

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089
		2012
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <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>TELALASKA, INC. RETIREMENT SAVINGS PLAN</u>	1b Three-digit plan number (PN) ► <u>002</u> 1c Effective date of plan <u>07/01/1985</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>TELALASKA, INC.</u> <u>201 E 56TH AVE STE 100</u> <u>ANCHORAGE, AK 99518-1283</u>	2b Employer Identification Number (EIN) <u>92-0139701</u> 2c Sponsor's telephone number <u>907-563-2003</u> 2d Business code (see instructions) <u>517000</u>

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

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

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/14/2013</u>	<u>WENDI RACCA</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		5 101
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	67
b Retired or separated participants receiving benefits.....	6b	3
c Other retired or separated participants entitled to future benefits.....	6c	29
d Subtotal. Add lines 6a , 6b , and 6c	6d	99
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	99
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	98
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	4
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2H 2J 3D 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ <u>1</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE A (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <hr/> <small>Department of Labor Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 <hr/> 2012 <hr/> 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 TELALASKA, INC. RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 TELALASKA, INC.	D Employer Identification Number (EIN) 92-0139701	

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

(a) Name of insurance carrier

JOHN HANCOCK

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
01-0233346	65838	10094	82	01/01/2012	12/31/2012

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
22797	4262

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

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

MORGAN STANLEY DEAN WITTER
 3501 C STREET
 ANCHORAGE, AK 99503

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
22797			3

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

ALASKA PENSION SERVICES, LTD.
 400 D STREET, SUITE 300
 ANCHORAGE, AK 99501-2342

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	4149	ADMINISTRATIVE SERVICE FEE	5

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

MORGAN STANLEY & CO. INC.

2000 WESTCHESTER DRIVE
PURCHASE, NY 10577

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	113	OTHER ALLOWANCE	7

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end	4	14119
5 Current value of plan's interest under this contract in separate accounts at year end	5	7389722

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

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

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

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

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

b Balance at the end of the previous year	7b	14161
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c Additions: (1) Contributions deposited during the year	7c(1)	2523	
(2) Dividends and credits	7c(2)		
(3) Interest credited during the year	7c(3)	58	
(4) Transferred from separate account	7c(4)		
(5) Other (specify below)	7c(5)	6	

▶ **LOAN REPAYMENTS**

(6) Total additions	7c(6)	2587
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d Total of balance and additions (add lines 7b and 7c(6))	7d	16748
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e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	15	
(2) Administration charge made by carrier	7e(2)	16	
(3) Transferred to separate account	7e(3)	4	
(4) Other (specify below)	7e(4)		

(5) Total deductions	7e(5)	35
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f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	16713
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Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

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

10 Nonexperience-rated contracts:

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE C (Form 5500) 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>TELALASKA, INC. RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>TELALASKA, INC.</u>	D Employer Identification Number (EIN) <u>92-0139701</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
MORGAN STANLEY SMITH BARNEY LLC

26-4310632

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

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

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

MORGAN STANLEY SMITH BARNEY LLC

26-4310632

(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?
19 50 72 33 71 49 99 61 27	NONE	129199	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

JOHN HANCOCK LIFE INSURANCE CO.

01-0233346

(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?
15 28 59 60 62 63 67 68	NONE	502	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 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>TELALASKA, INC. RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ►	<u>002</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>TELALASKA, INC.</u>	D Employer Identification Number (EIN) <u>92-0139701</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>RETIREMENT LIVING THROUGH 2045</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>			
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>23157</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>RETIREMENT LIVING THROUGH 2030</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>			
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>111850</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>RETIREMENT LIVING THROUGH 2010</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>			
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>171239</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>RETIREMENT CHOICES AT 2050</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>			
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1017</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>RETIREMENT CHOICES AT 2030</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>			
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>221</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>RETIREMENT CHOICES AT 2020</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>			
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>200741</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>LIFESTYLE AGGRESSIVE</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>			
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>862416</u>	

a Name of MTIA, CCT, PSA, or 103-12 IE: **LIFESTYLE GROWTH****b** Name of sponsor of entity listed in (a): **JOHN HANCOCK USA**

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2338312
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a Name of MTIA, CCT, PSA, or 103-12 IE: **LIFESTYLE BALANCED****b** Name of sponsor of entity listed in (a): **JOHN HANCOCK USA**

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1099238
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a Name of MTIA, CCT, PSA, or 103-12 IE: **LIFESTYLE MODERATE****b** Name of sponsor of entity listed in (a): **JOHN HANCOCK USA**

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 78912
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a Name of MTIA, CCT, PSA, or 103-12 IE: **LIFESTYLE CONSERVATIVE****b** Name of sponsor of entity listed in (a): **JOHN HANCOCK USA**

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 41252
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a Name of MTIA, CCT, PSA, or 103-12 IE: **FIDELITY ADVISOR GOLD FUND****b** Name of sponsor of entity listed in (a): **JOHN HANCOCK USA**

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 12470
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a Name of MTIA, CCT, PSA, or 103-12 IE: **REAL EST. SECURITIES FUND****b** Name of sponsor of entity listed in (a): **JOHN HANCOCK USA**

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 255206
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a Name of MTIA, CCT, PSA, or 103-12 IE: **DFA EMERGING MARKETS VALUE****b** Name of sponsor of entity listed in (a): **JOHN HANCOCK USA**

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 49460
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a Name of MTIA, CCT, PSA, or 103-12 IE: **ROYCE OPPORTUNITY****b** Name of sponsor of entity listed in (a): **JOHN HANCOCK USA**

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 34175
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a Name of MTIA, CCT, PSA, or 103-12 IE: **INTL SMALL CAP FUND****b** Name of sponsor of entity listed in (a): **JOHN HANCOCK USA**

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 38385
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a Name of MTIA, CCT, PSA, or 103-12 IE: **OPPENHEIMER DEVELOPING MKT****b** Name of sponsor of entity listed in (a): **JOHN HANCOCK USA**

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 483016
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a Name of MTIA, CCT, PSA, or 103-12 IE: ENERGY		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 107488

a Name of MTIA, CCT, PSA, or 103-12 IE: INTERNATIONAL VALUE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3337

a Name of MTIA, CCT, PSA, or 103-12 IE: DFA US TARGETED VALUE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7676

a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP STOCK FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 74554

a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE SCI & TECH		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 349121

a Name of MTIA, CCT, PSA, or 103-12 IE: DFA U.S. SMALL CAP FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 24148

a Name of MTIA, CCT, PSA, or 103-12 IE: INTL EQUITY INDEX FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1132

a Name of MTIA, CCT, PSA, or 103-12 IE: SCIENCE & TECHNOLOGY FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1375

a Name of MTIA, CCT, PSA, or 103-12 IE: FINANCIAL SERVICES FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 40148

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP INDEX FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1397

a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN CENTURY HERITAGE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 39293

a Name of MTIA, CCT, PSA, or 103-12 IE: EUROPACIFIC GROWTH FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 14649

a Name of MTIA, CCT, PSA, or 103-12 IE: FRANKLIN SMALL-MID GROWTH		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 60438

a Name of MTIA, CCT, PSA, or 103-12 IE: LEGG MASON CLEARBR AGG GROWTH		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 89427

a Name of MTIA, CCT, PSA, or 103-12 IE: THORNBURG INTERNATIONAL VALUE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3669

a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE HEALTH SCI		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 131377

a Name of MTIA, CCT, PSA, or 103-12 IE: ASTON/FAIRPOINTE MID CAP FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3775

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL COMPANY VALUE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 125800

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP VALUE INDEX		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5052

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP VALUE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 52024

a Name of MTIA, CCT, PSA, or 103-12 IE: BLUE CHIP GROWTH FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 127504
a Name of MTIA, CCT, PSA, or 103-12 IE: VALUE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 40935
a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE SML CAP VAL		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 55203
a Name of MTIA, CCT, PSA, or 103-12 IE: OPPENHEIMER GLOBAL		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 11357
a Name of MTIA, CCT, PSA, or 103-12 IE: LORD ABBETT VALUE OPPS FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3645
a Name of MTIA, CCT, PSA, or 103-12 IE: FUNDAMENTAL ALL CAP CORE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 38571
a Name of MTIA, CCT, PSA, or 103-12 IE: CAPITAL APPRECIATION FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 31783
a Name of MTIA, CCT, PSA, or 103-12 IE: DOMINI SOCIAL EQUITY		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 12231
a Name of MTIA, CCT, PSA, or 103-12 IE: JPM MIDCAP VALUE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 102992
a Name of MTIA, CCT, PSA, or 103-12 IE: UTILITIES FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 118194

a Name of MTIA, CCT, PSA, or 103-12 IE: MFS UTILITIES		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 74656
a Name of MTIA, CCT, PSA, or 103-12 IE: JOHN HANCOCK DISCIPLINED VALUE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 103464
a Name of MTIA, CCT, PSA, or 103-12 IE: THE GROWTH FUND OF AMERICA		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 24951
a Name of MTIA, CCT, PSA, or 103-12 IE: DAVIS NEW YORK VENTURE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 78044
a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE EQUITY INC		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 17513
a Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK BASIC VALUE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3693
a Name of MTIA, CCT, PSA, or 103-12 IE: 500 INDEX FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 36108
a Name of MTIA, CCT, PSA, or 103-12 IE: MUTUAL BEACON		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 193388
a Name of MTIA, CCT, PSA, or 103-12 IE: WASHINGTON MUTUAL INVESTORS		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4124
a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE CAP APPRECIATION		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1863

a Name of MTIA, CCT, PSA, or 103-12 IE: PAX WORLD BALANCED FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8246

a Name of MTIA, CCT, PSA, or 103-12 IE: INCOME FUND OF AMERICA		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 47937

a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN BALANCED FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 9055

a Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK GLOBAL ALLOCATION		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4448

a Name of MTIA, CCT, PSA, or 103-12 IE: MUTUAL GLOBAL DISCOVERY		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 10954

a Name of MTIA, CCT, PSA, or 103-12 IE: HIGH YIELD FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 13370

a Name of MTIA, CCT, PSA, or 103-12 IE: PIMCO GLOBAL BOND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7978

a Name of MTIA, CCT, PSA, or 103-12 IE: DFA INFLATION-PROTECTED SEC		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 32876

a Name of MTIA, CCT, PSA, or 103-12 IE: PIMCO REAL RETURN		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 352861

a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE SPECTRUM INC		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7684

a Name of MTIA, CCT, PSA, or 103-12 IE: STRATEGIC INCOME OPP FUND**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 81
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a Name of MTIA, CCT, PSA, or 103-12 IE: PIMCO TOTAL RETURN**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 135496
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a Name of MTIA, CCT, PSA, or 103-12 IE: SHORT-TERM FEDERAL**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 15014
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

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

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

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

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

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

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

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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Part II Information on Participating Plans (to be completed by DFEs)

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

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

SCHEDULE 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>TELALASKA, INC. RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ►	<u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>TELALASKA, INC.</u>	D Employer Identification Number (EIN) <u>92-0139701</u>	

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	588	0
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	80225	64056
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	896886	863664
(2) U.S. Government securities	1c(2)	3169989	2482733
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	3228470	2555386
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	113150	67214
(B) Common	1c(4)(B)	6703293	8368914
(5) Partnership/joint venture interests	1c(5)	2978851	3007006
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	230522	221924
(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)	7687305	9101234
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	14161	16713
(15) Other	1c(15)	0	0

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	25103440	26748844

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	25103440	26748844
---	-----------	----------	----------

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)	91290	
(B) Participants	2a(1)(B)	460517	
(C) Others (including rollovers)	2a(1)(C)	136671	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		688478
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	463	
(B) U.S. Government securities	2b(1)(B)	80208	
(C) Corporate debt instruments	2b(1)(C)	142707	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	8637	
(F) Other	2b(1)(F)	58	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		232073
(2) Dividends: (A) Preferred stock	2b(2)(A)	4891	
(B) Common stock	2b(2)(B)	195480	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		200371
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	14712309	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	15790063	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		-1077754
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	2225618	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		2225618

		(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)		1068225
(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)		-9518
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		3327493

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1544132	
(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)		1544132
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	124902	
(4) Other	2i(4)	13055	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		137957
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1682089

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		1645404
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: ERICKSON & BROOKS

(2) EIN: 47-0358808

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

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

Part IV Compliance Questions

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

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	
4b		X	

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

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

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

5b(1) Name of plan(s)

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

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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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>TELALASKA, INC. RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>TELALASKA, INC.</u>	D Employer Identification Number (EIN) <u>92-0139701</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>01-0233346</u> <u>92-0139701</u>		

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

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

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

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

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

Schedule R (Form 5500) 2012
v. 120126

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

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

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

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

TELALASKA RETIREMENT SAVINGS PLAN

ANCHORAGE, ALASKA

FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

ERICKSON & BROOKS

Certified Public Accountants

FREMONT, NEBRASKA

TELALASKA RETIREMENT SAVINGS PLAN
ANCHORAGE, ALASKA
DECEMBER 31, 2012 AND 2011

INDEX

	<u>Page</u>
Independent Auditors' Report	1 - 2
Statements of Net Assets Available for Benefits	3
Statements of Changes in Net Assets Available for Benefits	4
Notes to Financial Statements	5 - 15
Supplemental Information	
Schedule of Assets Held for Investment Purposes at End of Year	16 - 31
Schedule of Assets Both Acquired and Disposed of Within the Plan Year	32
Schedule of 5% Transactions	33

Erickson & Brooks
CERTIFIED PUBLIC ACCOUNTANTS

STEVEN E. PRIBNOW
DANIEL J. WIESEN
KENT P. SPEICHER

2195 NORTH BROAD STREET
P.O. BOX 1270
FREMONT, NEBRASKA 68026-1270

(402) 721-3454
FAX (402) 721-2894
eb-cpa.com

INDEPENDENT AUDITORS' REPORT

To the Board of Trustees
of TelAlaska Retirement Savings Plan
Anchorage, Alaska

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of TelAlaska Retirement Savings 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

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note G, which was certified by John Hancock, the insurance carrier of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the insurance company holds a significant portion of the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the insurance company as of and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by them is complete and accurate.

Disclaimer of Opinion

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

Erickson & Brooks

Other Matter

The supplemental schedules of assets held for investment purposes at end of year, assets both acquired and disposed of within the plan year and 5% transactions are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules referred to above.

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

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

ERICKSON & BROOKS

Erickson & Brooks

Fremont, Nebraska
September 17, 2013

TELALASKA RETIREMENT SAVINGS PLAN
ANCHORAGE, ALASKA
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2012 AND 2011

ASSETS

	<u>2012</u>	<u>2011</u>
Investments, at fair value (Notes C, D, E & F)		
U.S. government securities	\$ 2,482,733	\$ 3,169,989
Corporate bonds and debentures	2,555,386	3,228,470
Preferred stock, public	67,214	113,150
Common stock, public	8,368,914	6,703,293
Separate accounts	8,663,170	7,389,722
Other investments	3,445,070	3,276,434
	<u>25,582,487</u>	<u>23,881,058</u>
Investments, at contract value (Note F)		
Guaranteed accounts	<u>16,713</u>	<u>14,161</u>
Total investments	<u>25,599,200</u>	<u>23,895,219</u>
Receivables:		
Employer contributions	-	588
Income receivable	64,056	80,225
Notes receivable from participants	221,924	230,522
Total receivables	<u>285,980</u>	<u>311,335</u>
Cash	<u>863,664</u>	<u>896,886</u>
Net assets available for benefits	<u>\$ 26,748,844</u>	<u>\$ 25,103,440</u>

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

TELALASKA RETIREMENT SAVINGS PLAN
ANCHORAGE, ALASKA
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

	<u>2012</u>	<u>2011</u>
Additions to net assets attributed to:		
Investment income:		
Net appreciation (depreciation) in fair value of investments (Note C)	\$ 2,205,278	\$ (1,363,720)
Other income	-	2,978
Interest and dividends	<u>433,736</u>	<u>547,464</u>
	<u>2,639,014</u>	<u>(813,278)</u>
Contributions:		
Participants' elective deferrals	460,517	454,137
Participants' rollovers	136,671	113,005
Employers	<u>91,291</u>	<u>190,373</u>
	<u>688,479</u>	<u>757,515</u>
 Total additions	 <u>3,327,493</u>	 <u>(55,763)</u>
 Deductions from net assets attributed to:		
Benefits paid to participants	1,544,132	2,114,288
Administrative expenses	<u>137,957</u>	<u>170,881</u>
 Total deductions	 <u>1,682,089</u>	 <u>2,285,169</u>
 Net increase (decrease)	 1,645,404	 (2,340,932)
 Net assets available for benefits		
Beginning of year	<u>25,103,440</u>	<u>27,444,372</u>
 End of year	 <u>\$ 26,748,844</u>	 <u>\$ 25,103,440</u>

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

TELALASKA RETIREMENT SAVINGS PLAN
ANCHORAGE, ALASKA
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

Note A - Description of Plan

The following brief description of the TelAlaska, Inc. (Company) Profit Sharing Savings Plan (Plan) provides only general information. Participants should refer to the plan agreement for a more complete description of the plan's provisions.

1. **General.** The Plan is a defined contribution plan covering all employees of TelAlaska, Inc. Any non-excluded employee who is employed in a non-temporary full-time position shall be eligible to participate immediately and shall enter the plan as of the first entry date coinciding with or next following his date of employment. Any other non-excluded employee shall enter the plan on the first entry date coinciding with or next following the completion of 1 year of eligible service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).
2. **Contributions.** Participants may contribute up to 90 percent of their annual wages, based on their Salary Reduction Agreement. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. Participants direct the investment of their contributions into various investment options offered by the plan. The Company determines the profit sharing contribution each year. For the year ended December 31, 2011, the contribution rate was 10.737166% of eligible compensation paid prior to March 1, 2011, the date the Company amended the plan to allow for matching contributions. This profit sharing contribution is allocated to all eligible participants who worked at least 1,000 hours of service during the plan year unless a Top-Heavy minimum is required and/or allocation is required to pass the coverage tests. The profit sharing contribution is allocated to eligible participants in the proportion that their compensation for the plan year bears to the total compensation of all eligible participants. The Company contribution is invested in a portfolio of investments as directed by the trustees. Effective March 1, 2011, the Company began contributing matching contributions equal to 100% of elective deferrals for each participant up to 2% of compensation. Participants direct the investment of these contributions into various investment options offered by the plan.
3. **Participant Accounts.** Each participant's account is credited with the participant's contribution, the company matching contributions, any rollover contributions, and plan earnings on these contributions. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Participants are permitted to direct elective contributions, company matching contributions, and rollover contributions in any of the investment options offered by the plan. Participants may change such allocation at any time directly with John Hancock Insurance Company.
4. **Vesting.** Participants are immediately vested in their contributions and the company matching contributions plus actual earnings thereon. Vesting in the Company profit sharing contribution is based on years of continuous service based on the following schedule:

<u>Years of Service</u>	<u>Percentage</u>
1 or less	0%
2	20%
3	40%
4	60%
5	80%
6 or more	100%

TELALASKA RETIREMENT SAVINGS PLAN
ANCHORAGE, ALASKA
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011
(continued)

5. **Notes Receivable from Participants.** Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their account balance. Loans are available only from the elective deferral or rollover accounts. The loans are secured by the balance in the participant's account and bear interest at rates ranging from 4.25% to 9.25%, which are commensurate with local prevailing rates as determined quarterly by the plan administrator. Principal and interest is paid ratably through payroll deductions.
6. **Payment of Benefits.** On termination of service, death, disability or retirement, a participant may elect to receive either a lump-sum amount equal to the value of his or her account, or annual installments over a period, not extending beyond the life expectancy of the participant or the joint and last survivor life expectancy of the participant and a designated beneficiary. Annuity options are available for amounts transferred from a prior pension plan.
7. **Forfeited Accounts.** Forfeitures may be used to pay administrative expenses of the plan and the remaining forfeitures of profit sharing contributions and prior pension plan transfers shall be aggregated and allocated in the same manner as profit sharing contributions. During the years ended December 31, 2012 and 2011, forfeitures of \$15,050 and \$65,960 were used to pay administrative expenses of the plan, respectively.

Note B - Summary of Accounting Policies

Basis of Accounting

The accompanying financial statements of the plan are presented in accordance with accounting principles generally accepted in the United States of America, ("GAAP"), as codified by the Financial Accounting Standards Board.

Use of Estimates

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

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See note E for discussion of fair value measurements.

The Plan has invested in seven limited partnerships included in these financial statements as other investments. These partnerships use derivative financial instruments in the normal course of business to hedge against adverse changes in interest rates and foreign exchange rates. The derivatives most commonly used by the investment managers are highly liquid exchange traded equity fixed income futures and over-the counter foreign exchange forward contracts. The use of derivative instruments is not believed to materially increase the credit or market risk of the Plan's investments. Current market pricing models were used to estimate the fair values of these limited partnership interests.

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

TELALASKA RETIREMENT SAVINGS PLAN
ANCHORAGE, ALASKA
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011
 (continued)

Notes Receivable From Participants

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

Payment of Benefits

Benefits are recorded when paid.

Operating Expenses

All expenses of maintaining the plan except investment advisory fees are paid by the Company.

Note C - Investments

The following presents investments held at the end of the year. Investments that represent 5% or more of the Plan's net assets are specifically identified.

	<u>2012</u>	<u>2011</u>
Investments at Fair Value as Determined by Quoted Market Price:		
U.S. Government securities	\$ 2,482,733 *	\$ 3,169,989
Corporate bonds and debentures	2,555,386 *	3,228,470
Preferred stock, public	67,214 *	113,150
Common stock, public	8,368,914 *	6,703,293
John Hancock Lifestyle Growth Fund	2,338,312	2,219,267
Other John Hancock Separate Accounts	6,324,858	5,170,455
Other investments	<u>3,445,070 *</u>	<u>3,276,434</u>
	25,582,487	23,881,058
Investment at Contract Value:		
Guaranteed accounts with John Hancock Insurance Company	<u>16,713</u>	<u>14,161</u>
Total investments at fair value	<u>\$ 25,599,200</u>	<u>\$ 23,895,219</u>

* Non-participant directed

During the years ended December 31, 2012 and 2011, the Plan's investments (including investments bought, sold, and held during the year) appreciated (depreciated) in value by \$2,205,278 and \$(1,363,720), respectively, as follows:

Investments at Fair Value as Determined by Quoted Market Price:		
U.S. Government securities	\$ (33,531)	\$ 26,248
Corporate bonds and debentures	79,306	(79,506)
Preferred stock, public	15,026	(33,174)
Common stock, public	975,688	(687,748)
John Hancock Lifestyle Growth Fund	336,232	(137,357)
Other John Hancock Separate Accounts	731,993	(241,313)
Other investments	<u>100,564</u>	<u>(210,870)</u>
	<u>\$ 2,205,278</u>	<u>\$ (1,363,720)</u>

TELALASKA RETIREMENT SAVINGS PLAN
ANCHORAGE, ALASKA
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011
(continued)

Note D - Nonparticipant-Directed Investments

Information about the net assets and the significant components of the changes in net assets relating to the nonparticipant-directed investments is as follows:

	<u>2012</u>	<u>2011</u>
Net Assets:		
U.S. Government securities	\$ 2,482,733	\$ 3,169,989
Corporate bonds and debentures	2,555,386	3,228,470
Preferred stock, public	67,214	113,150
Common stock, public	8,368,914	6,703,293
Other investments	3,445,070	3,276,434
Employer contribution receivable	-	588
Income receivable	64,056	80,225
Cash	863,664	896,885
	<u>\$ 17,847,037</u>	<u>\$ 17,469,034</u>
	<u>2012</u>	<u>2011</u>
Changes in Net Assets:		
Contributions	\$ -	\$ 106,547
Interest and dividends	425,042	538,000
Net appreciation (depreciation)	1,137,053	(985,050)
Other income	-	2,977
Benefits paid to participants	(1,054,904)	(978,092)
Expenses	(128,601)	(142,010)
	<u>\$ 378,590</u>	<u>\$ (1,457,628)</u>

Note E - Fair Value Measurements

Financial Accounting Standards Board (FASB) *Accounting Standards Codification (ASC) 820, Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1 Fair Value Measurements

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

Level 2 Fair Value Measurements

Inputs to the valuation methodology include: (1) quoted prices for similar assets or liabilities in active markets; (2) quoted prices for identical or similar assets or liabilities in inactive markets; (3) inputs other than quoted prices that are observable for the asset or liability; and (4) inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

TELALASKA RETIREMENT SAVINGS PLAN
ANCHORAGE, ALASKA
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011
(continued)

Level 3 Fair Value Measurements

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

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

Common stocks, corporate bonds and U.S. government securities: Valued at the closing price reported on the active market on which the individual securities are traded.

Mutual funds: Valued at the net asset value (NAV) of shares held by the plan at year end.

Limited partnerships: Valued using current market pricing models to estimate the fair value,

Pooled separate accounts: Valued at the net asset value (NAV) of units held by the Plan at year end. The NAV, as provided by the custodian, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur daily. Were the Plan to initiate a full redemption of the pooled separate account, the investment adviser reserves the right to temporarily delay withdrawal from the account in order to ensure that securities liquidations will be carried out in an orderly business manner.

Guaranteed investment contract: Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable duration considering the credit-worthiness of the issuer (See Note F). Because the participants transact at contract value, fair value is determined annually for financial statement reporting purposes only. In determining the reasonableness of the methodology, the Investment Committee evaluates a variety of factors including review of the existing contracts, economic conditions, industry and market developments, and overall credit ratings. Certain unobservable inputs are assessed through review of contract terms while others are substantiated utilizing available market data.

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

TELALASKA RETIREMENT SAVINGS PLAN
ANCHORAGE, ALASKA
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011
(continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012 and 2011:

	<u>Assets At Fair Value as of December 31, 2012</u>			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
U.S. Government securities (AAA)	\$ 2,482,733	\$ -	\$ -	\$ 2,482,733
Corporate bonds and debentures				
AA credit rating	100,570	-	-	100,570
A credit rating	934,071	-	-	934,071
BAA credit rating	696,541	-	-	696,541
BA credit rating	270,915	-	-	270,915
B credit rating	553,289	-	-	553,289
Preferred stock, public				
Financial	6,263	-	-	6,263
Basic materials	60,951	-	-	60,951
Common stock, public				
Consumer goods	311,460	-	-	311,460
Financial	1,453,923	-	-	1,453,923
Health care	518,031	-	-	518,031
Industrials	405,896	-	-	405,896
Information technology	1,329,025	-	-	1,329,025
Materials	1,024,630	-	-	1,024,630
Telecommunication services	613,363	-	-	613,363
Utilities	68,864	-	-	68,864
Unclassified	2,643,722	-	-	2,643,722
Seperate accounts - mutual funds				
Asset allocation - lifecycle	-	508,225	-	508,225
Asset allocation - lifestyle	-	4,420,131	-	4,420,131
Aggressive growth	-	1,683,840	-	1,683,840
Growth	-	1,081,193	-	1,081,193
Growth and income	-	404,420	-	404,420
Income	-	565,361	-	565,361
Other investments	438,064	3,007,006	-	3,445,070
Guaranteed accounts	-	-	16,713	16,713
Total	<u>\$ 13,912,311</u>	<u>\$ 11,670,176</u>	<u>\$ 16,713</u>	<u>\$ 25,599,200</u>

TELALASKA RETIREMENT SAVINGS PLAN
ANCHORAGE, ALASKA
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011
(continued)

	<u>Assets At Fair Value as of December 31, 2011</u>			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
U.S. Government securities (AAA)	\$ 3,169,989	\$ -	\$ -	\$ 3,169,989
Corporate bonds and debentures				
AAA credit rating	239,295	-	-	239,295
AA credit rating	530,396	-	-	530,396
A credit rating	1,269,750	-	-	1,269,750
BAA credit rating	703,765	-	-	703,765
BA credit rating	185,006	-	-	185,006
B credit rating	213,801	-	-	213,801
Preferred stock, public				
Financial	3,789	-	-	3,789
Technology	3,771	-	-	3,771
Utilities	56,377	-	-	56,377
Basic materials	49,213	-	-	49,213
Common stock, public				
Consumer discretionary	357,766	-	-	357,766
Consumer staples	310,950	-	-	310,950
Energy	777,722	-	-	777,722
Financial	1,004,057	-	-	1,004,057
Health care	505,889	-	-	505,889
Industrials	477,495	-	-	477,495
Information technology	929,469	-	-	929,469
Materials	338,712	-	-	338,712
Telecommunication services	393,252	-	-	393,252
Utilities	55,258	-	-	55,258
Unclassified	1,639,179	-	-	1,639,179
Seperate accounts - mutual funds				
Asset allocation - lifecycle	-	219,460	-	219,460
Asset allocation - lifestyle	-	3,916,756	-	3,916,756
Aggressive growth	-	1,297,360	-	1,297,360
Growth	-	969,143	-	969,143
Growth and income	-	345,284	-	345,284
Income	-	641,720	-	641,720
Other investments	297,583	2,978,851	-	3,276,434
Guaranteed accounts	-	-	14,161	14,161
Total	<u>\$ 13,512,484</u>	<u>\$ 10,368,574</u>	<u>\$ 14,161</u>	<u>\$ 23,895,219</u>

TELALASKA RETIREMENT SAVINGS PLAN
ANCHORAGE, ALASKA
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011
(continued)

Level 3 Gains and Losses

The following table sets forth a summary of changes in the fair value of the plan's level 3 assets for the years ended December 31, 2012 and 2011.

	Investment Contract with Insurance Company
December 31, 2012	
Beginning balance	\$ 14,161
Interest included in changes in net assets available for benefits	58
Fees charged included in changes in net assets available for benefits	(15)
Purchases, sales, issuances, settlements:	
Purchases	2,529
Withdrawals	(16)
Transfers to pooled separate accounts	(4)
Ending balance	<u>\$ 16,713</u>
December 31, 2011	
Beginning balance	\$ 11,680
Interest included in changes in net assets available for benefits	94
Fees charged included in changes in net assets available for benefits	(42)
Purchases, sales, issuances, settlements:	
Purchases	2,429
Ending balance	<u>\$ 14,161</u>

TELALASKA RETIREMENT SAVINGS PLAN
ANCHORAGE, ALASKA
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011
(continued)

ASU No. 2009-12 permits, as a practical expedient, a plan holding investments in certain entities that calculate net asset value (NAV) per share, or its equivalent, for which the fair value is not readily determinable, to measure the fair value of such investments on the basis of that NAV per share, or its equivalent, without adjustment. The following sets forth additional disclosures for the fair value measurement of investments in certain entities that calculate net asset value per share as of December 31, 2012 and 2011:

<u>Investment Type</u>	December 31,		<u>Unfunded Commitments</u>	<u>Redemption Frequency</u>	<u>Redemption Notice Period</u>
	<u>2012 Fair Market Value</u>	<u>2011 Fair Market Value</u>			
Pooled Separate Accounts					
Asset allocation	4,928,356	\$ 4,136,216	-	Daily	Daily
Aggressive growth	1,683,840	1,297,360	-	Daily	Daily
Growth	1,081,193	969,143	-	Daily	Daily
Growth and income	404,420	345,284	-	Daily	Daily
Income	565,361	641,720	-	Daily	Daily

Asset allocation pooled separate accounts provide investors with a portfolio of a mix of stocks, bonds, as well as cash equivalents, with a variety of objectives.

Aggressive growth pooled separate accounts invest primarily in common stocks of companies that the managers believe are experiencing, or will experience, above-average growth in earnings. Most underlying holdings are in common stocks of small- to medium-sized companies which are primarily, but not exclusively, emerging growth companies that have passed their "start-up" phase and show positive earnings with the prospect of achieving significant profit gains beginning in the next two to three years. Stocks in aggressive growth portfolios will tend to have no dividends.

Growth fund pooled separate accounts include investments that invest in companies the account managers believe have above-average growth potential. Most underlying holdings are in common stocks. The accounts may make limited use of futures and/or options for the purpose of maintaining equity exposure. The fund managers are generally willing to pay higher market multiples for the superior growth rates and profitability they anticipate. As a result, stocks in growth portfolios will tend to have higher price-earnings ratios and will generally pay little or no dividends.

Growth and income pooled separate accounts invest primarily in a combination of stocks, bonds and cash-equivalent investments. Over the long term, they seek growth of both capital and income.

Income pooled separate accounts invest primarily in bonds and are designed to provide regular income from interest paid by the bonds that they hold.

TELALASKA RETIREMENT SAVINGS PLAN
ANCHORAGE, ALASKA
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011
(continued)

Note F - Investment Contract with Insurance Company

In 2001, the Plan entered into an investment contract with John Hancock Life Insurance Company. John Hancock maintains the contributions in a guaranteed account, and a portion in pooled separate accounts, as directed by participants. The accounts are credited with actual earnings on the underlying investments and charged for participant withdrawals and administrative expenses charged by John Hancock. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the plan.

The underlying assets of the pooled separate accounts consist primarily of mutual funds. The plan's interest in the pooled separate accounts is stated at fair market value.

Contributions to the guaranteed account are held in the general account of John Hancock. The guaranteed portion of the contract is included in the financial statements at contract value (which represents contributions made under the contract, plus earnings, less withdrawals and administrative expenses) because it is fully benefit-responsive. For example, participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. There are no reserves against contract value for credit risk of the contract issuer or otherwise. The fair value of the investment contract at December 31, 2012 and 2011 was \$16,713 and \$14,161, respectively. The average yield and crediting interest rates were approximately .42% and .92% for 2012 and 2011, respectively. The crediting interest rate is based on an agreed-upon formula with the issuer, but cannot be less than zero.

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

Note G - Information Prepared and Certified by John Hancock

The following information included in the accompanying financial statements and supplemental schedules was obtained from data that has been prepared and certified to as complete and accurate by John Hancock.

	<u>2012</u>	<u>2011</u>
Investments, at fair value:		
Separate accounts - mutual funds	\$ 8,663,170	\$ 7,389,722
Investments, at contract value	16,713	14,161
Notes receivable from participants	221,924	230,522
Investment income (loss)	1,067,563	(397,977)

Note H - Operating Expenses and Related Party Transactions

Certain plan investments are shares of pooled separate accounts managed by John Hancock Life Insurance Company. Other plan investments are held by Morgan Stanley Smith Barney. Both of these companies are custodians as defined by the Plan and, therefore, all transactions qualify as party-in-interest.

The Plan paid operating and administrative expenses during 2012 and 2011 in the amount of \$137,957 and \$170,881, respectively to the custodians and investment managers. The fees within the John Hancock funds associated with participant directed investment decisions were incurred by the Plan.

The plan sponsor, TelAlaska, Inc., absorbed the Plan's operating and administrative expenses during 2012 and 2011 in the amount of \$35,825 and \$39,238, respectively.

TELALASKA RETIREMENT SAVINGS PLAN
ANCHORAGE, ALASKA
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011
(continued)

Note I - Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants will receive 100 percent of the balances in their accounts.

Note J - Plan Amendments

The seventh amendment to the Plan is effective March 1, 2011, changes the name of the plan to "TelAlaska Retirement Plan" and adds a matching contribution component.

Note K - Income Tax Status

The Plan obtained its latest determination letter on May 5, 2011, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, they believe that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

U.S. GAAP requires plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

Note L - Risks and Uncertainties

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

Note M - Subsequent Events

The Company has evaluated all subsequent events through September 17, 2013, the date the financial statements were available to be issued. Through that date, no significant transactions have occurred that would have a material impact on the Plan's financial position and results of operations as of December 31, 2012.

SUPPLEMENTAL INFORMATION

FORM 5500, SCHEDULE H, LINE 4i, SUPPORTING FINANCIAL SCHEDULES

TELALASKA, INC.

RETIREMENT SAVINGS PLAN

Plan Year End: 12/31/2012

EIN: 92-0139701

Plan Number: 002

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

(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
A A R Corporation (210 shares)	Common Stock	5,074	3,923
A O Smith Corp (58 shares)	Common Stock	2,854	3,658
Aaron's Incorporated (320 shares)	Common Stock	6,552	9,050
Ace Ltd (404 shares)	Common Stock	24,708	32,239
Acorda Therapeutics Inc (79 shares)	Common Stock	1,956	1,964
Actuant Corp (202 shares)	Common Stock	5,267	5,638
Aegon NV ADR (1521 shares)	Common Stock	15,249	9,795
Affiliated Mgrs Group Inc (52 shares)	Common Stock	5,246	6,768
AKBank Turk Anonim Sirke ADR (3320 shares)	Common Stock	27,232	33,366
Akzo Nobel NV ADR (380 shares)	Common Stock	6,331	8,550
Alaska Air Group Inc (84 shares)	Common Stock	3,356	3,620
Alexandria Real Estate EQ Inc (320 shares)	Common Stock	21,592	22,182
Align Technology (124 shares)	Common Stock	3,064	3,441
Alkermes Plc (175 shares)	Common Stock	3,082	3,241
Allergan Inc (329 shares)	Common Stock	20,272	30,179
Alliance Data Systems Corp (34 shares)	Common Stock	4,638	4,922
Amazon Com Inc (111 shares)	Common Stock	12,168	27,847
AMC Networks Inc (217 shares)	Common Stock	11,362	10,742
Amcol Intl Corp (263 shares)	Common Stock	8,957	8,069
Amedisys Inc (246 shares)	Common Stock	7,458	2,782
Amer Intl Gp Inc (946 shares)	Common Stock	30,002	33,394
America Movil SA DE CV ADR (2630 shares)	Common Stock	55,755	60,858
American Campus Cmmtys Inc (600 shares)	Common Stock	21,505	27,678
American Capital Mortgage (138 shares)	Common Stock	3,480	3,253
American Eq. Invt. Life (420 shares)	Common Stock	5,044	5,128
American Tower Reit Com (564 shares)	Common Stock	27,357	43,580
Anadarko Pete (540 shares)	Common Stock	39,879	40,127
Anglogold Ashanti Limited (1175 shares)	Common Stock	41,640	36,860
Ann Inc Com (120 shares)	Common Stock	2,807	4,061
AON Plc (484 shares)	Common Stock	0	26,915
Apache Corp (441 shares)	Common Stock	37,707	34,619
Apple Inc (123 shares)	Common Stock	27,382	65,457
Applied Materials Inc (630 shares)	Common Stock	7,127	7,207
Arm Holdings (713 shares)	Common Stock	18,651	26,973
Armstrong World Inds Inc (56 shares)	Common Stock	2,430	2,841
Ascena Retail Group Inc (228 shares)	Common Stock	4,693	4,211
Assoc Estates Realty (860 shares)	Common Stock	12,159	13,863
Astellas Pharm. (140 shares)	Common Stock	7,097	6,279
Astoria Financial Corp (515 shares)	Common Stock	6,794	4,820
Astrazeneca PLC Ads (245 shares)	Common Stock	12,483	11,581

FORM 5500, SCHEDULE H, LINE 4i, SUPPORTING FINANCIAL SCHEDULES
 TELALASKA, INC.
 RETIREMENT SAVINGS PLAN
 Plan Year End: 12/31/2012
 EIN: 92-0139701
 Plan Number: 002
 Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
A A R Corporation (210 shares)	Common Stock	5,074	3,923
Athenahealth Inc (34 shares)	Common Stock	2,550	2,492
Autodesk Inc (725 shares)	Common Stock	23,877	25,629
Avalonbay Comm Inc (160 shares)	Common Stock	18,580	21,694
AXA Ads (350 shares)	Common Stock	7,508	6,377
B & G Foods Inc (169 shares)	Common Stock	4,933	4,784
Baidu Inc (274 shares)	Common Stock	30,258	27,480
Ball Corporation (72 shares)	Common Stock	2,718	3,222
Banco Do Brasil ADR (6395 shares)	Common Stock	94,932	81,025
Banco Macro S.A. Spons ADR (1362 shares)	Common Stock	34,405	24,707
Banco Santander Brasil (630 shares)	Common Stock	4,589	4,586
Barclays PLC ADR (365 shares)	Common Stock	9,899	6,322
Barnes Group Inc (117 shares)	Common Stock	2,378	2,628
Barrick Gold Corp (558 shares)	Common Stock	15,112	19,536
BASF SE SP ADR (130 shares)	Common Stock	8,515	12,350
Best Buy Co (527 shares)	Common Stock	11,514	6,245
BHP Billiton Ltd (385 shares)	Common Stock	25,715	30,192
Bidvest Group Ltd ADR (847 shares)	Common Stock	37,846	43,959
Biogen Idec Inc (160 shares)	Common Stock	24,156	23,419
Biomarin Pharm. (61 shares)	Common Stock	2,966	3,001
Boston Properties Inc (190 shares)	Common Stock	17,107	20,104
BP PLC Ads (360 shares)	Common Stock	15,801	14,990
Brandywine Realty Tr SBI (1150 shares)	Common Stock	12,519	14,019
Bristow Group Inc (285 shares)	Common Stock	12,232	15,293
British Amer Tob Spon ADR (160 shares)	Common Stock	14,240	16,200
Broadcom Corp (745 shares)	Common Stock	23,706	24,742
Brookfield Asset Mgmt CI (167 shares)	Common Stock	4,854	6,121
Brown & Brown Inc (141 shares)	Common Stock	3,695	3,590
Brucker Corporation (207 shares)	Common Stock	2,775	3,154
Brunswick Corp (163 shares)	Common Stock	3,935	4,742
CA Incorporated (2219 shares)	Common Stock	43,845	48,774
Cablevision Systems Corp (1735 shares)	Common Stock	24,120	25,921
Cabot Microelectronics Corp (171 shares)	Common Stock	7,189	6,072
Cadence Design System (488 shares)	Common Stock	4,958	6,593
Camden Property Trust (250 shares)	Common Stock	13,374	17,053
Canadian Natl Railway Co (220 shares)	Common Stock	15,265	20,022
Canadian Natural Resources (2076 shares)	Common Stock	70,322	59,934
Canon Inc ADR (280 shares)	Common Stock	9,771	10,979
Cantel Medical Corp (200 shares)	Common Stock	2,850	5,946
Capital One Financial Corp (300 shares)	Common Stock	16,812	17,379

FORM 5500, SCHEDULE H, LINE 4i, SUPPORTING FINANCIAL SCHEDULES

TELALASKA, INC.

RETIREMENT SAVINGS PLAN

Plan Year End: 12/31/2012

EIN: 92-0139701

Plan Number: 002

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

(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
A A R Corporation (210 shares)	Common Stock	5,074	3,923
Carrefour SA Unspn ADR (2353 shares)	Common Stock	14,008	12,118
Cash Amer International Inc (214 shares)	Common Stock	8,466	8,489
Catamaran Corp (122 shares)	Common Stock	3,865	5,746
CBL & Assoc PPTYS Inc (700 shares)	Common Stock	12,164	14,847
CDN Pacific Ry Ltd (215 shares)	Common Stock	14,178	21,848
Cemex SAB DE CV (386 shares)	Common Stock	2,643	3,810
Centene Corporation (49 shares)	Common Stock	2,148	2,009
Centrais Electricas CD ADR (530 shares)	Common Stock	5,442	1,654
Cepheid Inc (109 shares)	Common Stock	3,984	3,691
Cerner Corp (376 shares)	Common Stock	13,869	29,144
Charles Schwab (1088 shares)	Common Stock	17,768	15,624
Checkpoint Sys Incorporated (307 shares)	Common Stock	4,813	3,297
Chemtura Corp (204 shares)	Common Stock	4,136	4,337
Childrens Plc Retail Sto (81 shares)	Common Stock	3,867	3,588
China Construction Bank Corp (5194 shares)	Common Stock	79,730	84,299
China Mobile Ltd (1178 shares)	Common Stock	61,686	69,172
Cielo SA Sponsored ADR (2577 shares)	Common Stock	33,979	74,346
Ciena Corp (227 shares)	Common Stock	4,491	3,564
Cisco Sys Inc (1879 shares)	Common Stock	31,898	36,921
Citigroup Inc (1150 shares)	Common Stock	23,082	45,494
Citrix Systems Inc (265 shares)	Common Stock	16,211	17,389
Clean Harbors (96 shares)	Common Stock	4,431	5,281
Clicks Group Ltd ADR (1595 shares)	Common Stock	40,171	49,668
Cnooc Ltd (205 shares)	Common Stock	40,206	45,100
Cognizant Solutions (335 shares)	Common Stock	16,832	24,751
Comcast Corp (1555 shares)	Common Stock	55,799	55,856
Commercial Intl Bank Ltd ADR (4967 shares)	Common Stock	25,524	29,802
Commvault Systems Inc (83 shares)	Common Stock	4,623	5,782
Comp De BEB Ambev ADR (1077 shares)	Common Stock	32,741	45,223
Core Laboratories N V (211 shares)	Common Stock	13,244	23,064
Costco Wholesale (210 shares)	Common Stock	13,837	20,733
Covance Inc (183 shares)	Common Stock	9,034	10,572
Covidien Plc (275 shares)	Common Stock	15,923	15,879
Cree Research Inc (755 shares)	Common Stock	24,099	25,655
CRH Plc ADR (715 shares)	Common Stock	14,092	14,543
Crown Hldgs Inc (123 shares)	Common Stock	4,243	4,528
Cubist Pharmaceuticals Inc (46 shares)	Common Stock	1,563	1,934
CVS Caremark Corp (453 shares)	Common Stock	14,409	21,903
Cytex Industries Inc (65 shares)	Common Stock	3,643	4,474

FORM 5500, SCHEDULE H, LINE 4i, SUPPORTING FINANCIAL SCHEDULES
 TELALASKA, INC.
 RETIREMENT SAVINGS PLAN
 Plan Year End: 12/31/2012
 EIN: 92-0139701
 Plan Number: 002
 Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
A A R Corporation (210 shares)	Common Stock	5,074	3,923
DAI Nippon Prtg Ltd Japan (430 shares)	Common Stock	4,300	3,337
Daiichi Sankyo Co ADR (555 shares)	Common Stock	9,491	8,458
Daimler (145 shares)	Common Stock	6,671	7,919
Dana Holding Corp (224 shares)	Common Stock	3,023	3,497
Dealertrack Technologies Inc (161 shares)	Common Stock	4,429	4,624
Deutsche Telekom AG 1 Ord 1 A (785 shares)	Common Stock	15,894	8,919
Diageo Plc Spon ADR (140 shares)	Common Stock	12,710	16,321
Digital Realty Trust Inc (291 shares)	Common Stock	18,295	19,756
Digital River (318 shares)	Common Stock	8,046	4,573
DirecTV Com (325 shares)	Common Stock	16,068	16,302
Dolby Cla A Com Stk (740 shares)	Common Stock	24,167	21,704
Douglas Emmett Inc (730 shares)	Common Stock	13,279	17,009
Dunkin Brands Group Inc (170 shares)	Common Stock	4,812	5,641
Eastgroup Properties Inc (290 shares)	Common Stock	12,810	15,605
Eaton Corp Plc (271 shares)	Common Stock	5,703	14,683
Eaton Vance CP (239 shares)	Common Stock	6,379	7,612
EMC Corp Mass (436 shares)	Common Stock	10,187	11,031
Energys (289 shares)	Common Stock	7,355	10,875
ENI SPA Amer Dep Rcpt (240 shares)	Common Stock	10,817	11,794
Ensign Energy Services (195 shares)	Common Stock	2,664	3,013
Entergris (718 shares)	Common Stock	6,229	6,591
EPR PPTYS Com (445 shares)	Common Stock	19,212	20,519
Equinix Inc (126 shares)	Common Stock	22,747	25,981
Ericsson Lm Tel ADR CL B (955 shares)	Common Stock	12,082	9,646
Essex Property Trust Inc (125 shares)	Common Stock	16,839	18,331
Factset Research Systems Inc (39 shares)	Common Stock	3,645	3,434
Fastenal Co (622 shares)	Common Stock	28,637	29,016
Fedl Rlty Invt Trust SBI (195 shares)	Common Stock	16,780	20,284
Fifth & Pacific Companies (309 shares)	Common Stock	3,366	3,847
Finisar Com (226 shares)	Common Stock	4,234	3,682
Finning Intl Inc (50 shares)	Common Stock	1,235	1,228
First Pac Ltd Sp ADR (1610 shares)	Common Stock	6,516	8,903
First Potomac Realty Trust (371 shares)	Common Stock	4,859	4,586
Flextronics Intl Ltd (1000 shares)	Common Stock	7,162	6,210
Flir Systems Inc (405 shares)	Common Stock	7,945	9,038
Fluor Corp (455 shares)	Common Stock	24,109	26,727
Forest Laboratories Inc (1130 shares)	Common Stock	39,696	39,912
Fortinet Inc (217 shares)	Common Stock	4,426	4,561
France Telecom (1084 shares)	Common Stock	19,138	11,978

FORM 5500, SCHEDULE H, LINE 4i, SUPPORTING FINANCIAL SCHEDULES

TELALASKA, INC.

RETIREMENT SAVINGS PLAN

Plan Year End: 12/31/2012

EIN: 92-0139701

Plan Number: 002

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

(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
A A R Corporation (210 shares)	Common Stock	5,074	3,923
Franklin Electric Co (189 shares)	Common Stock	8,868	11,724
Freeport McMoran CP&GLD (310 shares)	Common Stock	11,854	10,602
Fresh Market Inc (The) (69 shares)	Common Stock	3,553	3,318
Fujifilm Hldgs Corp ADR (315 shares)	Common Stock	8,877	6,309
Fusion-IO Inc (138 shares)	Common Stock	3,190	3,164
Gartner Inc (115 shares)	Common Stock	4,575	5,292
Gazprom O A O ADR (4255 shares)	Common Stock	45,588	41,401
GDF Suez Spon ADR (802 shares)	Common Stock	18,631	16,874
General Mtrs Co (1170 shares)	Common Stock	35,127	33,731
Genesee & Wyoming Inc A (77 shares)	Common Stock	3,624	5,858
Glaxosmithkline Plc Ads (230 shares)	Common Stock	10,984	9,998
Global Payment Inc (211 shares)	Common Stock	7,795	9,558
GNC Holdings, Inc (135 shares)	Common Stock	3,328	4,493
Goldman Sachs Grp Inc (218 shares)	Common Stock	31,183	27,808
Google Inc Cl A (48 shares)	Common Stock	21,848	33,954
Grupo Televisa S.A.Global Dep (1653 shares)	Common Stock	33,325	43,937
H Lundbeck A/S Spons ADR Lev 1 (330 shares)	Common Stock	7,854	4,802
Hain Celestial Group Inc (88 shares)	Common Stock	2,661	4,771
Halliburton Co (550 shares)	Common Stock	15,162	19,080
Harsco Corp (290 shares)	Common Stock	7,140	6,815
Hartford Fin Sers Grp In (1943 shares)	Common Stock	43,665	43,601
HCP Incorporated (315 shares)	Common Stock	11,921	14,225
Health Care Reit Inc (355 shares)	Common Stock	17,932	21,758
Healthsouth CP (100 shares)	Common Stock	2,589	2,111
Healthways Inc (230 shares)	Common Stock	5,210	2,461
Helen of Troy (284 shares)	Common Stock	8,525	9,491
Hexcel Corp New (544 shares)	Common Stock	11,226	14,666
HMS holdings Corp (141 shares)	Common Stock	3,651	3,655
Honda Motor Company Ltd ADR (170 shares)	Common Stock	5,965	6,280
Hospitality PPTYS TR Com SBI (830 shares)	Common Stock	19,043	19,439
Host Hotel & Resorts Inc. (1245 shares)	Common Stock	17,788	19,509
HSBC Holdings Plc Spon ADR (115 shares)	Common Stock	5,393	6,103
IAC Interactive Corp Com (94 shares)	Common Stock	3,546	4,441
Illumina Inc (61 shares)	Common Stock	2,997	3,391
Immunogen Inc (660 shares)	Common Stock	7,963	8,415
Ingersoll-Rand Plc (669 shares)	Common Stock	21,553	32,085
Intesa Sanpaolo S.P.A. ADR (735 shares)	Common Stock	18,965	7,820
Intuitive Surgical Inc (30 shares)	Common Stock	8,053	14,711
Ishares Barclays Tips Bd (3075 shares)	Common Stock	322,242	373,387

FORM 5500, SCHEDULE H, LINE 4i, SUPPORTING FINANCIAL SCHEDULES

TELALASKA, INC.

RETIREMENT SAVINGS PLAN

Plan Year End: 12/31/2012

EIN: 92-0139701

Plan Number: 002

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

(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
A A R Corporation (210 shares)	Common Stock	5,074	3,923
Isis Pharm Inc (865 shares)	Common Stock	7,900	9,031
Italcementi Fabrich Riunte ADR (580 shares)	Common Stock	8,594	3,213
ITC Holdings (69 shares)	Common Stock	4,093	5,307
Itron Inc (198 shares)	Common Stock	9,704	8,821
J Sainsbury PLC Spon ADR (330 shares)	Common Stock	8,543	7,488
Jarden Corp (99 shares)	Common Stock	4,515	5,118
JDS Uniphase (228 shares)	Common Stock	2,690	3,078
Jefferies Group Inc New (437 shares)	Common Stock	7,588	8,115
Jones Lang Lasalle Inc (53 shares)	Common Stock	3,721	4,449
JP Morgan Chase & Co (537 shares)	Common Stock	19,551	23,611
KB Financial Group Inc ADR (1491 shares)	Common Stock	53,892	53,527
Kennametal Inc (74 shares)	Common Stock	2,971	2,960
Kimberly Clark Spon ADR (4254 shares)	Common Stock	35,416	54,877
Kingfisher PLC Spons ADR (645 shares)	Common Stock	5,730	5,960
KOC Holding AS ADR (1948 shares)	Common Stock	33,218	50,960
Koninklijke Ahold ADR (675 shares)	Common Stock	6,714	9,180
L-3 Communications (420 shares)	Common Stock	31,955	32,180
Lam Research Corp (147 shares)	Common Stock	953	5,311
Lexington Realty Trust (1520 shares)	Common Stock	12,479	15,884
Liberty Interactive Co (840 shares)	Common Stock	16,124	16,531
Liberty Media Co (145 shares)	Common Stock	16,199	16,822
Life Technologies Corp (498 shares)	Common Stock	22,815	24,417
Life Time Fitness Inc (349 shares)	Common Stock	12,175	17,174
Lincoln Elec Hldgs (108 shares)	Common Stock	5,154	5,257
Lincoln Ntl Corp Ind (445 shares)	Common Stock	11,927	11,526
Lindsay Mfg Co (68 shares)	Common Stock	4,864	5,448
Linkedin Corp (128 shares)	Common Stock	12,772	14,697
Littelfuse Inc (142 shares)	Common Stock	7,725	8,763
LKQ Corporation (247 shares)	Common Stock	3,066	5,212
Loews Corp (525 shares)	Common Stock	17,572	21,394
LTC Properties Inc (315 shares)	Common Stock	9,076	11,085
Lufkin Ind (121 shares)	Common Stock	4,973	7,034
Manulife Financial Corp (440 shares)	Common Stock	7,425	5,980
Marks & Spencer Grp PLC ADR (567 shares)	Common Stock	7,104	7,065
Marriott Vacations Worldwide (140 shares)	Common Stock	4,662	5,834
Mead Johnson Nutrition Co (316 shares)	Common Stock	19,192	20,821
Medical Properties Trust Inc (693 shares)	Common Stock	6,440	8,288
Medivation Inc (62 shares)	Common Stock	2,956	3,172
Mednax Inc (144 shares)	Common Stock	8,724	11,451

FORM 5500, SCHEDULE H, LINE 4i, SUPPORTING FINANCIAL SCHEDULES

TELALASKA, INC.

RETIREMENT SAVINGS PLAN

Plan Year End: 12/31/2012

EIN: 92-0139701

Plan Number: 002

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

(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
A A R Corporation (210 shares)	Common Stock	5,074	3,923
Mellanox Tech Ltd (52 shares)	Common Stock	2,035	3,088
Merck & Co Inc New Com (447 shares)	Common Stock	13,519	18,300
Meritage Home Corporation (268 shares)	Common Stock	8,855	10,010
Metlife Incorporated (1007 shares)	Common Stock	32,316	33,171
Micros Syst (88 shares)	Common Stock	4,159	3,735
Microsemi Corp (165 shares)	Common Stock	3,168	3,472
Microsoft Corp (871 shares)	Common Stock	20,787	23,264
Mitsubishi UFJ Fincl Grp ADS (1245 shares)	Common Stock	10,463	6,748
Mobile Telesystems OJSC (3294 shares)	Common Stock	63,949	61,433
Monmouth RI Est Invt Cp A (670 shares)	Common Stock	6,225	6,941
Moog Inc Cl A (189 shares)	Common Stock	6,046	7,755
MRC Global Inc (119 shares)	Common Stock	3,036	3,306
MS Emerging Mkts Domestic Debt (35713 shares)	Common Stock	564,074	601,409
MS&AD Ins Group Hldgs (955 shares)	Common Stock	13,191	9,455
Nabors Industries Ltd (1860 shares)	Common Stock	33,184	26,877
National Oilwell Varco Inc (456 shares)	Common Stock	30,950	31,168
National Retail Properties (510 shares)	Common Stock	13,221	15,912
Nedbank Grp Ltd Spon ADR (2157 shares)	Common Stock	34,582	48,619
Nestle Spon ADR Rep Reg (347 shares)	Common Stock	17,496	22,614
Netease.com Inc Ads (628 shares)	Common Stock	26,259	26,709
Netsuite Inc (67 shares)	Common Stock	4,345	4,509
Newpark Res (859 shares)	Common Stock	5,848	6,743
Nippon Telegraph&Telephone Ads (625 shares)	Common Stock	14,995	13,144
Noble Corp (825 shares)	Common Stock	29,639	28,727
Noble Energy Inc (115 shares)	Common Stock	6,785	11,700
Northwest Bancshares Inc (205 shares)	Common Stock	2,522	2,489
Novartis Ag ADR (185 shares)	Common Stock	10,144	11,711
NRG Energy Inc (654 shares)	Common Stock	16,499	15,036
Nucor Corporation (595 shares)	Common Stock	24,174	25,680
NVR Incorporated (3 shares)	Common Stock	2,629	2,760
Oasis Petroleum Inc (97 shares)	Common Stock	3,084	3,085
Occidental Petroleum Corp (486 shares)	Common Stock	40,710	37,233
Oceaneering Intl Inc (521 shares)	Common Stock	16,006	28,025
Oil Co Lukoil Spn ADR (790 shares)	Common Stock	45,910	53,325
Oil States Intl Inc (72 shares)	Common Stock	5,078	5,151
ON Semiconductor Corp (452 shares)	Common Stock	3,997	3,187
Oneok Inc (279 shares)	Common Stock	6,107	11,927
Onyx Pharmaceuticals Inc (36 shares)	Common Stock	3,001	2,719
Opentable Inc (94 shares)	Common Stock	4,905	4,587

FORM 5500, SCHEDULE H, LINE 4i, SUPPORTING FINANCIAL SCHEDULES
 TELALASKA, INC.
 RETIREMENT SAVINGS PLAN
 Plan Year End: 12/31/2012
 EIN: 92-0139701
 Plan Number: 002
 Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
A A R Corporation (210 shares)	Common Stock	5,074	3,923
Optimer Pharmaceuticals Inc (186 shares)	Common Stock	2,346	1,683
Orascom Constr Inds (932 shares)	Common Stock	43,138	39,097
Oriflame Cosmetics SA ADR (2307 shares)	Common Stock	54,092	36,612
Paccar Inc (393 shares)	Common Stock	13,917	17,768
Pall Corporation (405 shares)	Common Stock	23,270	24,405
Partnerre Hldgs (70 shares)	Common Stock	5,462	5,634
Pentair Ltd (250 shares)	Common Stock	12,035	12,288
Petroleo Brasileiro SA ADR (480 shares)	Common Stock	11,415	9,269
Pfizer Inc. (1512 shares)	Common Stock	27,293	37,920
Pharmacyclics Inc (44 shares)	Common Stock	2,369	2,542
Philip Morris Intl Inc (133 shares)	Common Stock	5,733	11,124
Philippine Lg Dist Tel Spn ADR (987 shares)	Common Stock	53,835	60,513
Pitney Bowes Inc (545 shares)	Common Stock	15,006	5,799
Plum Creek Timber Co Inc REI (255 shares)	Common Stock	9,534	11,314
Polyone Corp (254 shares)	Common Stock	4,085	5,187
Portugal Telecom SGPS Sa (472 shares)	Common Stock	4,250	2,351
Posco (100 shares)	Common Stock	7,865	8,215
Potash CP of Saskatchewan (660 shares)	Common Stock	22,453	26,855
PPC Limited ADR (3401 shares)	Common Stock	2,555	27,310
Praxair Inc (247 shares)	Common Stock	21,972	27,034
Precision Castparts Corp (156 shares)	Common Stock	22,321	29,550
Priceline.com Inc (38 shares)	Common Stock	11,991	23,575
Protective Life CP (344 shares)	Common Stock	7,356	9,832
PT BK Mandiri Persero TBK (5911 shares)	Common Stock	41,761	49,558
PT Semen Gresik Persero ADR (909 shares)	Common Stock	18,972	29,179
PT Telekomunikasi Indonesia (1702 shares)	Common Stock	58,888	62,889
PT United Tractors ADR (876 shares)	Common Stock	33,801	35,277
PTT Exploration & Produc ADR (2480 shares)	Common Stock	28,101	27,230
Public Storage (255 shares)	Common Stock	29,325	36,965
PVH Corporation (53 shares)	Common Stock	2,619	5,884
Qlik Technologies (189 shares)	Common Stock	4,410	4,105
Qualcomm Inc (777 shares)	Common Stock	33,527	48,065
Questcor Pharm Inc (99 shares)	Common Stock	3,819	2,645
Raymond James Fincl Inc (295 shares)	Common Stock	7,306	11,366
Rayonier Incorporated (440 shares)	Common Stock	20,172	22,805
Raytheon Co (305 shares)	Common Stock	13,099	17,556
Realty Income Corp (445 shares)	Common Stock	14,810	17,894
Reinsurance Group of America (156 shares)	Common Stock	6,360	8,349
RIO Tinto Plc Spon ADR (550 shares)	Common Stock	26,115	31,950

FORM 5500, SCHEDULE H, LINE 4i, SUPPORTING FINANCIAL SCHEDULES
 TELALASKA, INC.
 RETIREMENT SAVINGS PLAN
 Plan Year End: 12/31/2012
 EIN: 92-0139701
 Plan Number: 002
 Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
A A R Corporation (210 shares)	Common Stock	5,074	3,923
Robert Half Int (183 shares)	Common Stock	5,592	5,823
Rockwood Hldgs Inc (86 shares)	Common Stock	3,209	4,254
Royal Gold Inc (30 shares)	Common Stock	2,638	2,441
Ryman Hospitality Pptys Inc (93 shares)	Common Stock	614	3,577
Salesforce.com, Inc (215 shares)	Common Stock	18,767	36,142
Sandisk Corp (605 shares)	Common Stock	24,053	26,318
Sanlam Ltd ADR (1521 shares)	Common Stock	22,256	40,824
Sanofi ADR (1315 shares)	Common Stock	46,731	62,305
SBA Communications Corp (234 shares)	Common Stock	8,366	16,609
Sberbank Russia ADR (5973 shares)	Common Stock	72,432	75,021
Schlumberger Ltd (811 shares)	Common Stock	56,619	56,201
Seagate Technology (1510 shares)	Common Stock	39,335	45,934
Seattle Genetics Inc (71 shares)	Common Stock	1,417	1,645
Seiko Epson Corp Suwa ADR (2480 shares)	Common Stock	14,278	9,846
Senior Hsg Pptys TR SBI (600 shares)	Common Stock	13,521	14,184
Seven & I Hldgs Co Ltd ADR (75 shares)	Common Stock	3,771	4,226
Shinhan Financial Group Co Ltd (1525 shares)	Common Stock	55,791	55,876
Shoprite Holdings Ltd ADR (994 shares)	Common Stock	23,031	48,557
Silver Wheaton Corp (651 shares)	Common Stock	20,788	23,488
Simon PPTY Group Inc (410 shares)	Common Stock	44,092	64,817
Sirona Dental Systems In (52 shares)	Common Stock	2,495	3,352
Six Flags Entertainment Corp (99 shares)	Common Stock	5,166	6,059
SK Telecom Co Ltd (195 shares)	Common Stock	4,427	3,087
Skyworks Solutions Inc (126 shares)	Common Stock	2,717	2,558
SM Energy Company (100 shares)	Common Stock	5,601	5,221
Snap-On Inc (171 shares)	Common Stock	8,069	13,507
Sony Corp ADR 1974 (265 shares)	Common Stock	8,299	2,968
Sotheby's (75 shares)	Common Stock	2,652	2,522
South Jersey Ind Inc (190 shares)	Common Stock	8,205	9,563
Sovran Self Storage Inc (69 shares)	Common Stock	3,440	4,285
SPX Cp (54 shares)	Common Stock	3,868	3,788
Standard Bank Grp Ltd Spon (2531 shares)	Common Stock	23,558	36,004
Starbucks Corp (556 shares)	Common Stock	27,699	29,818
State Auto Finl Cp (192 shares)	Common Stock	4,529	2,869
Stmicroelectronics NV (655 shares)	Common Stock	7,529	4,742
Suez Environment ADR (1080 shares)	Common Stock	5,572	6,534
Sumitomo Mitsui Finl Grp ADR (897 shares)	Common Stock	4,974	6,584
Suncor Energy Inc (860 shares)	Common Stock	28,501	28,363
Swift Energy Co (409 shares)	Common Stock	8,772	6,295

FORM 5500, SCHEDULE H, LINE 4i, SUPPORTING FINANCIAL SCHEDULES
 TELALASKA, INC.
 RETIREMENT SAVINGS PLAN
 Plan Year End: 12/31/2012
 EIN: 92-0139701
 Plan Number: 002
 Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
A A R Corporation (210 shares)	Common Stock	5,074	3,923
Swiss Re Ltd Spon ADR (160 shares)	Common Stock	10,939	11,568
Taiwan Smcndctr Mfg Co Ltd ADR (4344 shares)	Common Stock	49,614	74,543
Takeda Pharmaceutical Co Ltd (375 shares)	Common Stock	9,412	8,325
Talisman Energy Inc (4076 shares)	Common Stock	60,552	46,181
Tanger Factory Outlet Centers (693 shares)	Common Stock	19,984	23,701
Taubman Centers Inc (47 shares)	Common Stock	3,507	3,700
TDK CP ADR (105 shares)	Common Stock	5,795	3,838
TE Connectivity Ltd (1275 shares)	Common Stock	41,656	47,328
Tech Resources Ltd (163 shares)	Common Stock	5,750	5,925
Telecom Italia SPA Ads (1301 shares)	Common Stock	25,280	11,774
Teledyne Tech Inc (133 shares)	Common Stock	6,094	8,654
Telefonica Brasil SA Spon ADR (189 shares)	Common Stock	4,993	4,547
Telefonica SA ADR (325 shares)	Common Stock	4,386	4,384
Tenaris S.A. (605 shares)	Common Stock	22,406	25,362
Tesco Plc Spon ADR (550 shares)	Common Stock	8,558	9,119
Tetra Tech Inc (210 shares)	Common Stock	5,173	5,559
Teva Pharmaceuticals ADR (650 shares)	Common Stock	28,658	24,271
Texas Cap Bncshs Inc (108 shares)	Common Stock	4,856	4,841
The ADT Corporation Com (270 shares)	Common Stock	11,996	12,552
The Mosaic Co (252 shares)	Common Stock	13,876	14,271
The Scotts Miracle-Gro Co (153 shares)	Common Stock	5,909	6,740
Theravance Inc (101 shares)	Common Stock	2,244	2,246
Thoratec Corp New (71 shares)	Common Stock	2,108	2,664
Tiger Brands Ltd Spon ADR (1053 shares)	Common Stock	25,014	40,972
Tim Participacoes SA Spon (470 shares)	Common Stock	9,651	9,315
Time Warner Inc (640 shares)	Common Stock	20,985	30,611
Timken Co (224 shares)	Common Stock	7,050	10,714
Toki Marine Holdings Inc ADR (327 shares)	Common Stock	9,105	9,104
Total S A Spon ADR (285 shares)	Common Stock	15,327	14,823
Towers Watson & Co. (61 shares)	Common Stock	3,239	3,429
Toyota Motor CP ADR (130 shares)	Common Stock	9,939	12,123
Transocean Ltd (619 shares)	Common Stock	34,842	27,645
Trimble Nav Ltd (43 shares)	Common Stock	1,752	2,571
Triumph Group Inc (88 shares)	Common Stock	5,620	5,746
Trustmark CP (381 shares)	Common Stock	7,963	8,557
Tupperware Brands Corp (78 shares)	Common Stock	3,607	5,000
Turkcell Iletism Hizm As New (3819 shares)	Common Stock	57,770	61,639
TW Telecom Inc (106 shares)	Common Stock	2,604	2,700
Two Harbors Invt Corp (433 shares)	Common Stock	4,597	4,798

FORM 5500, SCHEDULE H, LINE 4i, SUPPORTING FINANCIAL SCHEDULES
 TELALASKA, INC.
 RETIREMENT SAVINGS PLAN
 Plan Year End: 12/31/2012
 EIN: 92-0139701
 Plan Number: 002
 Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
A A R Corporation (210 shares)	Common Stock	5,074	3,923
Tyco International Ltd (860 shares)	Common Stock	24,045	25,155
UBS Ag (1188 shares)	Common Stock	15,773	18,699
Ulta Salon Cos & Fragr Inc (45 shares)	Common Stock	4,217	4,422
Unilever NV NY Sh (590 shares)	Common Stock	17,801	22,597
Union Pacific Corp (152 shares)	Common Stock	8,598	19,109
United Bankshares Inc (275 shares)	Common Stock	7,321	6,694
United Fire Group Inc (188 shares)	Common Stock	4,629	4,106
United Natural Foods Inc (75 shares)	Common Stock	3,239	4,019
United Rentals Inc (110 shares)	Common Stock	3,209	5,007
Unitedhealth Group Inc (890 shares)	Common Stock	47,838	48,274
Universal Health Services (89 shares)	Common Stock	3,757	4,303
Unumprovident Corp (1708 shares)	Common Stock	38,490	35,561
URS Corp (148 shares)	Common Stock	6,163	5,811
Vale S.A (1290 shares)	Common Stock	30,348	27,038
Valspar Corp (321 shares)	Common Stock	12,498	20,030
Ventas Inc (250 shares)	Common Stock	13,047	16,180
Verisk Analytics (404 shares)	Common Stock	19,690	20,592
Vertex Pharmaceuticals (410 shares)	Common Stock	16,241	17,179
Viacom Inc New Cl B (670 shares)	Common Stock	15,865	35,336
Visa Inc Cl A (197 shares)	Common Stock	13,850	29,861
Vivus Incorporated (138 shares)	Common Stock	2,843	1,852
VMWare Inc (234 shares)	Common Stock	20,068	22,029
Vodacom Group Ltd ADR (2063 shares)	Common Stock	25,019	31,048
Vodafone Gp PLC (300 shares)	Common Stock	7,989	7,557
Volcano Corp (146 shares)	Common Stock	3,911	3,447
Wabco Hldgs Inc (58 shares)	Common Stock	3,114	3,781
Warner Chilcott Plc (132 shares)	Common Stock	1,681	1,589
Waste Connections (157 shares)	Common Stock	3,860	5,305
Watsco Inc (42 shares)	Common Stock	3,063	3,146
Weatherford Internationa (6745 shares)	Common Stock	79,510	75,477
Weichai Pwr Co LTD ADR (2387 shares)	Common Stock	47,493	43,229
Weight Watchers Intl Inc (59 shares)	Common Stock	3,212	3,089
Weingarten Realty Inv SBI (540 shares)	Common Stock	12,575	14,456
Wells Fargo & Co New (810 shares)	Common Stock	18,789	27,686
Wex Inc (73 shares)	Common Stock	3,315	5,502
WGL Hldgs Inc (217 shares)	Common Stock	6,777	8,504
Whitewave Foods Corp (146 shares)	Common Stock	2,383	2,269
Whiting Petroleum Corp (56 shares)	Common Stock	2,471	2,429
Wolters Kluwer NV Spon ADR (516 shares)	Common Stock	6,373	10,666

FORM 5500, SCHEDULE H, LINE 4i, SUPPORTING FINANCIAL SCHEDULES
 TELALASKA, INC.
 RETIREMENT SAVINGS PLAN
 Plan Year End: 12/31/2012
 EIN: 92-0139701
 Plan Number: 002
 Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
A A R Corporation (210 shares)	Common Stock	5,074	3,923
Woolworths Hldgs Ltd (501 shares)	Common Stock	32,148	42,805
WPX Energy Inc (156 shares)	Common Stock	2,480	2,321
Wynn Macau Ltd ADR (894 shares)	Common Stock	25,351	24,496
YARA Intl ASA Spons ADR (25 shares)	Common Stock	956	1,244
YPF Sociedad (992 shares)	Common Stock	38,186	14,434
Zioins Bancorp (230 shares)	Common Stock	4,917	4,922
AMC Entertain. 8.750%, 6/1/19	Corporate Bond	35,183	34,333
Amer Express, 7.25%, 5/20/14	Corporate Bond	95,528	95,763
Ameristar Cas. 7.50%, 4/15/21	Corporate Bond	43,347	44,434
Amex, 5.125%, 8/25/14	Corporate Bond	5,521	5,357
AT&T Inc, 5.50%, 2/01/18	Corporate Bond	87,260	96,495
AT&T, 2.50%, 8/15/15	Corporate Bond	5,255	5,213
BB&T, 3.95%, 4/29/16	Corporate Bond	90,544	95,960
Bear Stearns, 5.70%, 11/15/14	Corporate Bond	5,424	5,433
Cablevision 7.625%, 7/15/18	Corporate Bond	41,221	43,890
Caterpillar Finl 1.625% 6/1/17	Corporate Bond	94,874	95,768
Caterpillar, 6.125%, 2/17/14	Corporate Bond	5,543	5,331
CCO Hldgs, 7.00%, 1/15/19	Corporate Bond	43,968	43,150
CIT Group, 5.00%, 5/15/17	Corporate Bond	44,802	45,580
Comcast Corp, 5.150%, 3/1/20	Corporate Bond	86,080	96,006
Conocophillips, 4.75%, 2/1/14	Corporate Bond	3,122	3,136
Consol Energy, 8.250%, 4/01/20	Corporate Bond	45,636	44,383
Constellation 7.25%, 9/01/16	Corporate Bond	32,106	34,650
Davita Inc. 6.375%, 11/1/18	Corporate Bond	42,659	43,973
Dell Inc, 2.30%, 9/10/15	Corporate Bond	5,219	5,138
DirecTV Hldgs, 3.125%, 2/15/16	Corporate Bond	5,329	5,236
Dow Chemical, 5.90%, 2/15/15	Corporate Bond	5,699	5,516
Echostar Corp 7.125%, 2/01/16	Corporate Bond	41,764	43,680
Enterprise Prod 4.050% 2/15/22	Corporate Bond	73,996	77,375
GE Cap, 3.750%, 11/14/14	Corporate Bond	5,338	5,272
GECC, 5.30%, 2/11/21	Corporate Bond	85,462	96,345
Goldman Sachs 5.350%, 1/15/16	Corporate Bond	5,374	5,527
Goldman Sachs, 6.150%, 4/1/18	Corporate Bond	89,586	96,331
Hanes Brands. 6.375%, 12/15/20	Corporate Bond	41,324	42,900
HCA Holdings, 6.500%, 2/15/20	Corporate Bond	40,898	43,875
Health Mgmt, 6.125%, 4/15/16	Corporate Bond	35,001	34,560
JP Morgan, 4.40%, 7/22/20	Corporate Bond	86,530	98,209
Kraft Foods, 4.125%, 2/09/16	Corporate Bond	94,612	95,877
Lamar Media, 7.875%, 4/15/18	Corporate Bond	47,554	44,200

FORM 5500, SCHEDULE H, LINE 4i, SUPPORTING FINANCIAL SCHEDULES

TELALASKA, INC.

RETIREMENT SAVINGS PLAN

Plan Year End: 12/31/2012

EIN: 92-0139701

Plan Number: 002

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

(a) (b) & (c) Identity and Description	(d) Cost	(e) Value
A A R Corporation (210 shares)	Common Stock	5,074 3,923
Limited Brands, 6.625%, 4/1/21	Corporate Bond	43,809 43,510
Merrill Lynch, 6.40%, 8/28/17	Corporate Bond	91,741 97,472
MGM Mirage 7.50% 6/1/16	Corporate Bond	42,290 42,900
Nasdaq OMX, 2.50%, 8/15/13	Corporate Bond	91,045 90,000
NBC Universal, 2.10%, 4/1/14	Corporate Bond	5,114 5,092
Newfield Expl, 6.875%, 2/1/20	Corporate Bond	26,856 26,750
NRG Energy, 8.250%, 9/01/20	Corporate Bond	43,389 44,800
Pepsico Inc, 1.250%, 8/13/17	Corporate Bond	95,542 95,357
Petrobras Intl, 3.50%, 2/6/17	Corporate Bond	92,836 96,485
Pfizer Inc, 5.350%, 3/15/15	Corporate Bond	5,817 5,507
Plains Explor, 6.750%, 2/1/22	Corporate Bond	46,020 48,268
Ryland Group 6.625%, 5/1/20	Corporate Bond	31,442 32,190
Shell Intl, 4.0%, 3/21/14	Corporate Bond	5,351 5,213
Time Warner, 4.75%, 3/29/21	Corporate Bond	90,218 96,534
United Rental 9.250%, 12/15/19	Corporate Bond	43,214 42,180
Unitedhealth .85%, 10/15/15	Corporate Bond	5,021 5,016
US Bancorp, 4.20%, 5/15/14	Corporate Bond	5,392 5,249
Verizon Wireless 5.550% 2/1/14	Corporate Bond	107,304 101,825
Viacom, 1.250%, 2/27/15	Corporate Bond	5,059 5,049
Wachovia Corp, 5.25%, 8/1/14	Corporate Bond	90,596 95,971
Wells Fargo, 1.500%, 7/1/15	Corporate Bond	5,109 5,086
Wynn Las Vegas 7.875%, 11/1/17	Corporate Bond	15,088 26,040
FHLMC, 2.375%, 1/13/22	Govt Security	132,643 132,673
FHLMC, 2.875%, 2/9/15	Govt Security	135,120 133,809
FHLMC, 4.375%, 7/17/15	Govt Security	376,002 365,658
FHLMC, 5.0%, 01/30/14	Govt Security	196,022 191,419
FNMA, 0.375%, 3/16/15	Govt Security	20,856 21,028
FNMA, 2.750%, 3/13/14	Govt Security	118,188 115,403
FNMA, 5.25%, 9/15/16	Govt Security	257,566 268,136
U S Treas, 1.250%, 4/15/14	Govt Security	191,631 192,508
U S Treas, 1.3755%, 11/30/15	Govt Security	77,540 77,204
U S Treas, 2.50%, 8/31/14	Govt Security	111,028 111,030
U S Treas, 2.50%, 9/15/15	Govt Security	31,928 31,930
U S Treas, 2.625%, 1/31/18	Govt Security	115,308 114,910
U S Treas, 2.625%, 8/15/20	Govt Security	131,140 133,972
U S Treas, 3.375%, 11/15/19	Govt Security	171,501 190,862
U S Treas, 4.250%, 8/15/13	Govt Security	221,337 211,206
U S Treas, 4.875%, 8/15/16	Govt Security	191,446 190,988
** Active Assets Money Trust	Money Market	243,231 243,231

FORM 5500, SCHEDULE H, LINE 4i, SUPPORTING FINANCIAL SCHEDULES

TELALASKA, INC.

RETIREMENT SAVINGS PLAN

Plan Year End: 12/31/2012

EIN: 92-0139701

Plan Number: 002

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

	(a) (b) & (c) Identity and Description	(d) Cost	(e) Value
	A A R Corporation (210 shares)	Common Stock	5,074 3,923
**	Morgan Stanley Bank	Money Market	625,694 625,694
	First Eagle Gold (16005 shares)	Mutual Fund	432,770 438,064
	AIP ABSLT RTNSTS	Partnership	661,000 772,857
	BHM Dscrny Fut Class A	Partnership	374,702 303,937
	Hatteras Core Alt TEI	Partnership	50,173 692,655
	MFF Emrg CTA Fut Class	Partnership	2,589 325,383
	Polaris LP Fut Class B	Partnership	2,254 308,373
	Skybridge Multi-ADSR Esc	Partnership	1,058 603,802
	CBL & Assoc. Prop 7.375 Ser D (250 shares)	Preferred Stock	6,161 6,263
	Vale S.A. (3004 shares)	Preferred Stock	71,415 60,951
**	Retirement Living through 2045	*	23,157
**	Retirement Living through 2030	*	111,850
**	Retirement Living through 2010	*	171,239
**	Retirement Choices at 2050	*	1,017
**	Retirement Choices at 2030	*	221
**	Retirement Choices at 2020	*	200,741
**	Lifestyle Aggressive	*	862,416
**	Lifestyle Growth	*	2,338,312
**	Lifestyle Balanced	*	1,099,238
**	Lifestyle Moderate	*	78,912
**	Lifestyle Conservative	*	41,252
**	Fidelity Advisor Gold Fund	*	12,470
**	Real Est. Securities Fund	*	255,206
**	DFA Emerging Markets Value	*	49,460
**	Royce Opportunity	*	34,175
**	Intl Small Cap Fund	*	38,385
**	Oppenheimer Developing Mkt	*	483,016
**	Energy	*	107,488
**	International Value Fund	*	3,337
**	DFA US Targeted Value Fund	*	7,676
**	Mid Cap Stock Fund	*	74,554
**	T. Rowe Price Sci & Tech	*	349,121
**	DFA U.S. Small Cap Fund	*	24,148
**	Intl Equity Index Fund	*	1,132
**	Science & Technology Fund	*	1,375
**	Financial Services Fund	*	40,148
**	Small Cap Index Fund	*	1,397
**	American Century Heritage	*	39,293
**	EuroPacific Growth Fund	*	14,649

FORM 5500, SCHEDULE H, LINE 4i, SUPPORTING FINANCIAL SCHEDULES
 TELALASKA, INC.
 RETIREMENT SAVINGS PLAN
 Plan Year End: 12/31/2012
 EIN: 92-0139701
 Plan Number: 002
 Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
	A A R Corporation (210 shares) Common Stock	5,074	3,923
**	Franklin Small-Mid Growth	*	60,438
**	Legg Mason ClearBr Agg Growth	*	89,427
**	Thornburg International Value	*	3,669
**	T. Rowe Price Health Sci	*	131,377
**	Aston/Fairpointe Mid Cap Fund	*	3,775
**	Small Company Value Fund	*	125,800
**	Small Cap Value Index	*	5,052
**	Small Cap Value Fund	*	52,024
**	Blue Chip Growth Fund	*	127,504
**	Value Fund	*	40,935
**	T. Rowe Price Sml Cap Val	*	55,203
**	Oppenheimer Global	*	11,357
**	Lord Abbett Value Opps Fund	*	3,645
**	Fundamental All Cap Core Fund	*	38,571
**	Capital Appreciation Fund	*	31,783
**	Domini Social Equity	*	12,231
**	JPM MidCap Value Fund	*	102,992
**	Utilities Fund	*	118,194
**	MFS Utilities	*	74,656
**	John Hancock Disciplined Value	*	103,464
**	The Growth Fund of America	*	24,951
**	Davis New York Venture	*	78,044
**	T. Rowe Price Equity Inc	*	17,513
**	BlackRock Basic Value	*	3,693
**	500 Index Fund	*	36,108
**	Mutual Beacon	*	193,388
**	Washington Mutual Investors	*	4,124
**	T. Rowe Price Cap Appreciation	*	1,863
**	Pax World Balanced Fund	*	8,246
**	Income Fund of America	*	47,937
**	American Balanced Fund	*	9,055
**	BlackRock Global Allocation	*	4,448
**	Mutual Global Discovery	*	10,954
**	High Yield Fund	*	13,370
**	PIMCO Global Bond	*	7,978
**	DFA Inflation-Protected Sec	*	32,876
**	PIMCO Real Return	*	352,861
**	T. Rowe Price Spectrum Inc	*	7,684
**	Strategic Income Opp Fund	*	81

FORM 5500, SCHEDULE H, LINE 4i, SUPPORTING FINANCIAL SCHEDULES
 TELALASKA, INC.
 RETIREMENT SAVINGS PLAN
 Plan Year End: 12/31/2012
 EIN: 92-0139701
 Plan Number: 002
 Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

	(a) (b) & (c) Identity and Description	(d) Cost	(e) Value
	A A R Corporation (210 shares) Common Stock	5,074	3,923
**	PIMCO Total Return	*	135,496
**	Short-Term Federal	*	15,014
**	John Hancock general account:	*	16,713
	Participant loans with interest at 4.25%		221,924
**	Party-in-interest		
*	Participant directed investment		

FORM 5500, SCHEDULE H, LINE 4i, SUPPORTING FINANCIAL SCHEDULES
 TELALASKA, INC.
 RETIREMENT SAVINGS PLAN
 Plan Year End: 12/31/2012
 EIN: 92-0139701
 Plan Number: 002

Schedule H, Line 4i -Schedule of Assets (Acquired and Disposed of Within Year)

(a) & (b) Identity and Description		(c) Cost	(d) Proceeds
Aircastle, 9.750%, 8/1/18	Corporate Bond	23,020	23,020
Albemarle Corporation	Common Stock	3,287	2,726
AT&T, 6.70%, 11/15/13	Corporate Bond	13,370	12,970
Centurylink, 6.450%, 6/15/21	Corporate Bond	28,838	31,032
Colfax Corp	Common Stock	4,675	5,160
DirecTV Hldgs, 3.550%, 3/15/15	Corporate Bond	13,685	13,855
East West Bancorp	Common Stock	2,112	2,110
Equity Lifestyle Properties	Common Stock	2,636	2,556
First Niagara Fncl Gp	Common Stock	2,694	2,295
Ford Motor Co, 7.50%, 7/16/31	Corporate Bond	28,428	29,390
Gaylord Entmt Co	Common Stock	3,213	0
Globe Specialty Metals Inc	Common Stock	1,463	1,194
Health Net Inc	Common Stock	2,612	2,505
Hewlett Packard	Common Stock	36,470	19,694
IPG Photonics Corp	Common Stock	3,840	4,112
LaSalle Hotel Properties	Common Stock	2,665	2,235
Lions Gate Entertainment Corp	Common Stock	3,272	3,403
MFC BHM Class A Fut Class	Partnership	64,500	64,500
Mid Amer Apart Comm Inc	Common Stock	1,528	1,463
OI	Common Stock	0	3,168
Post Holdings	Common Stock	0	373
Range Resources, 5.00%, 2/1/22	Corporate Bond	30,413	29,588
Regeneron Pharm	Common Stock	2,447	2,480
Robecosage Triton Holdback	Partnership	32,571	32,571
Rosetta Resources Inc	Common Stock	3,830	3,811
Rowan Companies Inc	Common Stock	2,770	2,724
Salix Pharm Ltd	Common Stock	1,847	1,786
Shell Intl, 1.875%, 3/25/13	Corporate Bond	13,317	13,209
Spirit Airlines Inc	Common Stock	1,107	1,028
SVB Fncl Grp	Common Stock	2,783	2,713
Telefonica ADR Opt Div Rts	Common Stock	0	0
Tenneco Automotive Inc	Common Stock	2,380	2,237
Tractor Supply Co	Common Stock	3,209	3,118
US Try, 0.500%, 10/15/13 16	Govt Security	162,860	162,623
US Try, 3.75%, 3/15/15	Govt Security	66,044	66,135
US Try, 0.375%, 9/30/12	Govt Security	38,045	38,060
US Airways Group Inc	Common Stock	3,030	2,905
Viropharma Inc	Common Stock	2,076	2,447
Wells Fargo, 1.250%, 2/13/15	Corporate Bond	14,134	14,190
Wellcare Health Plans In	Common Stock	3,922	3,387
Workday Inc	Common Stock	1,818	1,889

FORM 5500, SCHEDULE H, LINE 4j, SUPPORTING FINANCIAL SCHEDULES

TELALASKA, INC.

RETIREMENT SAVINGS PLAN

Plan Year End: 12/31/2012

EIN: 92-0139701

Plan Number: 002

Schedule H, Line 4j, Schedule of 5% transactions

	(a) & (b) Description	(c) Purchases	(d) Sales	(e) Cost	(f) Value	(g) Gain/Loss
**	Active Assets Money Trust	1,519,256	0	0	1,519,256	0
**	Active Assets Money Trust	0	1,458,616	1,458,616	0	0
**	MS Bank	5,012,901	0	0	5,012,901	0
**	MS Bank	0	5,129,756	5,129,756	0	0
**	Party-in-interest					

FORM 5500, SCHEDULE H, LINE 4j, SUPPORTING FINANCIAL SCHEDULES

TELALASKA, INC.

RETIREMENT SAVINGS PLAN

Plan Year End: 12/31/2012

EIN: 92-0139701

Plan Number: 002

Schedule H, Line 4j, Schedule of 5% transactions

	(a) & (b) Description	(c) Purchases	(d) Sales	(e) Cost	(f) Value	(g) Gain/Loss
**	Active Assets Money Trust	1,519,256	0	0	1,519,256	0
**	Active Assets Money Trust	0	1,458,616	1,458,616	0	0
**	MS Bank	5,012,901	0	0	5,012,901	0
**	MS Bank	0	5,129,756	5,129,756	0	0
**	Party-in-interest					

FORM 5500, SCHEDULE H, LINE 4i, SUPPORTING FINANCIAL SCHEDULES

TELALASKA, INC.

RETIREMENT SAVINGS PLAN

Plan Year End: 12/31/2012

EIN: 92-0139701

Plan Number: 002

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

(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
A A R Corporation (210 shares)	Common Stock	5,074	3,923
A O Smith Corp (58 shares)	Common Stock	2,854	3,658
Aaron's Incorporated (320 shares)	Common Stock	6,552	9,050
Ace Ltd (404 shares)	Common Stock	24,708	32,239
Acorda Therapeutics Inc (79 shares)	Common Stock	1,956	1,964
Actuant Corp (202 shares)	Common Stock	5,267	5,638
Aegon NV ADR (1521 shares)	Common Stock	15,249	9,795
Affiliated Mgrs Group Inc (52 shares)	Common Stock	5,246	6,768
AKBank Turk Anonim Sirke ADR (3320 shares)	Common Stock	27,232	33,366
Akzo Nobel NV ADR (380 shares)	Common Stock	6,331	8,550
Alaska Air Group Inc (84 shares)	Common Stock	3,356	3,620
Alexandria Real Estate EQ Inc (320 shares)	Common Stock	21,592	22,182
Align Technology (124 shares)	Common Stock	3,064	3,441
Alkermes Plc (175 shares)	Common Stock	3,082	3,241
Allergan Inc (329 shares)	Common Stock	20,272	30,179
Alliance Data Systems Corp (34 shares)	Common Stock	4,638	4,922
Amazon Com Inc (111 shares)	Common Stock	12,168	27,847
AMC Networks Inc (217 shares)	Common Stock	11,362	10,742
Amcol Intl Corp (263 shares)	Common Stock	8,957	8,069
Amedisys Inc (246 shares)	Common Stock	7,458	2,782
Amer Intl Gp Inc (946 shares)	Common Stock	30,002	33,394
America Movil SA DE CV ADR (2630 shares)	Common Stock	55,755	60,858
American Campus Cmmtys Inc (600 shares)	Common Stock	21,505	27,678
American Capital Mortgage (138 shares)	Common Stock	3,480	3,253
American Eq. Invt. Life (420 shares)	Common Stock	5,044	5,128
American Tower Reit Com (564 shares)	Common Stock	27,357	43,580
Anadarko Pete (540 shares)	Common Stock	39,879	40,127
Anglogold Ashanti Limited (1175 shares)	Common Stock	41,640	36,860
Ann Inc Com (120 shares)	Common Stock	2,807	4,061
AON Plc (484 shares)	Common Stock	0	26,915
Apache Corp (441 shares)	Common Stock	37,707	34,619
Apple Inc (123 shares)	Common Stock	27,382	65,457
Applied Materials Inc (630 shares)	Common Stock	7,127	7,207
Arm Holdings (713 shares)	Common Stock	18,651	26,973
Armstrong World Inds Inc (56 shares)	Common Stock	2,430	2,841
Ascena Retail Group Inc (228 shares)	Common Stock	4,693	4,211
Assoc Estates Realty (860 shares)	Common Stock	12,159	13,863
Astellas Pharm. (140 shares)	Common Stock	7,097	6,279
Astoria Financial Corp (515 shares)	Common Stock	6,794	4,820
Astrazeneca PLC Ads (245 shares)	Common Stock	12,483	11,581

FORM 5500, SCHEDULE H, LINE 4i, SUPPORTING FINANCIAL SCHEDULES
 TELALASKA, INC.
 RETIREMENT SAVINGS PLAN
 Plan Year End: 12/31/2012
 EIN: 92-0139701
 Plan Number: 002
 Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
A A R Corporation (210 shares)	Common Stock	5,074	3,923
Athenahealth Inc (34 shares)	Common Stock	2,550	2,492
Autodesk Inc (725 shares)	Common Stock	23,877	25,629
Avalonbay Comm Inc (160 shares)	Common Stock	18,580	21,694
AXA Ads (350 shares)	Common Stock	7,508	6,377
B & G Foods Inc (169 shares)	Common Stock	4,933	4,784
Baidu Inc (274 shares)	Common Stock	30,258	27,480
Ball Corporation (72 shares)	Common Stock	2,718	3,222
Banco Do Brasil ADR (6395 shares)	Common Stock	94,932	81,025
Banco Macro S.A. Spons ADR (1362 shares)	Common Stock	34,405	24,707
Banco Santander Brasil (630 shares)	Common Stock	4,589	4,586
Barclays PLC ADR (365 shares)	Common Stock	9,899	6,322
Barnes Group Inc (117 shares)	Common Stock	2,378	2,628
Barrick Gold Corp (558 shares)	Common Stock	15,112	19,536
BASF SE SP ADR (130 shares)	Common Stock	8,515	12,350
Best Buy Co (527 shares)	Common Stock	11,514	6,245
BHP Billiton Ltd (385 shares)	Common Stock	25,715	30,192
Bidvest Group Ltd ADR (847 shares)	Common Stock	37,846	43,959
Biogen Idec Inc (160 shares)	Common Stock	24,156	23,419
Biomarin Pharm. (61 shares)	Common Stock	2,966	3,001
Boston Properties Inc (190 shares)	Common Stock	17,107	20,104
BP PLC Ads (360 shares)	Common Stock	15,801	14,990
Brandywine Realty Tr SBI (1150 shares)	Common Stock	12,519	14,019
Bristow Group Inc (285 shares)	Common Stock	12,232	15,293
British Amer Tob Spon ADR (160 shares)	Common Stock	14,240	16,200
Broadcom Corp (745 shares)	Common Stock	23,706	24,742
Brookfield Asset Mgmt CI (167 shares)	Common Stock	4,854	6,121
Brown & Brown Inc (141 shares)	Common Stock	3,695	3,590
Brucker Corporation (207 shares)	Common Stock	2,775	3,154
Brunswick Corp (163 shares)	Common Stock	3,935	4,742
CA Incorporated (2219 shares)	Common Stock	43,845	48,774
Cablevision Systems Corp (1735 shares)	Common Stock	24,120	25,921
Cabot Microelectronics Corp (171 shares)	Common Stock	7,189	6,072
Cadence Design System (488 shares)	Common Stock	4,958	6,593
Camden Property Trust (250 shares)	Common Stock	13,374	17,053
Canadian Natl Railway Co (220 shares)	Common Stock	15,265	20,022
Canadian Natural Resources (2076 shares)	Common Stock	70,322	59,934
Canon Inc ADR (280 shares)	Common Stock	9,771	10,979
Cantel Medical Corp (200 shares)	Common Stock	2,850	5,946
Capital One Financial Corp (300 shares)	Common Stock	16,812	17,379

FORM 5500, SCHEDULE H, LINE 4i, SUPPORTING FINANCIAL SCHEDULES

TELALASKA, INC.

RETIREMENT SAVINGS PLAN

Plan Year End: 12/31/2012

EIN: 92-0139701

Plan Number: 002

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

(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
A A R Corporation (210 shares)	Common Stock	5,074	3,923
Carrefour SA Unspn ADR (2353 shares)	Common Stock	14,008	12,118
Cash Amer International Inc (214 shares)	Common Stock	8,466	8,489
Catamaran Corp (122 shares)	Common Stock	3,865	5,746
CBL & Assoc PPTYS Inc (700 shares)	Common Stock	12,164	14,847
CDN Pacific Ry Ltd (215 shares)	Common Stock	14,178	21,848
Cemex SAB DE CV (386 shares)	Common Stock	2,643	3,810
Centene Corporation (49 shares)	Common Stock	2,148	2,009
Centrais Electricas CD ADR (530 shares)	Common Stock	5,442	1,654
Cepheid Inc (109 shares)	Common Stock	3,984	3,691
Cerner Corp (376 shares)	Common Stock	13,869	29,144
Charles Schwab (1088 shares)	Common Stock	17,768	15,624
Checkpoint Sys Incorporated (307 shares)	Common Stock	4,813	3,297
Chemtura Corp (204 shares)	Common Stock	4,136	4,337
Childrens Plc Retail Sto (81 shares)	Common Stock	3,867	3,588
China Construction Bank Corp (5194 shares)	Common Stock	79,730	84,299
China Mobile Ltd (1178 shares)	Common Stock	61,686	69,172
Cielo SA Sponsored ADR (2577 shares)	Common Stock	33,979	74,346
Ciena Corp (227 shares)	Common Stock	4,491	3,564
Cisco Sys Inc (1879 shares)	Common Stock	31,898	36,921
Citigroup Inc (1150 shares)	Common Stock	23,082	45,494
Citrix Systems Inc (265 shares)	Common Stock	16,211	17,389
Clean Harbors (96 shares)	Common Stock	4,431	5,281
Clicks Group Ltd ADR (1595 shares)	Common Stock	40,171	49,668
Cnooc Ltd (205 shares)	Common Stock	40,206	45,100
Cognizant Solutions (335 shares)	Common Stock	16,832	24,751
Comcast Corp (1555 shares)	Common Stock	55,799	55,856
Commercial Intl Bank Ltd ADR (4967 shares)	Common Stock	25,524	29,802
Commvault Systems Inc (83 shares)	Common Stock	4,623	5,782
Comp De BEB Ambev ADR (1077 shares)	Common Stock	32,741	45,223
Core Laboratories N V (211 shares)	Common Stock	13,244	23,064
Costco Wholesale (210 shares)	Common Stock	13,837	20,733
Covance Inc (183 shares)	Common Stock	9,034	10,572
Covidien Plc (275 shares)	Common Stock	15,923	15,879
Cree Research Inc (755 shares)	Common Stock	24,099	25,655
CRH Plc ADR (715 shares)	Common Stock	14,092	14,543
Crown Hldgs Inc (123 shares)	Common Stock	4,243	4,528
Cubist Pharmaceuticals Inc (46 shares)	Common Stock	1,563	1,934
CVS Caremark Corp (453 shares)	Common Stock	14,409	21,903
Cytex Industries Inc (65 shares)	Common Stock	3,643	4,474

FORM 5500, SCHEDULE H, LINE 4i, SUPPORTING FINANCIAL SCHEDULES
 TELALASKA, INC.
 RETIREMENT SAVINGS PLAN
 Plan Year End: 12/31/2012
 EIN: 92-0139701
 Plan Number: 002
 Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
A A R Corporation (210 shares)	Common Stock	5,074	3,923
DAI Nippon Prtg Ltd Japan (430 shares)	Common Stock	4,300	3,337
Daiichi Sankyo Co ADR (555 shares)	Common Stock	9,491	8,458
Daimler (145 shares)	Common Stock	6,671	7,919
Dana Holding Corp (224 shares)	Common Stock	3,023	3,497
Dealertrack Technologies Inc (161 shares)	Common Stock	4,429	4,624
Deutsche Telekom AG 1 Ord 1 A (785 shares)	Common Stock	15,894	8,919
Diageo Plc Spon ADR (140 shares)	Common Stock	12,710	16,321
Digital Realty Trust Inc (291 shares)	Common Stock	18,295	19,756
Digital River (318 shares)	Common Stock	8,046	4,573
DirecTV Com (325 shares)	Common Stock	16,068	16,302
Dolby Cla A Com Stk (740 shares)	Common Stock	24,167	21,704
Douglas Emmett Inc (730 shares)	Common Stock	13,279	17,009
Dunkin Brands Group Inc (170 shares)	Common Stock	4,812	5,641
Eastgroup Properties Inc (290 shares)	Common Stock	12,810	15,605
Eaton Corp Plc (271 shares)	Common Stock	5,703	14,683
Eaton Vance CP (239 shares)	Common Stock	6,379	7,612
EMC Corp Mass (436 shares)	Common Stock	10,187	11,031
Energys (289 shares)	Common Stock	7,355	10,875
ENI SPA Amer Dep Rcpt (240 shares)	Common Stock	10,817	11,794
Ensign Energy Services (195 shares)	Common Stock	2,664	3,013
Entergris (718 shares)	Common Stock	6,229	6,591
EPR PPTYS Com (445 shares)	Common Stock	19,212	20,519
Equinix Inc (126 shares)	Common Stock	22,747	25,981
Ericsson Lm Tel ADR CL B (955 shares)	Common Stock	12,082	9,646
Essex Property Trust Inc (125 shares)	Common Stock	16,839	18,331
Factset Research Systems Inc (39 shares)	Common Stock	3,645	3,434
Fastenal Co (622 shares)	Common Stock	28,637	29,016
Fedl Rlty Invt Trust SBI (195 shares)	Common Stock	16,780	20,284
Fifth & Pacific Companies (309 shares)	Common Stock	3,366	3,847
Finisar Com (226 shares)	Common Stock	4,234	3,682
Finning Intl Inc (50 shares)	Common Stock	1,235	1,228
First Pac Ltd Sp ADR (1610 shares)	Common Stock	6,516	8,903
First Potomac Realty Trust (371 shares)	Common Stock	4,859	4,586
Flextronics Intl Ltd (1000 shares)	Common Stock	7,162	6,210
Flir Systems Inc (405 shares)	Common Stock	7,945	9,038
Fluor Corp (455 shares)	Common Stock	24,109	26,727
Forest Laboratories Inc (1130 shares)	Common Stock	39,696	39,912
Fortinet Inc (217 shares)	Common Stock	4,426	4,561
France Telecom (1084 shares)	Common Stock	19,138	11,978

FORM 5500, SCHEDULE H, LINE 4i, SUPPORTING FINANCIAL SCHEDULES

TELALASKA, INC.

RETIREMENT SAVINGS PLAN

Plan Year End: 12/31/2012

EIN: 92-0139701

Plan Number: 002

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

(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
A A R Corporation (210 shares)	Common Stock	5,074	3,923
Franklin Electric Co (189 shares)	Common Stock	8,868	11,724
Freeport McMoran CP&GLD (310 shares)	Common Stock	11,854	10,602
Fresh Market Inc (The) (69 shares)	Common Stock	3,553	3,318
Fujifilm Hldgs Corp ADR (315 shares)	Common Stock	8,877	6,309
Fusion-IO Inc (138 shares)	Common Stock	3,190	3,164
Gartner Inc (115 shares)	Common Stock	4,575	5,292
Gazprom O A O ADR (4255 shares)	Common Stock	45,588	41,401
GDF Suez Spon ADR (802 shares)	Common Stock	18,631	16,874
General Mtrs Co (1170 shares)	Common Stock	35,127	33,731
Genesee & Wyoming Inc A (77 shares)	Common Stock	3,624	5,858
Glaxosmithkline Plc Ads (230 shares)	Common Stock	10,984	9,998
Global Payment Inc (211 shares)	Common Stock	7,795	9,558
GNC Holdings, Inc (135 shares)	Common Stock	3,328	4,493
Goldman Sachs Grp Inc (218 shares)	Common Stock	31,183	27,808
Google Inc Cl A (48 shares)	Common Stock	21,848	33,954
Grupo Televisa S.A.Global Dep (1653 shares)	Common Stock	33,325	43,937
H Lundbeck A/S Spons ADR Lev 1 (330 shares)	Common Stock	7,854	4,802
Hain Celestial Group Inc (88 shares)	Common Stock	2,661	4,771
Halliburton Co (550 shares)	Common Stock	15,162	19,080
Harsco Corp (290 shares)	Common Stock	7,140	6,815
Hartford Fin Sers Grp In (1943 shares)	Common Stock	43,665	43,601
HCP Incorporated (315 shares)	Common Stock	11,921	14,225
Health Care Reit Inc (355 shares)	Common Stock	17,932	21,758
Healthsouth CP (100 shares)	Common Stock	2,589	2,111
Healthways Inc (230 shares)	Common Stock	5,210	2,461
Helen of Troy (284 shares)	Common Stock	8,525	9,491
Hexcel Corp New (544 shares)	Common Stock	11,226	14,666
HMS holdings Corp (141 shares)	Common Stock	3,651	3,655
Honda Motor Company Ltd ADR (170 shares)	Common Stock	5,965	6,280
Hospitality PPTYS TR Com SBI (830 shares)	Common Stock	19,043	19,439
Host Hotel & Resorts Inc. (1245 shares)	Common Stock	17,788	19,509
HSBC Holdings Plc Spon ADR (115 shares)	Common Stock	5,393	6,103
IAC Interactive Corp Com (94 shares)	Common Stock	3,546	4,441
Illumina Inc (61 shares)	Common Stock	2,997	3,391
Immunogen Inc (660 shares)	Common Stock	7,963	8,415
Ingersoll-Rand Plc (669 shares)	Common Stock	21,553	32,085
Intesa Sanpaolo S.P.A. ADR (735 shares)	Common Stock	18,965	7,820
Intuitive Surgical Inc (30 shares)	Common Stock	8,053	14,711
Ishares Barclays Tips Bd (3075 shares)	Common Stock	322,242	373,387

FORM 5500, SCHEDULE H, LINE 4i, SUPPORTING FINANCIAL SCHEDULES

TELALASKA, INC.

RETIREMENT SAVINGS PLAN

Plan Year End: 12/31/2012

EIN: 92-0139701

Plan Number: 002

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

(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
A A R Corporation (210 shares)	Common Stock	5,074	3,923
Isis Pharm Inc (865 shares)	Common Stock	7,900	9,031
Italcementi Fabrich Riunte ADR (580 shares)	Common Stock	8,594	3,213
ITC Holdings (69 shares)	Common Stock	4,093	5,307
Itron Inc (198 shares)	Common Stock	9,704	8,821
J Sainsbury PLC Spon ADR (330 shares)	Common Stock	8,543	7,488
Jarden Corp (99 shares)	Common Stock	4,515	5,118
JDS Uniphase (228 shares)	Common Stock	2,690	3,078
Jefferies Group Inc New (437 shares)	Common Stock	7,588	8,115
Jones Lang Lasalle Inc (53 shares)	Common Stock	3,721	4,449
JP Morgan Chase & Co (537 shares)	Common Stock	19,551	23,611
KB Financial Group Inc ADR (1491 shares)	Common Stock	53,892	53,527
Kennametal Inc (74 shares)	Common Stock	2,971	2,960
Kimberly Clark Spon ADR (4254 shares)	Common Stock	35,416	54,877
Kingfisher PLC Spons ADR (645 shares)	Common Stock	5,730	5,960
KOC Holding AS ADR (1948 shares)	Common Stock	33,218	50,960
Koninklijke Ahold ADR (675 shares)	Common Stock	6,714	9,180
L-3 Communications (420 shares)	Common Stock	31,955	32,180
Lam Research Corp (147 shares)	Common Stock	953	5,311
Lexington Realty Trust (1520 shares)	Common Stock	12,479	15,884
Liberty Interactive Co (840 shares)	Common Stock	16,124	16,531
Liberty Media Co (145 shares)	Common Stock	16,199	16,822
Life Technologies Corp (498 shares)	Common Stock	22,815	24,417
Life Time Fitness Inc (349 shares)	Common Stock	12,175	17,174
Lincoln Elec Hldgs (108 shares)	Common Stock	5,154	5,257
Lincoln Ntl Corp Ind (445 shares)	Common Stock	11,927	11,526
Lindsay Mfg Co (68 shares)	Common Stock	4,864	5,448
Linkedin Corp (128 shares)	Common Stock	12,772	14,697
Littelfuse Inc (142 shares)	Common Stock	7,725	8,763
LKQ Corporation (247 shares)	Common Stock	3,066	5,212
Loews Corp (525 shares)	Common Stock	17,572	21,394
LTC Properties Inc (315 shares)	Common Stock	9,076	11,085
Lufkin Ind (121 shares)	Common Stock	4,973	7,034
Manulife Financial Corp (440 shares)	Common Stock	7,425	5,980
Marks & Spencer Grp PLC ADR (567 shares)	Common Stock	7,104	7,065
Marriott Vacations Worldwide (140 shares)	Common Stock	4,662	5,834
Mead Johnson Nutrition Co (316 shares)	Common Stock	19,192	20,821
Medical Properties Trust Inc (693 shares)	Common Stock	6,440	8,288
Medivation Inc (62 shares)	Common Stock	2,956	3,172
Mednax Inc (144 shares)	Common Stock	8,724	11,451

FORM 5500, SCHEDULE H, LINE 4i, SUPPORTING FINANCIAL SCHEDULES

TELALASKA, INC.

RETIREMENT SAVINGS PLAN

Plan Year End: 12/31/2012

EIN: 92-0139701

Plan Number: 002

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

(a) (b) & (c) Identity and Description	(d) Cost	(e) Value
A A R Corporation (210 shares)	Common Stock	5,074 3,923
Mellanox Tech Ltd (52 shares)	Common Stock	2,035 3,088
Merck & Co Inc New Com (447 shares)	Common Stock	13,519 18,300
Meritage Home Corporation (268 shares)	Common Stock	8,855 10,010
Metlife Incorporated (1007 shares)	Common Stock	32,316 33,171
Micros Syst (88 shares)	Common Stock	4,159 3,735
Microsemi Corp (165 shares)	Common Stock	3,168 3,472
Microsoft Corp (871 shares)	Common Stock	20,787 23,264
Mitsubishi UFJ Fincl Grp ADS (1245 shares)	Common Stock	10,463 6,748
Mobile Telesystems OJSC (3294 shares)	Common Stock	63,949 61,433
Monmouth RI Est Invt Cp A (670 shares)	Common Stock	6,225 6,941
Moog Inc Cl A (189 shares)	Common Stock	6,046 7,755
MRC Global Inc (119 shares)	Common Stock	3,036 3,306
MS Emerging Mkts Domestic Debt (35713 shares)	Common Stock	564,074 601,409
MS&AD Ins Group Hldgs (955 shares)	Common Stock	13,191 9,455
Nabors Industries Ltd (1860 shares)	Common Stock	33,184 26,877
National Oilwell Varco Inc (456 shares)	Common Stock	30,950 31,168
National Retail Properties (510 shares)	Common Stock	13,221 15,912
Nedbank Grp Ltd Spon ADR (2157 shares)	Common Stock	34,582 48,619
Nestle Spon ADR Rep Reg (347 shares)	Common Stock	17,496 22,614
Netease.com Inc Ads (628 shares)	Common Stock	26,259 26,709
Netsuite Inc (67 shares)	Common Stock	4,345 4,509
Newpark Res (859 shares)	Common Stock	5,848 6,743
Nippon Telegraph&Telephone Ads (625 shares)	Common Stock	14,995 13,144
Noble Corp (825 shares)	Common Stock	29,639 28,727
Noble Energy Inc (115 shares)	Common Stock	6,785 11,700
Northwest Bancshares Inc (205 shares)	Common Stock	2,522 2,489
Novartis Ag ADR (185 shares)	Common Stock	10,144 11,711
NRG Energy Inc (654 shares)	Common Stock	16,499 15,036
Nucor Corporation (595 shares)	Common Stock	24,174 25,680
NVR Incorporated (3 shares)	Common Stock	2,629 2,760
Oasis Petroleum Inc (97 shares)	Common Stock	3,084 3,085
Occidental Petroleum Corp (486 shares)	Common Stock	40,710 37,233
Oceaneering Intl Inc (521 shares)	Common Stock	16,006 28,025
Oil Co Lukoil Spn ADR (790 shares)	Common Stock	45,910 53,325
Oil States Intl Inc (72 shares)	Common Stock	5,078 5,151
ON Semiconductor Corp (452 shares)	Common Stock	3,997 3,187
Oneok Inc (279 shares)	Common Stock	6,107 11,927
Onyx Pharmaceuticals Inc (36 shares)	Common Stock	3,001 2,719
Opentable Inc (94 shares)	Common Stock	4,905 4,587

FORM 5500, SCHEDULE H, LINE 4i, SUPPORTING FINANCIAL SCHEDULES
 TELALASKA, INC.
 RETIREMENT SAVINGS PLAN
 Plan Year End: 12/31/2012
 EIN: 92-0139701
 Plan Number: 002
 Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
A A R Corporation (210 shares)	Common Stock	5,074	3,923
Optimer Pharmaceuticals Inc (186 shares)	Common Stock	2,346	1,683
Orascom Constr Inds (932 shares)	Common Stock	43,138	39,097
Oriflame Cosmetics SA ADR (2307 shares)	Common Stock	54,092	36,612
Paccar Inc (393 shares)	Common Stock	13,917	17,768
Pall Corporation (405 shares)	Common Stock	23,270	24,405
Partnerre Hldgs (70 shares)	Common Stock	5,462	5,634
Pentair Ltd (250 shares)	Common Stock	12,035	12,288
Petroleo Brasileiro SA ADR (480 shares)	Common Stock	11,415	9,269
Pfizer Inc. (1512 shares)	Common Stock	27,293	37,920
Pharmacyclics Inc (44 shares)	Common Stock	2,369	2,542
Philip Morris Intl Inc (133 shares)	Common Stock	5,733	11,124
Philippine Lg Dist Tel Spn ADR (987 shares)	Common Stock	53,835	60,513
Pitney Bowes Inc (545 shares)	Common Stock	15,006	5,799
Plum Creek Timber Co Inc REI (255 shares)	Common Stock	9,534	11,314
Polyone Corp (254 shares)	Common Stock	4,085	5,187
Portugal Telecom SGPS Sa (472 shares)	Common Stock	4,250	2,351
Posco (100 shares)	Common Stock	7,865	8,215
Potash CP of Saskatchewan (660 shares)	Common Stock	22,453	26,855
PPC Limited ADR (3401 shares)	Common Stock	2,555	27,310
Praxair Inc (247 shares)	Common Stock	21,972	27,034
Precision Castparts Corp (156 shares)	Common Stock	22,321	29,550
Priceline.com Inc (38 shares)	Common Stock	11,991	23,575
Protective Life CP (344 shares)	Common Stock	7,356	9,832
PT BK Mandiri Persero TBK (5911 shares)	Common Stock	41,761	49,558
PT Semen Gresik Persero ADR (909 shares)	Common Stock	18,972	29,179
PT Telekomunikasi Indonesia (1702 shares)	Common Stock	58,888	62,889
PT United Tractors ADR (876 shares)	Common Stock	33,801	35,277
PTT Exploration & Produc ADR (2480 shares)	Common Stock	28,101	27,230
Public Storage (255 shares)	Common Stock	29,325	36,965
PVH Corporation (53 shares)	Common Stock	2,619	5,884
Qlik Technologies (189 shares)	Common Stock	4,410	4,105
Qualcomm Inc (777 shares)	Common Stock	33,527	48,065
Questcor Pharm Inc (99 shares)	Common Stock	3,819	2,645
Raymond James Fincl Inc (295 shares)	Common Stock	7,306	11,366
Rayonier Incorporated (440 shares)	Common Stock	20,172	22,805
Raytheon Co (305 shares)	Common Stock	13,099	17,556
Realty Income Corp (445 shares)	Common Stock	14,810	17,894
Reinsurance Group of America (156 shares)	Common Stock	6,360	8,349
RIO Tinto Plc Spon ADR (550 shares)	Common Stock	26,115	31,950

FORM 5500, SCHEDULE H, LINE 4i, SUPPORTING FINANCIAL SCHEDULES
 TELALASKA, INC.
 RETIREMENT SAVINGS PLAN
 Plan Year End: 12/31/2012
 EIN: 92-0139701
 Plan Number: 002
 Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
A A R Corporation (210 shares)	Common Stock	5,074	3,923
Robert Half Int (183 shares)	Common Stock	5,592	5,823
Rockwood Hldgs Inc (86 shares)	Common Stock	3,209	4,254
Royal Gold Inc (30 shares)	Common Stock	2,638	2,441
Ryman Hospitality Pptys Inc (93 shares)	Common Stock	614	3,577
Salesforce.com, Inc (215 shares)	Common Stock	18,767	36,142
Sandisk Corp (605 shares)	Common Stock	24,053	26,318
Sanlam Ltd ADR (1521 shares)	Common Stock	22,256	40,824
Sanofi ADR (1315 shares)	Common Stock	46,731	62,305
SBA Communications Corp (234 shares)	Common Stock	8,366	16,609
Sberbank Russia ADR (5973 shares)	Common Stock	72,432	75,021
Schlumberger Ltd (811 shares)	Common Stock	56,619	56,201
Seagate Technology (1510 shares)	Common Stock	39,335	45,934
Seattle Genetics Inc (71 shares)	Common Stock	1,417	1,645
Seiko Epson Corp Suwa ADR (2480 shares)	Common Stock	14,278	9,846
Senior Hsg Pptys TR SBI (600 shares)	Common Stock	13,521	14,184
Seven & I Hldgs Co Ltd ADR (75 shares)	Common Stock	3,771	4,226
Shinhan Financial Group Co Ltd (1525 shares)	Common Stock	55,791	55,876
Shoprite Holdings Ltd ADR (994 shares)	Common Stock	23,031	48,557
Silver Wheaton Corp (651 shares)	Common Stock	20,788	23,488
Simon PPTY Group Inc (410 shares)	Common Stock	44,092	64,817
Sirona Dental Systems In (52 shares)	Common Stock	2,495	3,352
Six Flags Entertainment Corp (99 shares)	Common Stock	5,166	6,059
SK Telecom Co Ltd (195 shares)	Common Stock	4,427	3,087
Skyworks Solutions Inc (126 shares)	Common Stock	2,717	2,558
SM Energy Company (100 shares)	Common Stock	5,601	5,221
Snap-On Inc (171 shares)	Common Stock	8,069	13,507
Sony Corp ADR 1974 (265 shares)	Common Stock	8,299	2,968
Sotheby's (75 shares)	Common Stock	2,652	2,522
South Jersey Ind Inc (190 shares)	Common Stock	8,205	9,563
Sovran Self Storage Inc (69 shares)	Common Stock	3,440	4,285
SPX Cp (54 shares)	Common Stock	3,868	3,788
Standard Bank Grp Ltd Spon (2531 shares)	Common Stock	23,558	36,004
Starbucks Corp (556 shares)	Common Stock	27,699	29,818
State Auto Finl Cp (192 shares)	Common Stock	4,529	2,869
Stmicroelectronics NV (655 shares)	Common Stock	7,529	4,742
Suez Environment ADR (1080 shares)	Common Stock	5,572	6,534
Sumitomo Mitsui Finl Grp ADR (897 shares)	Common Stock	4,974	6,584
Suncor Energy Inc (860 shares)	Common Stock	28,501	28,363
Swift Energy Co (409 shares)	Common Stock	8,772	6,295

FORM 5500, SCHEDULE H, LINE 4i, SUPPORTING FINANCIAL SCHEDULES
 TELALASKA, INC.
 RETIREMENT SAVINGS PLAN
 Plan Year End: 12/31/2012
 EIN: 92-0139701
 Plan Number: 002
 Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
A A R Corporation (210 shares)	Common Stock	5,074	3,923
Swiss Re Ltd Spon ADR (160 shares)	Common Stock	10,939	11,568
Taiwan Smcndctr Mfg Co Ltd ADR (4344 shares)	Common Stock	49,614	74,543
Takeda Pharmaceutical Co Ltd (375 shares)	Common Stock	9,412	8,325
Talisman Energy Inc (4076 shares)	Common Stock	60,552	46,181
Tanger Factory Outlet Centers (693 shares)	Common Stock	19,984	23,701
Taubman Centers Inc (47 shares)	Common Stock	3,507	3,700
TDK CP ADR (105 shares)	Common Stock	5,795	3,838
TE Connectivity Ltd (1275 shares)	Common Stock	41,656	47,328
Tech Resources Ltd (163 shares)	Common Stock	5,750	5,925
Telecom Italia SPA Ads (1301 shares)	Common Stock	25,280	11,774
Teledyne Tech Inc (133 shares)	Common Stock	6,094	8,654
Telefonica Brasil SA Spon ADR (189 shares)	Common Stock	4,993	4,547
Telefonica SA ADR (325 shares)	Common Stock	4,386	4,384
Tenaris S.A. (605 shares)	Common Stock	22,406	25,362
Tesco Plc Spon ADR (550 shares)	Common Stock	8,558	9,119
Tetra Tech Inc (210 shares)	Common Stock	5,173	5,559
Teva Pharmaceuticals ADR (650 shares)	Common Stock	28,658	24,271
Texas Cap Bncshs Inc (108 shares)	Common Stock	4,856	4,841
The ADT Corporation Com (270 shares)	Common Stock	11,996	12,552
The Mosaic Co (252 shares)	Common Stock	13,876	14,271
The Scotts Miracle-Gro Co (153 shares)	Common Stock	5,909	6,740
Theravance Inc (101 shares)	Common Stock	2,244	2,246
Thoratec Corp New (71 shares)	Common Stock	2,108	2,664
Tiger Brands Ltd Spon ADR (1053 shares)	Common Stock	25,014	40,972
Tim Participacoes SA Spon (470 shares)	Common Stock	9,651	9,315
Time Warner Inc (640 shares)	Common Stock	20,985	30,611
Timken Co (224 shares)	Common Stock	7,050	10,714
Toki Marine Holdings Inc ADR (327 shares)	Common Stock	9,105	9,104
Total S A Spon ADR (285 shares)	Common Stock	15,327	14,823
Towers Watson & Co. (61 shares)	Common Stock	3,239	3,429
Toyota Motor CP ADR (130 shares)	Common Stock	9,939	12,123
Transocean Ltd (619 shares)	Common Stock	34,842	27,645
Trimble Nav Ltd (43 shares)	Common Stock	1,752	2,571
Triumph Group Inc (88 shares)	Common Stock	5,620	5,746
Trustmark CP (381 shares)	Common Stock	7,963	8,557
Tupperware Brands Corp (78 shares)	Common Stock	3,607	5,000
Turkcell Iletism Hizm As New (3819 shares)	Common Stock	57,770	61,639
TW Telecom Inc (106 shares)	Common Stock	2,604	2,700
Two Harbors Invt Corp (433 shares)	Common Stock	4,597	4,798

FORM 5500, SCHEDULE H, LINE 4i, SUPPORTING FINANCIAL SCHEDULES
 TELALASKA, INC.
 RETIREMENT SAVINGS PLAN
 Plan Year End: 12/31/2012
 EIN: 92-0139701
 Plan Number: 002
 Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

(a) (b) & (c) Identity and Description	(d) Cost	(e) Value
A A R Corporation (210 shares)	Common Stock 5,074	3,923
Tyco International Ltd (860 shares)	Common Stock 24,045	25,155
UBS Ag (1188 shares)	Common Stock 15,773	18,699
Ulta Salon Cos & Fragr Inc (45 shares)	Common Stock 4,217	4,422
Unilever NV NY Sh (590 shares)	Common Stock 17,801	22,597
Union Pacific Corp (152 shares)	Common Stock 8,598	19,109
United Bankshares Inc (275 shares)	Common Stock 7,321	6,694
United Fire Group Inc (188 shares)	Common Stock 4,629	4,106
United Natural Foods Inc (75 shares)	Common Stock 3,239	4,019
United Rentals Inc (110 shares)	Common Stock 3,209	5,007
Unitedhealth Group Inc (890 shares)	Common Stock 47,838	48,274
Universal Health Services (89 shares)	Common Stock 3,757	4,303
Unumprovident Corp (1708 shares)	Common Stock 38,490	35,561
URS Corp (148 shares)	Common Stock 6,163	5,811
Vale S.A (1290 shares)	Common Stock 30,348	27,038
Valspar Corp (321 shares)	Common Stock 12,498	20,030
Ventas Inc (250 shares)	Common Stock 13,047	16,180
Verisk Analytics (404 shares)	Common Stock 19,690	20,592
Vertex Pharmaceuticals (410 shares)	Common Stock 16,241	17,179
Viacom Inc New Cl B (670 shares)	Common Stock 15,865	35,336
Visa Inc Cl A (197 shares)	Common Stock 13,850	29,861
Vivus Incorporated (138 shares)	Common Stock 2,843	1,852
VMWare Inc (234 shares)	Common Stock 20,068	22,029
Vodacom Group Ltd ADR (2063 shares)	Common Stock 25,019	31,048
Vodafone Gp PLC (300 shares)	Common Stock 7,989	7,557
Volcano Corp (146 shares)	Common Stock 3,911	3,447
Wabco Hldgs Inc (58 shares)	Common Stock 3,114	3,781
Warner Chilcott Plc (132 shares)	Common Stock 1,681	1,589
Waste Connections (157 shares)	Common Stock 3,860	5,305
Watsco Inc (42 shares)	Common Stock 3,063	3,146
Weatherford Internationa (6745 shares)	Common Stock 79,510	75,477
Weichai Pwr Co LTD ADR (2387 shares)	Common Stock 47,493	43,229
Weight Watchers Intl Inc (59 shares)	Common Stock 3,212	3,089
Weingarten Realty Inv SBI (540 shares)	Common Stock 12,575	14,456
Wells Fargo & Co New (810 shares)	Common Stock 18,789	27,686
Wex Inc (73 shares)	Common Stock 3,315	5,502
WGL Hldgs Inc (217 shares)	Common Stock 6,777	8,504
Whitewave Foods Corp (146 shares)	Common Stock 2,383	2,269
Whiting Petroleum Corp (56 shares)	Common Stock 2,471	2,429
Wolters Kluwer NV Spon ADR (516 shares)	Common Stock 6,373	10,666

FORM 5500, SCHEDULE H, LINE 4i, SUPPORTING FINANCIAL SCHEDULES

TELALASKA, INC.

RETIREMENT SAVINGS PLAN

Plan Year End: 12/31/2012

EIN: 92-0139701

Plan Number: 002

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

(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
A A R Corporation (210 shares)	Common Stock	5,074	3,923
Woolworths Hldgs Ltd (501 shares)	Common Stock	32,148	42,805
WPX Energy Inc (156 shares)	Common Stock	2,480	2,321
Wynn Macau Ltd ADR (894 shares)	Common Stock	25,351	24,496
YARA Intl ASA Spons ADR (25 shares)	Common Stock	956	1,244
YPF Sociedad (992 shares)	Common Stock	38,186	14,434
Zioins Bancorp (230 shares)	Common Stock	4,917	4,922
AMC Entertain. 8.750%, 6/1/19	Corporate Bond	35,183	34,333
Amer Express, 7.25%, 5/20/14	Corporate Bond	95,528	95,763
Ameristar Cas. 7.50%, 4/15/21	Corporate Bond	43,347	44,434
Amex, 5.125%, 8/25/14	Corporate Bond	5,521	5,357
AT&T Inc, 5.50%, 2/01/18	Corporate Bond	87,260	96,495
AT&T, 2.50%, 8/15/15	Corporate Bond	5,255	5,213
BB&T, 3.95%, 4/29/16	Corporate Bond	90,544	95,960
Bear Stearns, 5.70%, 11/15/14	Corporate Bond	5,424	5,433
Cablevision 7.625%, 7/15/18	Corporate Bond	41,221	43,890
Caterpillar Finl 1.625% 6/1/17	Corporate Bond	94,874	95,768
Caterpillar, 6.125%, 2/17/14	Corporate Bond	5,543	5,331
CCO Hldgs, 7.00%, 1/15/19	Corporate Bond	43,968	43,150
CIT Group, 5.00%, 5/15/17	Corporate Bond	44,802	45,580
Comcast Corp, 5.150%, 3/1/20	Corporate Bond	86,080	96,006
Conocophillips, 4.75%, 2/1/14	Corporate Bond	3,122	3,136
Consol Energy, 8.250%, 4/01/20	Corporate Bond	45,636	44,383
Constellation 7.25%, 9/01/16	Corporate Bond	32,106	34,650
Davita Inc. 6.375%, 11/1/18	Corporate Bond	42,659	43,973
Dell Inc, 2.30%, 9/10/15	Corporate Bond	5,219	5,138
DirecTV Hldgs, 3.125%, 2/15/16	Corporate Bond	5,329	5,236
Dow Chemical, 5.90%, 2/15/15	Corporate Bond	5,699	5,516
Echostar Corp 7.125%, 2/01/16	Corporate Bond	41,764	43,680
Enterprise Prod 4.050% 2/15/22	Corporate Bond	73,996	77,375
GE Cap, 3.750%, 11/14/14	Corporate Bond	5,338	5,272
GECC, 5.30%, 2/11/21	Corporate Bond	85,462	96,345
Goldman Sachs 5.350%, 1/15/16	Corporate Bond	5,374	5,527
Goldman Sachs, 6.150%, 4/1/18	Corporate Bond	89,586	96,331
Hanes Brands. 6.375%, 12/15/20	Corporate Bond	41,324	42,900
HCA Holdings, 6.500%, 2/15/20	Corporate Bond	40,898	43,875
Health Mgmt, 6.125%, 4/15/16	Corporate Bond	35,001	34,560
JP Morgan, 4.40%, 7/22/20	Corporate Bond	86,530	98,209
Kraft Foods, 4.125%, 2/09/16	Corporate Bond	94,612	95,877
Lamar Media, 7.875%, 4/15/18	Corporate Bond	47,554	44,200

FORM 5500, SCHEDULE H, LINE 4i, SUPPORTING FINANCIAL SCHEDULES

TELALASKA, INC.

RETIREMENT SAVINGS PLAN

Plan Year End: 12/31/2012

EIN: 92-0139701

Plan Number: 002

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

(a) (b) & (c) Identity and Description	(d) Cost	(e) Value
A A R Corporation (210 shares)	Common Stock	5,074 3,923
Limited Brands, 6.625%, 4/1/21	Corporate Bond	43,809 43,510
Merrill Lynch, 6.40%, 8/28/17	Corporate Bond	91,741 97,472
MGM Mirage 7.50% 6/1/16	Corporate Bond	42,290 42,900
Nasdaq OMX, 2.50%, 8/15/13	Corporate Bond	91,045 90,000
NBC Universal, 2.10%, 4/1/14	Corporate Bond	5,114 5,092
Newfield Expl, 6.875%, 2/1/20	Corporate Bond	26,856 26,750
NRG Energy, 8.250%, 9/01/20	Corporate Bond	43,389 44,800
Pepsico Inc, 1.250%, 8/13/17	Corporate Bond	95,542 95,357
Petrobras Intl, 3.50%, 2/6/17	Corporate Bond	92,836 96,485
Pfizer Inc, 5.350%, 3/15/15	Corporate Bond	5,817 5,507
Plains Explor, 6.750%, 2/1/22	Corporate Bond	46,020 48,268
Ryland Group 6.625%, 5/1/20	Corporate Bond	31,442 32,190
Shell Intl, 4.0%, 3/21/14	Corporate Bond	5,351 5,213
Time Warner, 4.75%, 3/29/21	Corporate Bond	90,218 96,534
United Rental 9.250%, 12/15/19	Corporate Bond	43,214 42,180
Unitedhealth .85%, 10/15/15	Corporate Bond	5,021 5,016
US Bancorp, 4.20%, 5/15/14	Corporate Bond	5,392 5,249
Verizon Wireless 5.550% 2/1/14	Corporate Bond	107,304 101,825
Viacom, 1.250%, 2/27/15	Corporate Bond	5,059 5,049
Wachovia Corp, 5.25%, 8/1/14	Corporate Bond	90,596 95,971
Wells Fargo, 1.500%, 7/1/15	Corporate Bond	5,109 5,086
Wynn Las Vegas 7.875%, 11/1/17	Corporate Bond	15,088 26,040
FHLMC, 2.375%, 1/13/22	Govt Security	132,643 132,673
FHLMC, 2.875%, 2/9/15	Govt Security	135,120 133,809
FHLMC, 4.375%, 7/17/15	Govt Security	376,002 365,658
FHLMC, 5.0%, 01/30/14	Govt Security	196,022 191,419
FNMA, 0.375%, 3/16/15	Govt Security	20,856 21,028
FNMA, 2.750%, 3/13/14	Govt Security	118,188 115,403
FNMA, 5.25%, 9/15/16	Govt Security	257,566 268,136
U S Treas, 1.250%, 4/15/14	Govt Security	191,631 192,508
U S Treas, 1.3755%, 11/30/15	Govt Security	77,540 77,204
U S Treas, 2.50%, 8/31/14	Govt Security	111,028 111,030
U S Treas, 2.50%, 9/15/15	Govt Security	31,928 31,930
U S Treas, 2.625%, 1/31/18	Govt Security	115,308 114,910
U S Treas, 2.625%, 8/15/20	Govt Security	131,140 133,972
U S Treas, 3.375%, 11/15/19	Govt Security	171,501 190,862
U S Treas, 4.250%, 8/15/13	Govt Security	221,337 211,206
U S Treas, 4.875%, 8/15/16	Govt Security	191,446 190,988
** Active Assets Money Trust	Money Market	243,231 243,231

FORM 5500, SCHEDULE H, LINE 4i, SUPPORTING FINANCIAL SCHEDULES

TELALASKA, INC.

RETIREMENT SAVINGS PLAN

Plan Year End: 12/31/2012

EIN: 92-0139701

Plan Number: 002

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

	(a) (b) & (c) Identity and Description	(d) Cost	(e) Value
	A A R Corporation (210 shares)	Common Stock	5,074 3,923
**	Morgan Stanley Bank	Money Market	625,694 625,694
	First Eagle Gold (16005 shares)	Mutual Fund	432,770 438,064
	AIP ABSLT RTNSTS	Partnership	661,000 772,857
	BHM Dscrny Fut Class A	Partnership	374,702 303,937
	Hatteras Core Alt TEI	Partnership	50,173 692,655
	MFF Emrg CTA Fut Class	Partnership	2,589 325,383
	Polaris LP Fut Class B	Partnership	2,254 308,373
	Skybridge Multi-ADSR Esc	Partnership	1,058 603,802
	CBL & Assoc. Prop 7.375 Ser D (250 shares)	Preferred Stock	6,161 6,263
	Vale S.A. (3004 shares)	Preferred Stock	71,415 60,951
**	Retirement Living through 2045	*	23,157
**	Retirement Living through 2030	*	111,850
**	Retirement Living through 2010	*	171,239
**	Retirement Choices at 2050	*	1,017
**	Retirement Choices at 2030	*	221
**	Retirement Choices at 2020	*	200,741
**	Lifestyle Aggressive	*	862,416
**	Lifestyle Growth	*	2,338,312
**	Lifestyle Balanced	*	1,099,238
**	Lifestyle Moderate	*	78,912
**	Lifestyle Conservative	*	41,252
**	Fidelity Advisor Gold Fund	*	12,470
**	Real Est. Securities Fund	*	255,206
**	DFA Emerging Markets Value	*	49,460
**	Royce Opportunity	*	34,175
**	Intl Small Cap Fund	*	38,385
**	Oppenheimer Developing Mkt	*	483,016
**	Energy	*	107,488
**	International Value Fund	*	3,337
**	DFA US Targeted Value Fund	*	7,676
**	Mid Cap Stock Fund	*	74,554
**	T. Rowe Price Sci & Tech	*	349,121
**	DFA U.S. Small Cap Fund	*	24,148
**	Intl Equity Index Fund	*	1,132
**	Science & Technology Fund	*	1,375
**	Financial Services Fund	*	40,148
**	Small Cap Index Fund	*	1,397
**	American Century Heritage	*	39,293
**	EuroPacific Growth Fund	*	14,649

FORM 5500, SCHEDULE H, LINE 4i, SUPPORTING FINANCIAL SCHEDULES
 TELALASKA, INC.
 RETIREMENT SAVINGS PLAN
 Plan Year End: 12/31/2012
 EIN: 92-0139701
 Plan Number: 002
 Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
	A A R Corporation (210 shares) Common Stock	5,074	3,923
**	Franklin Small-Mid Growth	*	60,438
**	Legg Mason ClearBr Agg Growth	*	89,427
**	Thornburg International Value	*	3,669
**	T. Rowe Price Health Sci	*	131,377
**	Aston/Fairpointe Mid Cap Fund	*	3,775
**	Small Company Value Fund	*	125,800
**	Small Cap Value Index	*	5,052
**	Small Cap Value Fund	*	52,024
**	Blue Chip Growth Fund	*	127,504
**	Value Fund	*	40,935
**	T. Rowe Price Sml Cap Val	*	55,203
**	Oppenheimer Global	*	11,357
**	Lord Abbett Value Opps Fund	*	3,645
**	Fundamental All Cap Core Fund	*	38,571
**	Capital Appreciation Fund	*	31,783
**	Domini Social Equity	*	12,231
**	JPM MidCap Value Fund	*	102,992
**	Utilities Fund	*	118,194
**	MFS Utilities	*	74,656
**	John Hancock Disciplined Value	*	103,464
**	The Growth Fund of America	*	24,951
**	Davis New York Venture	*	78,044
**	T. Rowe Price Equity Inc	*	17,513
**	BlackRock Basic Value	*	3,693
**	500 Index Fund	*	36,108
**	Mutual Beacon	*	193,388
**	Washington Mutual Investors	*	4,124
**	T. Rowe Price Cap Appreciation	*	1,863
**	Pax World Balanced Fund	*	8,246
**	Income Fund of America	*	47,937
**	American Balanced Fund	*	9,055
**	BlackRock Global Allocation	*	4,448
**	Mutual Global Discovery	*	10,954
**	High Yield Fund	*	13,370
**	PIMCO Global Bond	*	7,978
**	DFA Inflation-Protected Sec	*	32,876
**	PIMCO Real Return	*	352,861
**	T. Rowe Price Spectrum Inc	*	7,684
**	Strategic Income Opp Fund	*	81

FORM 5500, SCHEDULE H, LINE 4i, SUPPORTING FINANCIAL SCHEDULES
 TELALASKA, INC.
 RETIREMENT SAVINGS PLAN
 Plan Year End: 12/31/2012
 EIN: 92-0139701
 Plan Number: 002
 Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

	(a) (b) & (c) Identity and Description	(d) Cost	(e) Value
	A A R Corporation (210 shares) Common Stock	5,074	3,923
**	PIMCO Total Return	*	135,496
**	Short-Term Federal	*	15,014
**	John Hancock general account:	*	16,713
	Participant loans with interest at 4.25%		221,924
**	Party-in-interest		
*	Participant directed investment		

FORM 5500, SCHEDULE H, LINE 4i, SUPPORTING FINANCIAL SCHEDULES
 TELALASKA, INC.
 RETIREMENT SAVINGS PLAN
 Plan Year End: 12/31/2012
 EIN: 92-0139701
 Plan Number: 002

Schedule H, Line 4i -Schedule of Assets (Acquired and Disposed of Within Year)

(a) & (b) Identity and Description		(c) Cost	(d) Proceeds
Aircastle, 9.750%, 8/1/18	Corporate Bond	23,020	23,020
Albemarle Corporation	Common Stock	3,287	2,726
AT&T, 6.70%, 11/15/13	Corporate Bond	13,370	12,970
Centurylink, 6.450%, 6/15/21	Corporate Bond	28,838	31,032
Colfax Corp	Common Stock	4,675	5,160
DirecTV Hldgs, 3.550%, 3/15/15	Corporate Bond	13,685	13,855
East West Bancorp	Common Stock	2,112	2,110
Equity Lifestyle Properties	Common Stock	2,636	2,556
First Niagara Fncl Gp	Common Stock	2,694	2,295
Ford Motor Co, 7.50%, 7/16/31	Corporate Bond	28,428	29,390
Gaylord Entmt Co	Common Stock	3,213	0
Globe Specialty Metals Inc	Common Stock	1,463	1,194
Health Net Inc	Common Stock	2,612	2,505
Hewlett Packard	Common Stock	36,470	19,694
IPG Photonics Corp	Common Stock	3,840	4,112
LaSalle Hotel Properties	Common Stock	2,665	2,235
Lions Gate Entertainment Corp	Common Stock	3,272	3,403
MFC BHM Class A Fut Class	Partnership	64,500	64,500
Mid Amer Apart Comm Inc	Common Stock	1,528	1,463
OI	Common Stock	0	3,168
Post Holdings	Common Stock	0	373
Range Resources, 5.00%, 2/1/22	Corporate Bond	30,413	29,588
Regeneron Pharm	Common Stock	2,447	2,480
Robecosage Triton Holdback	Partnership	32,571	32,571
Rosetta Resources Inc	Common Stock	3,830	3,811
Rowan Companies Inc	Common Stock	2,770	2,724
Salix Pharm Ltd	Common Stock	1,847	1,786
Shell Intl, 1.875%, 3/25/13	Corporate Bond	13,317	13,209
Spirit Airlines Inc	Common Stock	1,107	1,028
SVB Fncl Grp	Common Stock	2,783	2,713
Telefonica ADR Opt Div Rts	Common Stock	0	0
Tenneco Automotive Inc	Common Stock	2,380	2,237
Tractor Supply Co	Common Stock	3,209	3,118
US Try, 0.500%, 10/15/13 16	Govt Security	162,860	162,623
US Try, 3.75%, 3/15/15	Govt Security	66,044	66,135
US Try, 0.375%, 9/30/12	Govt Security	38,045	38,060
US Airways Group Inc	Common Stock	3,030	2,905
Viropharma Inc	Common Stock	2,076	2,447
Wells Fargo, 1.250%, 2/13/15	Corporate Bond	14,134	14,190
Wellcare Health Plans In	Common Stock	3,922	3,387
Workday Inc	Common Stock	1,818	1,889