,548	\$ 13,212,548	
			\$ 17,823,656	17,823,656	17,823,656	
First Amer Prime Oblig Fd Cl Z	Mutual Funds – Equity	14,664,783		14,664,783	14,664,783	
			16,290,275	16,290,275	16,290,275	
State Street Bank + Trust Company	Money Market Fund	33,009,218		33,009,218	33,009,218	
			24,801,523	24,801,523	24,801,523	

Category (iv) – A single transaction with one broker exceeds 5% of plan assets

*** NO TRANSACTIONS QUALIFIED FOR THIS SECTION ***