

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 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2012</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>07/01/2012</u> and ending <u>06/30/2013</u>	
A This return/report is for:	<input type="checkbox"/> a multiemployer plan; <input type="checkbox"/> a multiple-employer plan; or <input checked="" type="checkbox"/> a single-employer plan; <input type="checkbox"/> a DFE (specify) ____
B This return/report is:	<input type="checkbox"/> the first return/report; <input type="checkbox"/> the final return/report; <input type="checkbox"/> an amended return/report; <input type="checkbox"/> a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	<input type="checkbox"/>
D Check box if filing under:	<input checked="" type="checkbox"/> Form 5558; <input type="checkbox"/> automatic extension; <input type="checkbox"/> the DFVC program; <input type="checkbox"/> special extension (enter description)

Part II	Basic Plan Information—enter all requested information		
1a Name of plan	<u>PACIFIC NORTHWEST BALLET ASSOCIATION EMPLOYEE BENEFIT PLAN (STAFF)</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>PACIFIC NORTHWEST BALLET ASSOCIATION</u> <u>301 MERCER ST</u> <u>SEATTLE, WA 98109</u>		2b Employer Identification Number (EIN) <u>91-0897129</u> 2c Sponsor's telephone number <u>206-441-9411</u> 2d Business code (see instructions) <u>711100</u>

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	01/30/2014	THERESE FLAMING
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	01/30/2014	THERESE FLAMING
	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 <input type="checkbox"/> Same as Plan Sponsor Name <input type="checkbox"/> Same as Plan Sponsor Address PACIFIC NORTHWEST BALLET ASSOCIATION 301 MERCER ST SEATTLE, WA 98109		3b Administrator's EIN 91-0897129 3c Administrator's telephone number 206-441-9411
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		5 193
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d). a Active participants..... b Retired or separated participants receiving benefits..... c Other retired or separated participants entitled to future benefits..... d Subtotal. Add lines 6a , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits..... f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)..... h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....		6a 151 6b 1 6c 18 6d 170 6e 0 6f 170 6g 85 6h 0
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: 2F 2G 2J 2K 2T 3D b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) <input checked="" type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) <input checked="" type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> 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) <input checked="" type="checkbox"/> R (Retirement Plan Information) (2) <input type="checkbox"/> MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) <input type="checkbox"/> SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) <input checked="" type="checkbox"/> H (Financial Information) (2) <input type="checkbox"/> I (Financial Information – Small Plan) (3) <input checked="" type="checkbox"/> <u>1</u> A (Insurance Information) (4) <input checked="" type="checkbox"/> C (Service Provider Information) (5) <input checked="" type="checkbox"/> D (DFE/Participating Plan Information) (6) <input type="checkbox"/> 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 07/01/2012 and ending 06/30/2013

A Name of plan <u>PACIFIC NORTHWEST BALLET ASSOCIATION EMPLOYEE BENEFIT PLAN (STAFF)</u>	B Three-digit plan number (PN) ►	<u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>PACIFIC NORTHWEST BALLET ASSOCIATION</u>	D Employer Identification Number (EIN) <u>91-0897129</u>	

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

MINNESOTA LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
<u>41-0417830</u>	<u>66168</u>	<u>61345</u>	<u>0</u>	<u>07/01/2012</u>	<u>06/30/2013</u>

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
<u>0</u>	<u>0</u>

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

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

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

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

b Balance at the end of the previous year	7b	205723
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c Additions: (1) Contributions deposited during the year	7c(1)		
(2) Dividends and credits	7c(2)		
(3) Interest credited during the year	7c(3)	42	
(4) Transferred from separate account	7c(4)		
(5) Other (specify below)	7c(5)		
▶			

(6) Total additions	7c(6)	42
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d Total of balance and additions (add lines 7b and 7c(6))	7d	205765
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e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)		
(2) Administration charge made by carrier	7e(2)		
(3) Transferred to separate account	7e(3)		
(4) Other (specify below)	7e(4)	205765	

▶ **TRANSFER TO NEW RECORDKEEPER**

(5) Total deductions	7e(5)	205765
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f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	0
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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 <input type="checkbox"/> paid in cash, or <input type="checkbox"/> 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 07/01/2012 and ending 06/30/2013

A Name of plan <u>PACIFIC NORTHWEST BALLET ASSOCIATION EMPLOYEE BENEFIT PLAN (STAFF)</u>	B Three-digit plan number (PN) <u>▶</u> <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>PACIFIC NORTHWEST BALLET ASSOCIATION</u>	D Employer Identification Number (EIN) <u>91-0897129</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

FID.INV.INST.OPS.CO.

04-2647786

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

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 65 60	RECORDKEEPER	50	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>

(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.
COL MID CAP GRTH Z - COLUMBIA MGT I P.O. BOX 55214 BOSTON, MA 02205-8504	0.40%	
<hr/>		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.
GLENMEDE SMCP EQ ADV - STATE STREET 4 COPLEY PLACE, 5TH FLOOR BOSTON, MA 02116	0.40%	
<hr/>		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.
HARBOR CAP APPR INV - HARBOR SERVIC P.O. BOX 804660 CHICAGO, IL 60680-4108	0.40%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
HARBOR INTL INV - HARBOR SERVICES G P.O. BOX 804660 CHICAGO, IL 60680-4108	0.40%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
INVS DIVRS DIVD R5 - INVESCO INVEST P.O. BOX 219078 KANSAS CITY, MO 64121-9078	0.35%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
JANUS TRITON T - JANUS SERVICES LLC 151 DETROIT STREET DENVER, CO 80206-4805	0.35%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
METWEST TOT RTN BD M - BNY MELLON I 865 SOUTH FIGUEROA STREET LOS ANGELES, CA 90017	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
NB SOCIALLY RESP TR - STATE STREET 605 THIRD AVENUE 2ND FLOOR NEW YORK, NY 10158-0180	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
OAKMARK INTL I - BOSTON FINANCIAL D P.O. BOX 219558 KANSAS CITY, MO 64121-9558	0.35%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.
OPPHMR INTL GROWTH A - OFI GLOBAL A	P.O. BOX 5270 DENVER, CO 80217-5270	0.50%
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.
RDGWTH MID CAP VAL I - BOSTON FINAN	3333 PIEDMONT ROAD, SUITE 1500 ATLANTA, GA 30305	0.40%
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.
SENTINEL COM STK A - SENTINEL ADMIN	801 PENNSYLVANIA AVENUE KANSAS CITY, MO 64105	0.40%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
TRP REAL ESTATE ADV - T. ROWE PRICE 100 EAST PRATT STREET BALTIMORE, MD 21202	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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 07/01/2012 and ending 06/30/2013

A Name of plan <u>PACIFIC NORTHWEST BALLET ASSOCIATION EMPLOYEE BENEFIT PLAN (STAFF)</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>PACIFIC NORTHWEST BALLET ASSOCIATION</u>	D Employer Identification Number (EIN) <u>91-0897129</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>MONEY MARKET</u>			
b Name of sponsor of entity listed in (a): <u>MINNESOTA LIFE INSURANCE COMPANY</u>			
c EIN-PN <u>41-0417830-009</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>0</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>MID-CAP VALUE EQUITY II</u>			
b Name of sponsor of entity listed in (a): <u>MINNESOTA LIFE INSURANCE COMPANY</u>			
c EIN-PN <u>41-0417830-018</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>0</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>LARGE EQUITY INDEX I</u>			
b Name of sponsor of entity listed in (a): <u>MINNESOTA LIFE INSURANCE COMPANY</u>			
c EIN-PN <u>41-0417830-011</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>0</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>LARGE GROWTH EQUITY IX</u>			
b Name of sponsor of entity listed in (a): <u>MINNESOTA LIFE INSURANCE COMPANY</u>			
c EIN-PN <u>41-0417830-015</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>0</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>LARGE EQUITY II</u>			
b Name of sponsor of entity listed in (a): <u>MINNESOTA LIFE INSURANCE COMPANY</u>			
c EIN-PN <u>41-0417830-016</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>0</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>LIFESTRATEGY III</u>			
b Name of sponsor of entity listed in (a): <u>MINNESOTA LIFE INSURANCE COMPANY</u>			
c EIN-PN <u>41-0417830-028</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>0</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>INTERMEDIATE-TERM BOND INDEX IA</u>			
b Name of sponsor of entity listed in (a): <u>MINNESOTA LIFE INSURANCE COMPANY</u>			
c EIN-PN <u>41-0417830-113</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>0</u>

a Name of MTIA, CCT, PSA, or 103-12 IE: **LARGE VALUE EQUITY XIV****b** Name of sponsor of entity listed in (a): **MINNESOTA LIFE INSURANCE COMPANY**

c EIN-PN 41-0417830-145	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: **INTERNATIONAL VALUE III****b** Name of sponsor of entity listed in (a): **MINNESOTA LIFE INSURANCE COMPANY**

c EIN-PN 41-0417830-110	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: **LARGE GROWTH EQUITY XI****b** Name of sponsor of entity listed in (a): **MINNESOTA LIFE INSURANCE COMPANY**

c EIN-PN 41-0417830-131	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: **REAL ESTATE****b** Name of sponsor of entity listed in (a): **MINNESOTA LIFE INSURANCE COMPANY**

c EIN-PN 41-0417830-036	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: **HIGH YIELD BOND I****b** Name of sponsor of entity listed in (a): **MINNESOTA LIFE INSURANCE COMPANY**

c EIN-PN 41-0417830-053	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: **LARGE VALUE EQUITY XII****b** Name of sponsor of entity listed in (a): **MINNESOTA LIFE INSURANCE COMPANY**

c EIN-PN 41-0417830-105	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: **INTERNATIONAL GROWTH I****b** Name of sponsor of entity listed in (a): **MINNESOTA LIFE INSURANCE COMPANY**

c EIN-PN 41-0417830-025	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: **MANAGED IV****b** Name of sponsor of entity listed in (a): **MINNESOTA LIFE INSURANCE COMPANY**

c EIN-PN 41-0417830-054	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: **SMALL EQUITY I****b** Name of sponsor of entity listed in (a): **MINNESOTA LIFE INSURANCE COMPANY**

c EIN-PN 41-0417830-035	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: **LIFESTRATEGY I****b** Name of sponsor of entity listed in (a): **MINNESOTA LIFE INSURANCE COMPANY**

c EIN-PN 41-0417830-026	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: MID-CAP GROWTH EQUITY I**b** Name of sponsor of entity listed in (a): MINNESOTA LIFE INSURANCE COMPANY

c EIN-PN 41-0417830-059	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: LIFESTRATEGY II**b** Name of sponsor of entity listed in (a): MINNESOTA LIFE INSURANCE COMPANY

c EIN-PN 41-0417830-027	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: SOCIAL EQUITY I**b** Name of sponsor of entity listed in (a): MINNESOTA LIFE INSURANCE COMPANY

c EIN-PN 41-0417830-134	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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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
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
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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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 07/01/2012 and ending 06/30/2013		
A Name of plan PACIFIC NORTHWEST BALLET ASSOCIATION EMPLOYEE BENEFIT PLAN (STAFF)	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 PACIFIC NORTHWEST BALLET ASSOCIATION	D Employer Identification Number (EIN) 91-0897129	

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)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	320081
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	76013	67758
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)	3616800	0
(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)	0	4006890
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	205723	0
(15) Other	1c(15)		

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	3898536	4394729

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	3898536	4394729
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(B) Participants	2a(1)(B)	282327	
(C) Others (including rollovers)	2a(1)(C)	19734	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		302061

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	33	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	3338	
(F) Other	2b(1)(F)	42	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		3413

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	106824	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		106824

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(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)		14264
(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)		399227
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		825789

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	327131	
(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)		327131
f Corrective distributions (see instructions)	2f		2282
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)		
(4) Other	2i(4)	183	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		183
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		329596

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		496193
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: CLIFTONLARSONALLEN LLP

(2) EIN: 41-0746749

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	
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	
e Was this plan covered by a fidelity bond?.....	X		500000
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	
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	
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	
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		
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	
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	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....	X		
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	X		

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 07/01/2012 and ending 06/30/2013

A Name of plan <u>PACIFIC NORTHWEST BALLET ASSOCIATION EMPLOYEE BENEFIT PLAN (STAFF)</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>PACIFIC NORTHWEST BALLET ASSOCIATION</u>	D Employer Identification Number (EIN) <u>91-0897129</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>04-6568107</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)?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> 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?.....	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	<input type="checkbox"/> Increase	<input type="checkbox"/> Decrease	<input type="checkbox"/> Both	<input type="checkbox"/> 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?.....	<input type="checkbox"/> Yes	<input type="checkbox"/> No
11 a Does the ESOP hold any preferred stock?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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.).....	<input type="checkbox"/> Yes	<input type="checkbox"/> No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	<input type="checkbox"/> Yes	<input type="checkbox"/> No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

**PACIFIC NORTHWEST BALLET ASSOCIATION
EMPLOYEE BENEFIT PLAN (STAFF)**

**FINANCIAL STATEMENTS AND
SUPPLEMENTARY INFORMATION**

YEARS ENDED JUNE 30, 2013 AND 2012

PACIFIC NORTHWEST BALLET ASSOCIATION EMPLOYEE BENEFIT PLAN (STAFF)
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YEARS ENDED JUNE 30, 2013 AND 2012

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INDEPENDENT AUDITORS' REPORT

Trustees
Pacific Northwest Ballet Association
Employee Benefit Plan (Staff)
Seattle, Washington

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Pacific Northwest Ballet Association Employee Benefit Plan (Staff) (the Plan), which comprise the statements of net assets available for benefits (modified cash basis) as of June 30, 2013 and 2012, and the related statements of changes in net assets available for benefits (modified cash basis) for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with the modified cash basis of accounting described in Note 2; this includes determining that the modified cash basis of accounting is an acceptable basis for the preparation of the financial statements in the circumstances. Management is also responsible for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management Trust Company and Minnesota Life Insurance Company, the trustee and custodian, respectively, of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that Minnesota Life Insurance Company held the Plan's investment assets at June 30, 2012 and executed investment transactions for the year then ended and the for period from July 1, 2012 to July 2, 2012, and Fidelity Management Trust Company held the Plan's investment assets at June 30, 2013 and executed investment transactions for the period from July 3, 2012 to June 30, 2013. The Plan administrator has obtained certifications from the trustee and custodian as of and for the years ended June 30, 2013 and 2012, that the information provided to the Plan administrator by the trustee and custodian is complete and accurate.

Trustees
Pacific Northwest Ballet Association
Employee Benefit Plan (Staff)

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.

Basis of Accounting

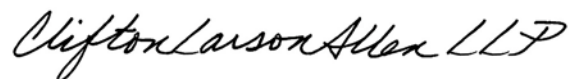
We draw attention to Note 2 to the financial statements, which describes the basis of accounting. The financial statements and supplemental schedule are prepared on the modified cash basis of accounting, which is a basis of accounting other than accounting principles generally accepted in the United States of America.

Other Matter

The supplemental schedule of assets (held at end of year) as of June 30, 2013, is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this supplemental schedule.

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee and 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 DOL's Rules and Regulations for Reporting and Disclosure under ERISA.



CliftonLarsonAllen LLP

Bellevue, Washington
January 24, 2014

PACIFIC NORTHWEST BALLET ASSOCIATION EMPLOYEE BENEFIT PLAN (STAFF)
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
(MODIFIED CASH BASIS)
JUNE 30, 2013 AND 2012

ASSETS	<u>2013</u>	<u>2012</u>
INVESTMENTS, at Fair Value		
Money Market Fund	\$ 320,081	\$ -
Mutual Funds	4,006,890	-
Pooled Separate Accounts	-	3,616,800
General Account	-	205,723
Total Investments	<u>4,326,971</u>	<u>3,822,523</u>
 NOTES RECEIVABLE FROM PARTICIPANTS	 <u>67,758</u>	 <u>76,013</u>
 NET ASSETS AVAILABLE FOR BENEFITS	 <u><u>\$ 4,394,729</u></u>	 <u><u>\$ 3,898,536</u></u>

See accompanying Notes to Financial Statements.

PACIFIC NORTHWEST BALLET ASSOCIATION EMPLOYEE BENEFIT PLAN (STAFF)
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
(MODIFIED CASH BASIS)
YEARS ENDED JUNE 30, 2013 AND 2012

	<u>2013</u>	<u>2012</u>
ADDITIONS TO NET ASSETS AVAILABLE FOR BENEFITS		
INVESTMENT (LOSS) INCOME		
Net Appreciation in Fair Value of Mutual Funds	\$ 399,228	\$ -
Net Appreciation (Depreciation) in Fair Value of Pooled Separate Accounts	14,264	(54,991)
Dividend Income	106,856	-
General Account Interest Income	42	8,779
Total Investment Income (Loss)	<u>520,390</u>	<u>(46,212)</u>
INTEREST INCOME ON NOTES RECEIVABLE FROM PARTICIPANTS	3,338	1,872
CONTRIBUTIONS		
Employee Deferrals	282,327	241,649
Employee Rollover	19,734	-
Total Contributions	<u>302,061</u>	<u>241,649</u>
Total Additions	825,789	197,309
DEDUCTIONS FROM NET ASSETS AVAILABLE FOR BENEFITS		
BENEFITS PAID TO PARTICIPANTS	329,413	524,166
ADMINISTRATIVE EXPENSES	<u>183</u>	<u>3,392</u>
Total Deductions	<u>329,596</u>	<u>527,558</u>
NET INCREASE (DECREASE)	496,193	(330,249)
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of Year	<u>3,898,536</u>	<u>4,228,785</u>
End of Year	<u><u>\$ 4,394,729</u></u>	<u><u>\$ 3,898,536</u></u>

See accompanying Notes to Financial Statements.

PACIFIC NORTHWEST BALLET ASSOCIATION EMPLOYEE BENEFIT PLAN (STAFF)
NOTES TO FINANCIAL STATEMENTS
(MODIFIED CASH BASIS)
JUNE 30, 2013 AND 2012

NOTE 1 DESCRIPTION OF PLAN

The following description of the Pacific Northwest Ballet Association (the Association) Employee Benefit Plan (Staff) (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan originally effective July 1, 1985. Effective July 1, 2012, the Plan adopted the Fidelity Volume Submitter Defined Contribution Plan. The Plan is subject to the Employee Retirement Income Security Act of 1974 (ERISA).

Eligibility

Employees are eligible to participate in the Plan the first day of the month coinciding or immediately following attaining age 21. Additionally, an employee must have six months of service to be eligible for any Association contributions. Seasonal employees are eligible to participate in the Plan the first day of the month coinciding or immediately following attaining age 21 and completion of 1,000 hours of service. Leased employees, commission employees, union employees, residents of Puerto Rico, and independent contractors are not eligible to participate in the Plan.

Contributions

The Plan includes a salary deferral arrangement allowed under Section 401(k) of the Internal Revenue Code. Eligible participants are permitted to elect to have a percentage, limited by Plan provisions, of their compensation contributed as pre-tax 401(k) contributions to the Plan. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions.

The Association may, at its discretion, elect to make a matching contribution to the Plan. There were no matching contribution for the years ended June 30, 2013 and 2012.

Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans or conduit IRA's. Participants direct the investment of contributions into various investment options offered by the Plan. The Plan currently offers various mutual funds and a money market fund as investment options for participants. Contributions are subject to certain limitations.

Participant Accounts

Each participant's account is credited with the participant's contributions, the Association's matching contribution, and an allocation of Plan earnings or losses. Allocations are based on participant earnings or account balances, as defined. Income is allocated daily based on the shares in the participant's account. The benefit to which a participant is entitled is the benefit that can be provided by the participant's account.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon, as well as all contributions made by the Association.

PACIFIC NORTHWEST BALLET ASSOCIATION EMPLOYEE BENEFIT PLAN (STAFF)
NOTES TO FINANCIAL STATEMENTS
(MODIFIED CASH BASIS)
JUNE 30, 2013 AND 2012

NOTE 1 DESCRIPTION OF PLAN (CONTINUED)

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 percent of their vested account balance. Principal and interest is paid ratably through payroll deductions. Note terms are up to five years, except for notes to fund the purchase of a principal residence, for which the note may be repaid over a reasonable period that may not exceed ten years. The notes are secured by the balance in the participant's account and bear a reasonable rate of interest. If a participant initiates a loan from the Plan, the participant is charged a loan processing fee. At June 30, 2013, the interest rate on outstanding notes was 5.25 percent.

Benefit Payments

Upon termination of service, death, disability, or retirement (age 59½), the participant will receive the value of the vested interest in his or her account in the form of a lump sum distribution. The Plan allows for in-service distributions if a participant reaches age 59½ and hardship distributions are allowed if the participant satisfies certain conditions as defined in the Plan document. If a participant terminates employment and the participant's account balance does not exceed \$1,000, the Plan administrator will authorize the benefit payment without the participant's consent.

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared on the modified cash basis of accounting, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America. Under that basis, certain additions to net assets available for plan benefits are recognized when received, and certain reductions of net assets available for plan benefits are recognized when paid. Investments are stated at fair market value and the related effect on net assets has been recognized. The modified cash basis differs from accounting principles generally accepted in the United States of America primarily because the effects of outstanding contributions and outstanding expenses are not included in the financial statements.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The statements of net assets available for benefits present the fair value of the investment contracts. There are no adjustments to contract value since the investment contract fair value is the same as contract value at June 30, 2012.

PACIFIC NORTHWEST BALLET ASSOCIATION EMPLOYEE BENEFIT PLAN (STAFF)
NOTES TO FINANCIAL STATEMENTS
(MODIFIED CASH BASIS)
JUNE 30, 2013 AND 2012

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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 are described as follows:

Level 1: 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: Inputs to the valuation methodology include:

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

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair market 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. There have been no changes in the valuation methodologies used at June 30, 2013 and 2012.

Use of Estimates

The preparation of financial statements in conformity with the modified cash basis of accounting requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

PACIFIC NORTHWEST BALLET ASSOCIATION EMPLOYEE BENEFIT PLAN (STAFF)
NOTES TO FINANCIAL STATEMENTS
(MODIFIED CASH BASIS)
JUNE 30, 2013 AND 2012

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investment Valuation and Income Recognition

The Plan's investments, other than the investment in the general account, are valued 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. Investments in the mutual funds and money market fund are valued at the net asset value (NAV) of shares held by the Plan at year-end. The pooled separate accounts are valued based on the NAV of units, which are based on market prices of the underlying investments held by the Plan at year-end. The investment in the insurance company general account is considered to be fully benefit-responsive and is valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the creditworthiness of the issuer.

The preceding methods described 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.

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

Administrative Expenses

The Association pays certain administrative expenses on behalf of the Plan.

Benefit Payments

Benefits are recorded when paid.

Notes Receivable from Participants

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

Subsequent Events

In preparing these financial statements, the Plan has evaluated events and transactions for potential recognition or disclosure through January 24, 2014, the date the financial statements were available to be issued.

PACIFIC NORTHWEST BALLET ASSOCIATION EMPLOYEE BENEFIT PLAN (STAFF)
NOTES TO FINANCIAL STATEMENTS
(MODIFIED CASH BASIS)
JUNE 30, 2013 AND 2012

NOTE 3 CERTIFICATION OF INVESTMENT INFORMATION

Minnesota Life Insurance Company, the custodian of the Plan through July 2, 2012, has supplied the Plan administrator with a certification as to the completeness and accuracy of notes receivable from participants and all investment information reflected on the accompanying statement of net assets available for benefits (modified cash basis) as of June 30, 2012, and the related activity reflected in the statements of changes in net assets available for benefits (modified cash basis) for the year ended June 30, 2012 and for the period from July 1, 2012 through July 2, 2012.

Fidelity Management Trust Company, the trustee of the Plan effective July 3, 2012, has supplied the Plan administrator with a certification as to the completeness and accuracy of notes receivable from participants and all investment information reflected on the accompanying statement of net assets available for benefits (modified cash basis) as of June 30, 2013, the related activity reflected in the statement of changes in net assets available for benefits (modified cash basis) for the period from July 3, 2012 through June 30, 2013, and the supplemental schedule of assets (held at end of year) as of June 30, 2013.

NOTE 4 GROUP ANNUITY CONTRACT WITH INSURANCE COMPANY

During the year ended June 30, 2012 and for the period from July 1, 2012 through July 2, 2012, the Plan maintained a group annuity contract with Minnesota Life Insurance Company (Minnesota Life). As part of the contract, Minnesota Life maintained a portion of the contributions in a "guaranteed account." The account was credited with earnings on the underlying investments and charged for Plan withdrawals and administrative expenses charged by Minnesota Life. The guaranteed account 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 considered to be fully benefit-responsive. Upon termination of the investment contract, the lump sum liquidation value of the general account portion of the participant's accumulation value was contract value as no surrender charges were applied. The average and crediting yield approximated 4 percent for the year ended June 30, 2012 and for the period from July 1, 2012 through July 2, 2012.

PACIFIC NORTHWEST BALLET ASSOCIATION EMPLOYEE BENEFIT PLAN (STAFF)
NOTES TO FINANCIAL STATEMENTS
(MODIFIED CASH BASIS)
JUNE 30, 2013 AND 2012

NOTE 5 FAIR VALUE MEASUREMENTS

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of June 30:

	2013			
	Level 1	Level 2	Level 3	Total
Money Market Fund	\$ 320,081	\$ -	\$ -	\$ 320,081
Mutual Funds:				
Bond	431,658	-	-	431,658
Balanced	209,864	-	-	209,864
International	264,917	-	-	264,917
Specialty	165,190	-	-	165,190
Large Value	192,468	-	-	192,468
Large Blend	663,440	-	-	663,440
Large Growth	390,240	-	-	390,240
Mid Value	53,384	-	-	53,384
Mid Blend	92,290	-	-	92,290
Mid Growth	467,666	-	-	467,666
Small Value	56,224	-	-	56,224
Small Blend	90,267	-	-	90,267
Small Growth	2,843	-	-	2,843
Lifecycle Funds	926,439	-	-	926,439
Total Mutual Funds	4,006,890	-	-	4,006,890
Total Investments at Fair Value	<u>\$ 4,326,971</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 4,326,971</u>

	2012			
	Level 1	Level 2	Level 3	Total
Pooled Separate Accounts:				
Balanced	\$ -	\$ 1,060,831	\$ -	\$ 1,060,831
Growth	-	1,918,513	-	1,918,513
Income	-	637,456	-	637,456
General Account	-	205,723	-	205,723
Total Investments at Fair Value	<u>\$ -</u>	<u>\$ 3,822,523</u>	<u>\$ -</u>	<u>\$ 3,822,523</u>

The following table sets forth additional disclosures for the fair value measurement of investments in certain entities that calculate net asset value per share (or its equivalent) as of June 30, 2012:

	2012			
	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Pooled Separate Accounts:				
Balanced	\$ 1,060,831	\$ -	Daily	Daily
Growth	1,918,513	-	Daily	Daily
Income	637,456	-	Daily	Daily

PACIFIC NORTHWEST BALLET ASSOCIATION EMPLOYEE BENEFIT PLAN (STAFF)
NOTES TO FINANCIAL STATEMENTS
(MODIFIED CASH BASIS)
JUNE 30, 2013 AND 2012

NOTE 5 FAIR VALUE MEASUREMENTS (CONTINUED)

The pooled separate accounts listed above are invested in underlying investments that have a variety of investment objectives. The balanced accounts' primary investment strategy is capital appreciation coupled with investment income. The growth accounts' primary investment strategy is capital appreciation. The income accounts' primary investment strategy is the preservation of capital coupled with investment income.

NOTE 6 INVESTMENTS

The following investments represent 5 percent or more of the Plan's net assets available for benefits as of June 30:

	2013	2012
Money Market Fund:		
Fidelity Trust Retirement Money Market Portfolio	\$ 320,081	\$ -
Mutual Funds:		
Columbia Mid Cap Growth Fund Class Z	467,666	-
Sentinel Common Stock Fund Class A	459,634	-
Spartan U.S. Bond Index Fund	269,056	-
Fidelity Freedom 2030 Fund	256,471	-
Pooled Separate Accounts:		
Life Strategy II	-	514,766
Mid-Cap Growth Equity I	-	458,209
Large Equity II	-	447,096
Intermediate-Term Bond Index IA	-	388,680
Large Equity Index I	-	202,404

NOTE 7 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 the investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits (modified cash basis).

NOTE 8 PLAN TERMINATION

Although it has not expressed any intent to do so, the Association has the right under the Plan to discontinue contributions at any time and to terminate the Plan subject to the provisions of ERISA.

PACIFIC NORTHWEST BALLET ASSOCIATION EMPLOYEE BENEFIT PLAN (STAFF)
NOTES TO FINANCIAL STATEMENTS
(MODIFIED CASH BASIS)
JUNE 30, 2013 AND 2012

NOTE 9 PLAN TAX STATUS

The Plan is placing reliance on an opinion letter, dated March 31, 2008, received from the Internal Revenue Service on the prototype plan indicating that the Plan is qualified under Section 401 of the Internal Revenue Code (IRC) and is, therefore, not subject to tax under current income tax law. The prototype Plan has been amended since receiving the opinion letter. However the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. 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 2010.

NOTE 10 PARTY-IN-INTEREST TRANSACTIONS

In 2013, certain Plan investments are managed by Fidelity Management Trust Company (Fidelity). Fidelity is the trustee and third-party administrator as defined by the Plan and, therefore, the investment transactions qualify as party-in-interest transactions. Fidelity receives indirect compensation for recordkeeping and trustee services as part of a revenue sharing agreement with the Plan.

In 2012, certain Plan investments were managed by Minnesota Life Insurance Company. Minnesota Life Insurance was the custodian as defined by the Plan and, therefore, the investment transactions qualify as party-in-interest transactions. Fees paid by the Plan for investment management service was \$3,992 for the year ended June 30, 2012.

PACIFIC NORTHWEST BALLET ASSOCIATION EMPLOYEE BENEFIT PLAN (STAFF)
E.I.N. 91-0897129 PLAN NO. 002
SCHEDULE H, LINE 4i—SCHEDULE OF ASSETS (HELD AT END OF YEAR)
JUNE 30, 2013

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) ** Cost	(e) Current Value
		<u>Money Market Fund:</u>		
*	Fidelity Investments	Fidelity Trust Retirement Money Market Portfolio	\$	320,081
		<u>Mutual Funds:</u>		
	Columbia	Columbia Mid Cap Growth Fund Class Z		467,666
	Sentinel	Sentinel Common Stock Fund Class A		459,634
	Spartan	Spartan U.S. Bond Index Fund		269,056
*	Fidelity Investments	Fidelity Freedom 2030 Fund		256,471
	Neuberger Berman	Neuberger Berman Socially Responsive Fund		212,729
*	Fidelity Investments	Fidelity Balanced Fund		209,864
	Spartan	Spartan 500 Index Fund		203,806
*	Fidelity Investments	Fidelity Freedom 2020 Fund		202,186
	Invesco	Invesco Diversified Dividend Fund R5		192,468
	Harbor	Harbor Capital Appreciation Fund		177,511
	T. Rowe Price	T. Rowe Price Real Estate Adv Fund		165,190
*	Fidelity Investments	Fidelity Freedom 2040 Fund		164,934
	Metropolitan West	Metropolitan West Total Return Bond M		162,602
	Oakmark	Oakmark International Fund Class I		133,699
	Oppenheimer	Oppenheimer International Growth A		113,007
*	Fidelity Investments	Fidelity Freedom 2025 Fund		105,421
	Glenmede	Glenmede Small Cap Equity Adv		90,267
*	Fidelity Investments	Fidelity High Income Fund		71,158
*	Fidelity Investments	Fidelity Freedom 2045 Fund		64,075
*	Fidelity Investments	Fidelity Small Cap Value Fund		56,224
	RidgeWorth	RidgeWorth Mid Cap Value I		53,384
*	Fidelity Investments	Fidelity Low Priced Stock Fund		46,254
	Spartan	Spartan Extended Market Index Inv		46,036
*	Fidelity Investments	Fidelity Freedom 2035 Fund		39,982
	Spartan	Spartan Glb ex US Idx Inv		15,597
*	Fidelity Investments	Fidelity Freedom 2050 Fund		8,261
*	Fidelity Investments	Fidelity Freedom 2010 Fund		7,850
*	Fidelity Investments	Fidelity Freedom 2055 Fund		4,724
	Janus	Janus Triton T		2,843
	Harbor	Harbor International Inv		2,614
*	Fidelity Investments	Fidelity Freedom 2015 Fund		1,377
		Total Mutual Funds		4,006,890
		<u>Participants Loans</u>		
*	Participants	Interest Rate - 5.25%	-	67,758
				<u>\$ 4,394,729</u>

* Represents a party-in-interest investment

** Cost is omitted for participant-directed accounts

**PACIFIC NORTHWEST BALLET ASSOCIATION
EMPLOYEE BENEFIT PLAN (STAFF)**

**FINANCIAL STATEMENTS AND
SUPPLEMENTARY INFORMATION**

YEARS ENDED JUNE 30, 2013 AND 2012

PACIFIC NORTHWEST BALLET ASSOCIATION EMPLOYEE BENEFIT PLAN (STAFF)
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YEARS ENDED JUNE 30, 2013 AND 2012

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INDEPENDENT AUDITORS' REPORT

Trustees
Pacific Northwest Ballet Association
Employee Benefit Plan (Staff)
Seattle, Washington

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Pacific Northwest Ballet Association Employee Benefit Plan (Staff) (the Plan), which comprise the statements of net assets available for benefits (modified cash basis) as of June 30, 2013 and 2012, and the related statements of changes in net assets available for benefits (modified cash basis) for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with the modified cash basis of accounting described in Note 2; this includes determining that the modified cash basis of accounting is an acceptable basis for the preparation of the financial statements in the circumstances. Management is also responsible for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management Trust Company and Minnesota Life Insurance Company, the trustee and custodian, respectively, of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that Minnesota Life Insurance Company held the Plan's investment assets at June 30, 2012 and executed investment transactions for the year then ended and the for period from July 1, 2012 to July 2, 2012, and Fidelity Management Trust Company held the Plan's investment assets at June 30, 2013 and executed investment transactions for the period from July 3, 2012 to June 30, 2013. The Plan administrator has obtained certifications from the trustee and custodian as of and for the years ended June 30, 2013 and 2012, that the information provided to the Plan administrator by the trustee and custodian is complete and accurate.

Trustees
Pacific Northwest Ballet Association
Employee Benefit Plan (Staff)

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.

Basis of Accounting

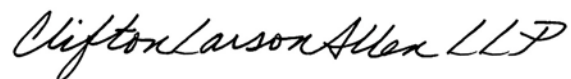
We draw attention to Note 2 to the financial statements, which describes the basis of accounting. The financial statements and supplemental schedule are prepared on the modified cash basis of accounting, which is a basis of accounting other than accounting principles generally accepted in the United States of America.

Other Matter

The supplemental schedule of assets (held at end of year) as of June 30, 2013, is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this supplemental schedule.

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee and 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 DOL's Rules and Regulations for Reporting and Disclosure under ERISA.



CliftonLarsonAllen LLP

Bellevue, Washington
January 24, 2014

PACIFIC NORTHWEST BALLET ASSOCIATION EMPLOYEE BENEFIT PLAN (STAFF)
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
(MODIFIED CASH BASIS)
JUNE 30, 2013 AND 2012

ASSETS	<u>2013</u>	<u>2012</u>
INVESTMENTS, at Fair Value		
Money Market Fund	\$ 320,081	\$ -
Mutual Funds	4,006,890	-
Pooled Separate Accounts	-	3,616,800
General Account	-	205,723
Total Investments	<u>4,326,971</u>	<u>3,822,523</u>
 NOTES RECEIVABLE FROM PARTICIPANTS	 <u>67,758</u>	 <u>76,013</u>
 NET ASSETS AVAILABLE FOR BENEFITS	 <u><u>\$ 4,394,729</u></u>	 <u><u>\$ 3,898,536</u></u>

See accompanying Notes to Financial Statements.

PACIFIC NORTHWEST BALLET ASSOCIATION EMPLOYEE BENEFIT PLAN (STAFF)
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
(MODIFIED CASH BASIS)
YEARS ENDED JUNE 30, 2013 AND 2012

	<u>2013</u>	<u>2012</u>
ADDITIONS TO NET ASSETS AVAILABLE FOR BENEFITS		
INVESTMENT (LOSS) INCOME		
Net Appreciation in Fair Value of Mutual Funds	\$ 399,228	\$ -
Net Appreciation (Depreciation) in Fair Value of Pooled Separate Accounts	14,264	(54,991)
Dividend Income	106,856	-
General Account Interest Income	42	8,779
Total Investment Income (Loss)	<u>520,390</u>	<u>(46,212)</u>
INTEREST INCOME ON NOTES RECEIVABLE FROM PARTICIPANTS	3,338	1,872
CONTRIBUTIONS		
Employee Deferrals	282,327	241,649
Employee Rollover	19,734	-
Total Contributions	<u>302,061</u>	<u>241,649</u>
Total Additions	825,789	197,309
DEDUCTIONS FROM NET ASSETS AVAILABLE FOR BENEFITS		
BENEFITS PAID TO PARTICIPANTS	329,413	524,166
ADMINISTRATIVE EXPENSES	<u>183</u>	<u>3,392</u>
Total Deductions	<u>329,596</u>	<u>527,558</u>
NET INCREASE (DECREASE)	496,193	(330,249)
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of Year	<u>3,898,536</u>	<u>4,228,785</u>
End of Year	<u><u>\$ 4,394,729</u></u>	<u><u>\$ 3,898,536</u></u>

See accompanying Notes to Financial Statements.

PACIFIC NORTHWEST BALLET ASSOCIATION EMPLOYEE BENEFIT PLAN (STAFF)
NOTES TO FINANCIAL STATEMENTS
(MODIFIED CASH BASIS)
JUNE 30, 2013 AND 2012

NOTE 1 DESCRIPTION OF PLAN

The following description of the Pacific Northwest Ballet Association (the Association) Employee Benefit Plan (Staff) (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan originally effective July 1, 1985. Effective July 1, 2012, the Plan adopted the Fidelity Volume Submitter Defined Contribution Plan. The Plan is subject to the Employee Retirement Income Security Act of 1974 (ERISA).

Eligibility

Employees are eligible to participate in the Plan the first day of the month coinciding or immediately following attaining age 21. Additionally, an employee must have six months of service to be eligible for any Association contributions. Seasonal employees are eligible to participate in the Plan the first day of the month coinciding or immediately following attaining age 21 and completion of 1,000 hours of service. Leased employees, commission employees, union employees, residents of Puerto Rico, and independent contractors are not eligible to participate in the Plan.

Contributions

The Plan includes a salary deferral arrangement allowed under Section 401(k) of the Internal Revenue Code. Eligible participants are permitted to elect to have a percentage, limited by Plan provisions, of their compensation contributed as pre-tax 401(k) contributions to the Plan. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions.

The Association may, at its discretion, elect to make a matching contribution to the Plan. There were no matching contribution for the years ended June 30, 2013 and 2012.

Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans or conduit IRA's. Participants direct the investment of contributions into various investment options offered by the Plan. The Plan currently offers various mutual funds and a money market fund as investment options for participants. Contributions are subject to certain limitations.

Participant Accounts

Each participant's account is credited with the participant's contributions, the Association's matching contribution, and an allocation of Plan earnings or losses. Allocations are based on participant earnings or account balances, as defined. Income is allocated daily based on the shares in the participant's account. The benefit to which a participant is entitled is the benefit that can be provided by the participant's account.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon, as well as all contributions made by the Association.

PACIFIC NORTHWEST BALLET ASSOCIATION EMPLOYEE BENEFIT PLAN (STAFF)
NOTES TO FINANCIAL STATEMENTS
(MODIFIED CASH BASIS)
JUNE 30, 2013 AND 2012

NOTE 1 DESCRIPTION OF PLAN (CONTINUED)

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 percent of their vested account balance. Principal and interest is paid ratably through payroll deductions. Note terms are up to five years, except for notes to fund the purchase of a principal residence, for which the note may be repaid over a reasonable period that may not exceed ten years. The notes are secured by the balance in the participant's account and bear a reasonable rate of interest. If a participant initiates a loan from the Plan, the participant is charged a loan processing fee. At June 30, 2013, the interest rate on outstanding notes was 5.25 percent.

Benefit Payments

Upon termination of service, death, disability, or retirement (age 59½), the participant will receive the value of the vested interest in his or her account in the form of a lump sum distribution. The Plan allows for in-service distributions if a participant reaches age 59½ and hardship distributions are allowed if the participant satisfies certain conditions as defined in the Plan document. If a participant terminates employment and the participant's account balance does not exceed \$1,000, the Plan administrator will authorize the benefit payment without the participant's consent.

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared on the modified cash basis of accounting, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America. Under that basis, certain additions to net assets available for plan benefits are recognized when received, and certain reductions of net assets available for plan benefits are recognized when paid. Investments are stated at fair market value and the related effect on net assets has been recognized. The modified cash basis differs from accounting principles generally accepted in the United States of America primarily because the effects of outstanding contributions and outstanding expenses are not included in the financial statements.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The statements of net assets available for benefits present the fair value of the investment contracts. There are no adjustments to contract value since the investment contract fair value is the same as contract value at June 30, 2012.

PACIFIC NORTHWEST BALLET ASSOCIATION EMPLOYEE BENEFIT PLAN (STAFF)
NOTES TO FINANCIAL STATEMENTS
(MODIFIED CASH BASIS)
JUNE 30, 2013 AND 2012

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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 are described as follows:

Level 1: 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: Inputs to the valuation methodology include:

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

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair market 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. There have been no changes in the valuation methodologies used at June 30, 2013 and 2012.

Use of Estimates

The preparation of financial statements in conformity with the modified cash basis of accounting requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

PACIFIC NORTHWEST BALLET ASSOCIATION EMPLOYEE BENEFIT PLAN (STAFF)
NOTES TO FINANCIAL STATEMENTS
(MODIFIED CASH BASIS)
JUNE 30, 2013 AND 2012

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investment Valuation and Income Recognition

The Plan's investments, other than the investment in the general account, are valued 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. Investments in the mutual funds and money market fund are valued at the net asset value (NAV) of shares held by the Plan at year-end. The pooled separate accounts are valued based on the NAV of units, which are based on market prices of the underlying investments held by the Plan at year-end. The investment in the insurance company general account is considered to be fully benefit-responsive and is valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the creditworthiness of the issuer.

The preceding methods described 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.

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

Administrative Expenses

The Association pays certain administrative expenses on behalf of the Plan.

Benefit Payments

Benefits are recorded when paid.

Notes Receivable from Participants

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

Subsequent Events

In preparing these financial statements, the Plan has evaluated events and transactions for potential recognition or disclosure through January 24, 2014, the date the financial statements were available to be issued.

PACIFIC NORTHWEST BALLET ASSOCIATION EMPLOYEE BENEFIT PLAN (STAFF)
NOTES TO FINANCIAL STATEMENTS
(MODIFIED CASH BASIS)
JUNE 30, 2013 AND 2012

NOTE 3 CERTIFICATION OF INVESTMENT INFORMATION

Minnesota Life Insurance Company, the custodian of the Plan through July 2, 2012, has supplied the Plan administrator with a certification as to the completeness and accuracy of notes receivable from participants and all investment information reflected on the accompanying statement of net assets available for benefits (modified cash basis) as of June 30, 2012, and the related activity reflected in the statements of changes in net assets available for benefits (modified cash basis) for the year ended June 30, 2012 and for the period from July 1, 2012 through July 2, 2012.

Fidelity Management Trust Company, the trustee of the Plan effective July 3, 2012, has supplied the Plan administrator with a certification as to the completeness and accuracy of notes receivable from participants and all investment information reflected on the accompanying statement of net assets available for benefits (modified cash basis) as of June 30, 2013, the related activity reflected in the statement of changes in net assets available for benefits (modified cash basis) for the period from July 3, 2012 through June 30, 2013, and the supplemental schedule of assets (held at end of year) as of June 30, 2013.

NOTE 4 GROUP ANNUITY CONTRACT WITH INSURANCE COMPANY

During the year ended June 30, 2012 and for the period from July 1, 2012 through July 2, 2012, the Plan maintained a group annuity contract with Minnesota Life Insurance Company (Minnesota Life). As part of the contract, Minnesota Life maintained a portion of the contributions in a "guaranteed account." The account was credited with earnings on the underlying investments and charged for Plan withdrawals and administrative expenses charged by Minnesota Life. The guaranteed account 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 considered to be fully benefit-responsive. Upon termination of the investment contract, the lump sum liquidation value of the general account portion of the participant's accumulation value was contract value as no surrender charges were applied. The average and crediting yield approximated 4 percent for the year ended June 30, 2012 and for the period from July 1, 2012 through July 2, 2012.

PACIFIC NORTHWEST BALLET ASSOCIATION EMPLOYEE BENEFIT PLAN (STAFF)
NOTES TO FINANCIAL STATEMENTS
(MODIFIED CASH BASIS)
JUNE 30, 2013 AND 2012

NOTE 5 FAIR VALUE MEASUREMENTS

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of June 30:

	2013			
	Level 1	Level 2	Level 3	Total
Money Market Fund	\$ 320,081	\$ -	\$ -	\$ 320,081
Mutual Funds:				
Bond	431,658	-	-	431,658
Balanced	209,864	-	-	209,864
International	264,917	-	-	264,917
Specialty	165,190	-	-	165,190
Large Value	192,468	-	-	192,468
Large Blend	663,440	-	-	663,440
Large Growth	390,240	-	-	390,240
Mid Value	53,384	-	-	53,384
Mid Blend	92,290	-	-	92,290
Mid Growth	467,666	-	-	467,666
Small Value	56,224	-	-	56,224
Small Blend	90,267	-	-	90,267
Small Growth	2,843	-	-	2,843
Lifecycle Funds	926,439	-	-	926,439
Total Mutual Funds	4,006,890	-	-	4,006,890
Total Investments at Fair Value	<u>\$ 4,326,971</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 4,326,971</u>

	2012			
	Level 1	Level 2	Level 3	Total
Pooled Separate Accounts:				
Balanced	\$ -	\$ 1,060,831	\$ -	\$ 1,060,831
Growth	-	1,918,513	-	1,918,513
Income	-	637,456	-	637,456
General Account	-	205,723	-	205,723
Total Investments at Fair Value	<u>\$ -</u>	<u>\$ 3,822,523</u>	<u>\$ -</u>	<u>\$ 3,822,523</u>

The following table sets forth additional disclosures for the fair value measurement of investments in certain entities that calculate net asset value per share (or its equivalent) as of June 30, 2012:

	2012			
	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Pooled Separate Accounts:				
Balanced	\$ 1,060,831	\$ -	Daily	Daily
Growth	1,918,513	-	Daily	Daily
Income	637,456	-	Daily	Daily

PACIFIC NORTHWEST BALLET ASSOCIATION EMPLOYEE BENEFIT PLAN (STAFF)
NOTES TO FINANCIAL STATEMENTS
(MODIFIED CASH BASIS)
JUNE 30, 2013 AND 2012

NOTE 5 FAIR VALUE MEASUREMENTS (CONTINUED)

The pooled separate accounts listed above are invested in underlying investments that have a variety of investment objectives. The balanced accounts' primary investment strategy is capital appreciation coupled with investment income. The growth accounts' primary investment strategy is capital appreciation. The income accounts' primary investment strategy is the preservation of capital coupled with investment income.

NOTE 6 INVESTMENTS

The following investments represent 5 percent or more of the Plan's net assets available for benefits as of June 30:

	2013	2012
Money Market Fund:		
Fidelity Trust Retirement Money Market Portfolio	\$ 320,081	\$ -
Mutual Funds:		
Columbia Mid Cap Growth Fund Class Z	467,666	-
Sentinel Common Stock Fund Class A	459,634	-
Spartan U.S. Bond Index Fund	269,056	-
Fidelity Freedom 2030 Fund	256,471	-
Pooled Separate Accounts:		
Life Strategy II	-	514,766
Mid-Cap Growth Equity I	-	458,209
Large Equity II	-	447,096
Intermediate-Term Bond Index IA	-	388,680
Large Equity Index I	-	202,404

NOTE 7 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 the investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits (modified cash basis).

NOTE 8 PLAN TERMINATION

Although it has not expressed any intent to do so, the Association has the right under the Plan to discontinue contributions at any time and to terminate the Plan subject to the provisions of ERISA.

PACIFIC NORTHWEST BALLET ASSOCIATION EMPLOYEE BENEFIT PLAN (STAFF)
NOTES TO FINANCIAL STATEMENTS
(MODIFIED CASH BASIS)
JUNE 30, 2013 AND 2012

NOTE 9 PLAN TAX STATUS

The Plan is placing reliance on an opinion letter, dated March 31, 2008, received from the Internal Revenue Service on the prototype plan indicating that the Plan is qualified under Section 401 of the Internal Revenue Code (IRC) and is, therefore, not subject to tax under current income tax law. The prototype Plan has been amended since receiving the opinion letter. However the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. 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 2010.

NOTE 10 PARTY-IN-INTEREST TRANSACTIONS

In 2013, certain Plan investments are managed by Fidelity Management Trust Company (Fidelity). Fidelity is the trustee and third-party administrator as defined by the Plan and, therefore, the investment transactions qualify as party-in-interest transactions. Fidelity receives indirect compensation for recordkeeping and trustee services as part of a revenue sharing agreement with the Plan.

In 2012, certain Plan investments were managed by Minnesota Life Insurance Company. Minnesota Life Insurance was the custodian as defined by the Plan and, therefore, the investment transactions qualify as party-in-interest transactions. Fees paid by the Plan for investment management service was \$3,992 for the year ended June 30, 2012.

PACIFIC NORTHWEST BALLET ASSOCIATION EMPLOYEE BENEFIT PLAN (STAFF)
E.I.N. 91-0897129 PLAN NO. 002
SCHEDULE H, LINE 4i—SCHEDULE OF ASSETS (HELD AT END OF YEAR)
JUNE 30, 2013

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) ** Cost	(e) Current Value
		<u>Money Market Fund:</u>		
*	Fidelity Investments	Fidelity Trust Retirement Money Market Portfolio	\$	320,081
		<u>Mutual Funds:</u>		
	Columbia	Columbia Mid Cap Growth Fund Class Z		467,666
	Sentinel	Sentinel Common Stock Fund Class A		459,634
	Spartan	Spartan U.S. Bond Index Fund		269,056
*	Fidelity Investments	Fidelity Freedom 2030 Fund		256,471
	Neuberger Berman	Neuberger Berman Socially Responsive Fund		212,729
*	Fidelity Investments	Fidelity Balanced Fund		209,864
	Spartan	Spartan 500 Index Fund		203,806
*	Fidelity Investments	Fidelity Freedom 2020 Fund		202,186
	Invesco	Invesco Diversified Dividend Fund R5		192,468
	Harbor	Harbor Capital Appreciation Fund		177,511
	T. Rowe Price	T. Rowe Price Real Estate Adv Fund		165,190
*	Fidelity Investments	Fidelity Freedom 2040 Fund		164,934
	Metropolitan West	Metropolitan West Total Return Bond M		162,602
	Oakmark	Oakmark International Fund Class I		133,699
	Oppenheimer	Oppenheimer International Growth A		113,007
*	Fidelity Investments	Fidelity Freedom 2025 Fund		105,421
	Glenmede	Glenmede Small Cap Equity Adv		90,267
*	Fidelity Investments	Fidelity High Income Fund		71,158
*	Fidelity Investments	Fidelity Freedom 2045 Fund		64,075
*	Fidelity Investments	Fidelity Small Cap Value Fund		56,224
	RidgeWorth	RidgeWorth Mid Cap Value I		53,384
*	Fidelity Investments	Fidelity Low Priced Stock Fund		46,254
	Spartan	Spartan Extended Market Index Inv		46,036
*	Fidelity Investments	Fidelity Freedom 2035 Fund		39,982
	Spartan	Spartan Glb ex US Idx Inv		15,597
*	Fidelity Investments	Fidelity Freedom 2050 Fund		8,261
*	Fidelity Investments	Fidelity Freedom 2010 Fund		7,850
*	Fidelity Investments	Fidelity Freedom 2055 Fund		4,724
	Janus	Janus Triton T		2,843
	Harbor	Harbor International Inv		2,614
*	Fidelity Investments	Fidelity Freedom 2015 Fund		1,377
		Total Mutual Funds		4,006,890
		<u>Participants Loans</u>		
*	Participants	Interest Rate - 5.25%	-	67,758
				<u>\$ 4,394,729</u>

* Represents a party-in-interest investment

** Cost is omitted for participant-directed accounts