

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2012 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>07/01/2012</u> and ending <u>06/30/2013</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>RETIREMENT PLAN FOR NON-BARG. UNIT EES OF THE ALTOONA REGIONAL HEALTH SYSTEM</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>07/01/1963</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>07/01/1963</u>	
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1c Effective date of plan <u>07/01/1963</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>UPMC ALTOONA</u> <u>620 HOWARD AVENUE</u> <u>ALTOONA, PA 16601-4899</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>23-1352155</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>814-889-3629</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>622000</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>23-1352155</u>	2c Sponsor's telephone number <u>814-889-3629</u>	2d Business code (see instructions) <u>622000</u>	
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2d Business code (see instructions) <u>622000</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	04/15/2014 Date	BETSY KREUZ Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature. Signature of employer/plan sponsor	04/15/2014 Date	BETSY KREUZ Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>																											
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 ALTOONA REGIONAL HEALTH SYSTEM		4b EIN 23-1352155 4c PN 001																											
5 Total number of participants at the beginning of the plan year		<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%; text-align: center;">5</td> <td style="text-align: right;">1579</td> </tr> </table>	5	1579																									
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="2" style="background-color: #cccccc; height: 20px;"></td> </tr> <tr> <td style="width: 10%; text-align: center;">6a</td> <td style="text-align: right;">1816</td> </tr> <tr> <td style="text-align: center;">6b</td> <td style="text-align: right;">763</td> </tr> <tr> <td style="text-align: center;">6c</td> <td style="text-align: right;">886</td> </tr> <tr> <td style="text-align: center;">6d</td> <td style="text-align: right;">3465</td> </tr> <tr> <td style="text-align: center;">6e</td> <td style="text-align: right;">59</td> </tr> <tr> <td style="text-align: center;">6f</td> <td style="text-align: right;">3524</td> </tr> <tr> <td style="text-align: center;">6g</td> <td></td> </tr> <tr> <td style="text-align: center;">6h</td> <td style="text-align: right;">0</td> </tr> </table>			6a	1816	6b	763	6c	886	6d	3465	6e	59	6f	3524	6g		6h	0									
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7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%; text-align: center;">7</td> <td></td> </tr> </table>	7																										
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9a Plan funding arrangement (check all that apply) <table style="width: 100%;"> <tr> <td style="width: 5%;">(1)</td> <td style="width: 5%;">☐</td> <td>Insurance</td> </tr> <tr> <td>(2)</td> <td>☐</td> <td>Code section 412(e)(3) insurance contracts</td> </tr> <tr> <td>(3)</td> <td>☒</td> <td>Trust</td> </tr> <tr> <td>(4)</td> <td>☐</td> <td>General assets of the sponsor</td> </tr> </table>	(1)	☐	Insurance	(2)	☐	Code section 412(e)(3) insurance contracts	(3)	☒	Trust	(4)	☐	General assets of the sponsor	9b Plan benefit arrangement (check all that apply) <table style="width: 100%;"> <tr> <td style="width: 5%;">(1)</td> <td style="width: 5%;">☐</td> <td>Insurance</td> </tr> <tr> <td>(2)</td> <td>☐</td> <td>Code section 412(e)(3) insurance contracts</td> </tr> <tr> <td>(3)</td> <td>☒</td> <td>Trust</td> </tr> <tr> <td>(4)</td> <td>☐</td> <td>General assets of the sponsor</td> </tr> </table>		(1)	☐	Insurance	(2)	☐	Code section 412(e)(3) insurance contracts	(3)	☒	Trust	(4)	☐	General assets of the sponsor			
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)																													
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SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation		Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.		OMB No. 1210-0110 2012 This Form is Open to Public Inspection	
For calendar plan year 2012 or fiscal plan year beginning 07/01/2012 and ending 06/30/2013					
▶ Round off amounts to nearest dollar. ▶ Caution: A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.					
A Name of plan RETIREMENT PLAN FOR NON-BARG. UNIT EES OF THE ALTOONA REGIONAL HEALTH SYSTEM			B Three-digit plan number (PN) ▶ 001		
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF UPMC ALTOONA			D Employer Identification Number (EIN) 23-1352155		
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B			F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500		
Part I Basic Information					
1 Enter the valuation date: Month 07 Day 01 Year 2012					
2 Assets:					
a Market value					2a 96560733
b Actuarial value					2b 96706481
3 Funding target/participant count breakdown:					
				(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment.....				3a 395	33651042
b For terminated vested participants.....				3b 561	13479563
c For active participants:					
(1) Non-vested benefits.....				3c(1)	47411
(2) Vested benefits.....				3c(2)	55497903
(3) Total active				3c(3) 623	55545314
d Total				3d 1579	102675919
4 If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐					
a Funding target disregarding prescribed at-risk assumptions					4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor					4b
5 Effective interest rate					5 7.09 %
6 Target normal cost.....					6 3219380
Statement by Enrolled Actuary To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.					
SIGN HERE					
Signature of actuary		04/01/2014			
JON S. KETZNER, FCA, MAAA		Date			
Type or print name of actuary		14-01826			
CBIZ		Most recent enrollment number			
Firm name		301-777-1500			
44 BALTIMORE STREET CUMBERLAND, MD 21502		Telephone number (including area code)			
Address of the firm					
If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐					
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF. Schedule SB (Form 5500) 2012 v. 120126					

Part II		Beginning of Year Carryover Prefunding Balances	
		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	599952
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	599952
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of <u>1.27</u> %		
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		2701747
	b Interest on (a) using prior year's effective interest rate of <u>6.00</u> % except as otherwise provided (see instructions)		133727
	c Total available at beginning of current plan year to add to prefunding balance		2835474
	d Portion of (c) to be added to prefunding balance		2835474
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	2835474

Part III		Funding Percentages	
14	Funding target attainment percentage	14	91.42 %
15	Adjusted funding target attainment percentage	15	91.42 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	83.75 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV		Contributions and Liquidity Shortfalls	
18 Contributions made to the plan for the plan year by employer(s) and employees:			
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	
11/15/2013	1596676		
01/10/2014	2900870		
03/13/2014	72300000		
		Totals ▶	18(b) 76797546
			18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a 0
b Contributions made to avoid restrictions adjusted to valuation date	19b 0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c 68397196
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☐ Yes ☒ No
c If line 20a is "Yes," see instructions and complete the following table as applicable:	

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

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

21 Discount rate:				
a Segment rates:	1st segment: 5.54%	2nd segment: 6.85%	3rd segment: 7.52 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 67
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	3219380	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:			
a Net shortfall amortization installment	Outstanding Balance	Installment	
b Waiver amortization installment	8804912	1815028	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	5034408	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	2835474	2835474
36 Additional cash requirement (line 34 minus line 35)	36	2198934	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	68397196	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	66198262	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	2835474	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☒ 2 plus 7 years	☐ 15 years	
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☒ 2011		
42 Amount of acceleration adjustment	42	0	
43 Excess installment acceleration amount to be carried over to future plan years	43	0	

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

For calendar plan year 2012 or fiscal plan year beginning **07/01/2012** and ending **06/30/2013**

A Name of plan RETIREMENT PLAN FOR NON-BARG. UNIT EES OF THE ALTOONA REGIONAL HEALTH SYSTEM	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 UPMC ALTOONA	D Employer Identification Number (EIN) 23-1352155	

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

CBIZ BENEFITS AND INSURANCE SERVICE

52-0807416

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11	ACTUARY	177108	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

M&T TRUST COMPANY

16-0538020

(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?
24 15 27	TRUSTEE	91311	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

CS MCKEE

52-0807416

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28	NONE	38045	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

ING INV MGMT

06-0888148

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	35481	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

BARROW HANLEY

75-2403190

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	30155	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

CONESTOGA MANAGEMENT

23-3072906

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	25120	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

JP MORGAN INVESTMENT MANAGEMENT INC

31-1192865

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	24921	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

SPRUCEGROVE INVESTMENT MANAGEMENT L

181 UNIVERSITY AVE., SUITE 1300
TORONTO, ONTARIO M5H 3M7 CA

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	22043	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

STERLING CAPITAL MANAGEMENT LLC

42-1658828

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	18750	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <div style="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2012</div> This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning <u>07/01/2012</u> and ending <u>06/30/2013</u>		
A Name of plan <u>RETIREMENT PLAN FOR NON-BARG. UNIT EES OF THE ALTOONA REGIONAL HEALTH SYSTEM</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>UPMC ALTOONA</u>	D Employer Identification Number (EIN) <u>23-1352155</u>	

Part I	Asset and Liability Statement
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1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	175176
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	9250000	76797546
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	198580	5663819
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	6176474	5667645
(2) U.S. Government securities.....	1c(2)	7975394	9942447
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	2497170
(B) All other.....	1c(3)(B)	10863013	6625418
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	3270960
(B) Common	1c(4)(B)	20776938	29353713
(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)		
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	41723941	83030711
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(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	96964340	223024605

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	43722	
i Acquisition indebtedness	1i		
j Other liabilities	1j	86153	
k Total liabilities (add all amounts in lines 1g through 1j)	1k	129875	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	96834465	223024605
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	76797546	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		76797546
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	504	
(B) U.S. Government securities	2b(1)(B)	220679	
(C) Corporate debt instruments	2b(1)(C)	224889	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		446072
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	396698	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1044589	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1441287
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	57141946	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	56120788	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		1021158
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	2549083	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		2549083

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		4217668
c Other income.....	2c		1143
d Total income. Add all income amounts in column (b) and enter total.....	2d		86473957

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	3796266	
(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)		3796266
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	268419	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	194514	
(4) Other	2i(4)	375454	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		838387
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		4634653

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		81839304
l Transfers of assets:			
(1) To this plan.....	2l(1)		44350836
(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: **BKD, LLP**

(2) EIN: **44-0160260**

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		2000000
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.).....			
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.			

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>RETIREMENT PLAN FOR NON-BARG. UNIT EES OF THE ALTOONA REGIONAL HEALTH SYSTEM</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>UPMC ALTOONA</u>	D Employer Identification Number (EIN) <u>23-1352155</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>16-6265706</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>2</u>

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

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

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

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: 50% Investment-Grade Debt: 41% High-Yield Debt: _____% Real Estate: _____% Other: 9%

- 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): _____

Retirement Plan for Non- Bargaining Unit Employees of the Altoona Regional Health System EIN 23-1352155 PN 001

Independent Auditor's Report and Financial Statements

June 30, 2013 and 2012



Retirement Plan for Non-Bargaining Unit Employees of the Altoona Regional Health System

June 30, 2013 and 2012

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Independent Auditors' Report

Plan Administrator
Retirement Plan for Non-Bargaining Unit Employees of the Altoona Regional Health System
Altoona, Pennsylvania

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Retirement Plan for Non-Bargaining Unit Employees of the Altoona Regional Health System, which comprise the statements of net assets available for benefits as of June 30, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the *Employee Retirement Income Security Act of 1974*, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in *Note 3*, which was certified by Manufacturers and Traders Trust Company, the trustee 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 the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of and for the years ended June 30, 2013 and 2012, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Supplementary Information

The supplemental schedules listed in the table of contents are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the *Employee Retirement Income Security Act of 1974* and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on these supplemental schedules.

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

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

BKD, LLP

Springfield, Missouri
April 15, 2014

Federal Employer Identification Number: 44-0160260

Retirement Plan for Non-Bargaining Unit Employees of the Altoona Regional Health System

Statements of Net Assets Available for Benefits

June 30, 2013 and 2012

Assets

	2013	2012
Investments, At Fair Value		
U.S. Treasury obligations	\$ 2,646,289	\$ 4,536,511
U.S. government agencies	4,472,750	3,438,883
Corporate and foreign bonds	6,625,418	10,863,013
Closed-end, fixed-income securities	5,838,099	5,790,989
Common and preferred equity securities	23,599,209	20,776,938
Mutual funds	54,080,079	35,932,952
Cash and cash equivalents	4,461,620	6,247,962
	<u>101,723,464</u>	<u>87,587,248</u>
Receivables		
Employer's contribution	76,797,546	9,250,000
Accrued income receivable	116,993	198,580
Due from broker	35,766	-
	<u>76,950,305</u>	<u>9,448,580</u>
Total assets	<u>178,673,769</u>	<u>97,035,828</u>
Liabilities		
Accrued expenses	-	43,722
Due to brokers	-	157,641
Total liabilities	<u>-</u>	<u>201,363</u>
Net Assets Available for Benefits, At Fair Value	<u>\$ 178,673,769</u>	<u>\$ 96,834,465</u>

**Retirement Plan for Non-Bargaining Unit Employees of the
Altoona Regional Health System**
Statements of Changes in Net Assets Available for Benefits
Years Ended June 30, 2013 and 2012

	<u>2013</u>	<u>2012</u>
Investment Income		
Net appreciation (depreciation) in fair value of investments	\$ 7,788,768	\$ (970,878)
Interest and dividend income	<u>1,887,358</u>	<u>2,047,288</u>
Net investment income	9,676,126	1,076,410
Employer Contributions	<u>76,797,546</u>	<u>10,500,000</u>
Total additions	<u>86,473,672</u>	<u>11,576,410</u>
Deductions		
Benefits paid directly to participants	3,796,266	3,389,284
Administrative expenses	<u>838,102</u>	<u>547,998</u>
Total deductions	<u>4,634,368</u>	<u>3,937,282</u>
Net Increase	81,839,304	7,639,128
Net Assets Available for Benefits, Beginning of Year	<u>96,834,465</u>	<u>89,195,337</u>
Net Assets Available for Benefits, End of Year	<u><u>\$ 178,673,769</u></u>	<u><u>\$ 96,834,465</u></u>

Retirement Plan for Non-Bargaining Unit Employees of the Altoona Regional Health System

Notes to Financial Statements

June 30, 2013 and 2012

Note 1: Description of the Plan

The following description of the Retirement Plan for Non-Bargaining Unit Employees of the Altoona Regional Health System (Plan) provides only general information. Additional information about the vesting and benefit provisions and the Pension Benefit Guarantee Corporation's (PBGC) benefit guarantee is contained in the plan document and *Summary Plan Description*, which are available from the plan administrator.

General

The Plan is a noncontributory defined benefit plan that covers substantially all nonunion employees of Altoona Regional Health System (the "Hospital") and provides for retirement, death and disability benefits. Employee eligibility is limited to participants with 12 months of service and 1,000 hours worked. The Plan is subject to provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Manufacturers and Traders Trust Company is the trustee of the Plan.

On February 21, 2008, the Board of Directors unanimously approved a recommendation to migrate from this defined benefit retirement plan to a defined benefit contribution retirement plan, effective June 30, 2008. Retirement eligibility under the Plan was frozen and there are no new entrants after June 30, 2008 (soft freeze). No current employees will lose any benefits. Participants were able to make an irrevocable election to have their benefit frozen as of June 30, 2009, and receive an enhanced employer contribution by participating in the Altoona Regional Health System 403(b) Plan.

Plan Merger

On June 20, 2013, the Hospital resolved to merge the Retirement Plan for Bargaining Unit Employees Altoona Regional Health System into this plan effective July 1, 2013. Also the Plan name was changed to Retirement Plan for Employees of the Altoona Regional Health System. The merger does not affect participant pension benefits because the benefit provisions of the merged plans are incorporated into the Plan. For reporting on the Form 5500, the Hospital has elected to show this transfer as a payable to the successor plan as of June 30, 2013 (see Note 7).

The transfer from the Retirement Plan from Bargaining Unit Employees of the Altoona Regional Health System included the following:

	<u>Transfers</u>
Cash and investments	\$ 38,848,382
Employer's contribution receivable	5,502,454
	<u>\$ 44,350,836</u>

Retirement Plan for Non-Bargaining Unit Employees of the Altoona Regional Health System

Notes to Financial Statements

June 30, 2013 and 2012

Contributions

The Hospital has agreed to voluntarily contribute such additional amounts that are necessary to provide assets sufficient to meet the benefits to be paid to plan members. The Hospital's present intention is to make contributions in amounts sufficient to annually fund the Plan's current service cost and the initial past-service costs plus interest on them over a period of 30 years. The Plan has met the minimum funding requirements established by the federal government.

Pension Benefits

Benefits under the Plan are based on 1.5% of the employees' average monthly compensation (average monthly compensation is calculated by taking the average compensation earned in the 60 consecutive months that produce the highest average) multiplied by the employee's total number of years of service. Normal retirement age for plan benefits is 65. Participants may elect to receive reduced benefits upon early retirement at age 55. Monthly pension benefit payments are determined for each participant according to the retirement option selected. When a married participant retires, the normal benefit under the Plan is a qualified joint and 50% survivor annuity with the participant's spouse. For an unmarried participant, the normal retirement benefit is a single-life annuity and is guaranteed for 60 months. A participant may elect to receive benefits in a form other than noted above, with a spouse's written permission, as applicable.

Death Benefits

The spouse of a participant will receive a 50% survivor annuity, as defined in the Plan, upon the death of the participant. The surviving spouse annuity is equal to 50% of the participant's monthly benefit. This benefit is immediately payable to the spouse if the participant was already receiving benefits. If the participant was not already receiving benefits, payments to the spouse may commence as of the earliest date the participant would have received benefits.

Vesting

The pension benefits for the Plan are fully vested after five years. However, a participant is always fully vested upon reaching the normal retirement age.

Plan Termination

In the event the Plan terminates, the net assets of the Plan will be allocated, as prescribed by ERISA and its related regulations, generally to provide the following benefits in the order indicated:

- (a) Annuity benefits that former employees or their beneficiaries have been receiving for at least three years, or that employees eligible to retire for that three-year period would have been receiving if they had retired with benefits in the normal form of annuity under the

Retirement Plan for Non-Bargaining Unit Employees of the Altoona Regional Health System

Notes to Financial Statements

June 30, 2013 and 2012

Plan. The priority amount is limited to the lowest benefit that was payable (or would have been payable) during those three years. The amount is further limited to the lowest benefit that would be payable under plan provisions in effect at any time during the five years preceding plan termination.

- (b) Other vested benefits insured by the Pension Benefit Guaranty Corporation (PBGC) up to the applicable limitations discussed below.
- (c) Vested benefits not insured by the PBGC.
- (d) All nonvested benefits.

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination. However, there is a statutory ceiling, which is adjusted periodically, on the amount of an individual's monthly benefit that the PBGC guarantees.

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

Note 2: Summary of Significant Accounting Policies

Basis of Accounting

The Plan's financial statements are prepared on the accrual basis of accounting.

Use of Estimates

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

Retirement Plan for Non-Bargaining Unit Employees of the Altoona Regional Health System

Notes to Financial Statements

June 30, 2013 and 2012

Valuation of Investments and Income Recognition

Marketable securities are stated at fair value. Securities traded on a national securities exchange are valued at the last reported sales price on the last business day of the plan year; investments traded in the over-the-counter market and listed securities for which no sale was reported on that date are valued at the average of the last reported bid and ask prices.

For certain investments consisting of corporate bonds and notes that do not have an established fair value, the administrative committee has established a fair value based on yields currently available on comparable securities of issuers with similar credit ratings.

Mutual funds are valued at the net asset value (NAV) of shares held by the Plan at year end.

Cash equivalents include investments with original maturities of three months or less. The carrying value reported in the statement of net assets available for benefits approximates fair value.

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

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Administrative Expenses

Administrative expenses may be paid by the Hospital or the Plan, at the Hospital's discretion.

Accumulated Plan Benefits

Accumulated plan benefits (see *Note 4*) are those estimated future periodic payments, including lump-sum distributions, that are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to:

- (a) Retired or terminated employees or their beneficiaries
- (b) Present employees or their beneficiaries

Benefits under the Plan are based on employees' compensation during their last five years of credited service. The accumulated plan benefits for active employees are based on their average compensation during the five years preceding the valuation date. Benefits payable under all circumstances — retirement, death, disability and termination of employment — are included, to the extent they are deemed attributable to employee service rendered to the valuation date. Benefits to be provided via annuity contracts excluded from plan assets are excluded from accumulated plan benefits.

Retirement Plan for Non-Bargaining Unit Employees of the Altoona Regional Health System

Notes to Financial Statements

June 30, 2013 and 2012

Plan Tax Status

The Plan obtained its latest determination letter on January 25, 2012, in which the Internal Revenue Service stated that the Plan and related trust, as then designed, were in compliance with the applicable requirements of the Internal Revenue Code and therefore not subject to tax. The Plan has been amended since receiving the determination letter. However, the plan administrator believes that the Plan and related trust are currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

With a few exceptions, the Plan is no longer subject to federal, state and local income tax examinations by tax authorities for years before 2010.

Note 3: Investments

The Plan's investments are held by a bank-administered trust fund. The Plan's investments (including investments bought, sold and held during the year) appreciated (depreciated) in fair value as follows:

	2013	
	Net Appreciation (Depreciation) in Fair Value During Year	Fair Value at End of Year
U.S. Treasury obligations	\$ (170,604)	\$ 2,646,289
U.S. government agencies	(226,133)	4,472,750
Corporate and foreign bonds	(198,607)	6,625,418
Closed-end, fixed-income securities	48,876	5,838,099
Common and preferred equity securities	4,166,445	23,599,209
Mutual funds	4,168,791	54,080,079
Cash and cash equivalents	-	4,461,620
	<u>\$ 7,788,768</u>	<u>\$ 101,723,464</u>

Retirement Plan for Non-Bargaining Unit Employees of the Altoona Regional Health System

Notes to Financial Statements

June 30, 2013 and 2012

	2012	
	Net Appreciation (Depreciation) in Fair Value During Year	Fair Value at End of Year
U.S. Treasury obligations	\$ (54,055)	\$ 4,536,511
U.S. government agencies	(13,762)	3,438,883
Corporate and foreign bonds	53,772	10,863,013
Closed-end, fixed-income securities	489,444	5,790,989
Common and preferred equity securities	(173,620)	20,776,938
Mutual funds	(1,272,657)	35,932,952
Cash and cash equivalents	-	6,247,962
	<u>\$ (970,878)</u>	<u>\$ 87,587,248</u>

The fair value of individual investments that represented 5% or more of the Plan's net assets available for benefits were as follows:

	2013	2012
JPMCB Bond Fund	\$ 5,838,099	\$ 5,790,989
Vanguard Institutional Index CL I	17,995,696	13,972,202
Wilmington U.S. Treasury Money Market CL SLCT	4,365,666 *	6,176,747
Vanguard Short-Term Inv Grd CL Adml	7,065,923	3,229,063 *

*Investment represents less than 5% of net assets at respective year end

Interest and dividends realized on the Plan's investments for the years ended 2013 and 2012 were \$1,887,358 and \$2,047,288, respectively.

Note 4: Accumulated Plan Benefits

An actuary from CBIZ Benefits & Insurance Services, Inc. determines the actuarial present value of accumulated plan benefits, which is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal or retirement) between the valuation date and the expected date of payment.

Retirement Plan for Non-Bargaining Unit Employees of the Altoona Regional Health System

Notes to Financial Statements

June 30, 2013 and 2012

The accumulated plan benefit information for each plan year prepared as of July 1, 2012 and 2011, was as follows:

	<u>2013</u>	<u>2012</u>
Actuarial present value of accumulated plan benefits		
Vested benefits		
Participants currently receiving payments	\$ 63,817,439	\$ 46,739,965
Other participants	86,105,813	84,273,362
	<u>149,923,252</u>	<u>131,013,327</u>
Nonvested benefits	<u>2,610</u>	<u>108,406</u>
 Total actuarial present value of accumulated plan benefits	 <u>\$ 149,925,862</u>	 <u>\$ 131,121,733</u>

Changes in the actuarial present value of accumulated plan benefits were as follows:

	<u>2013</u>	<u>2012</u>
Actuarial present value of accumulated plan benefits, beginning of year	<u>\$ 131,121,733</u>	<u>\$ 119,384,094</u>
Increase (decrease) during the year attributable to		
Interest due to the decrease in the discount period	9,585,816	8,744,885
Benefits accumulated	15,840,022	8,564,000
Benefits paid	<u>(6,621,709)</u>	<u>(5,571,246)</u>
 Net increase (decrease)	 <u>18,804,129</u>	 <u>11,737,639</u>
 Actuarial present value of accumulated plan benefits, end of year	 <u>\$ 149,925,862</u>	 <u>\$ 131,121,733</u>

Retirement Plan for Non-Bargaining Unit Employees of the Altoona Regional Health System

Notes to Financial Statements

June 30, 2013 and 2012

Significant assumptions underlying the actuarial computations are:

	2013	2012
Assumed rate of return on investments	7.50%	7.50%
Mortality basis	2013 Static Mortality	2012 Static Mortality
Retirement	67 years old	67 years old

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits. Due to the merger of the Plan (see *Note 1*), the foregoing actuarial assumptions reflect that of the merged plan.

Note 5: Party-in-Interest Transactions

Party-in-interest transactions include those with fiduciaries or employees of the Plan, any person who provides services to the Plan, an employer whose employees are covered by the Plan, an employee organization whose members are covered by the Plan, a person who owns 50 percent or more of such an employer or employee association, or relatives of such persons.

The Plan invests in certain funds of a company affiliated with the plan trustee. Direct fees for custody-related services paid by the Plan to this trustee were \$91,994 and \$127,113 for the years ended June 30, 2013 and 2012, respectively.

The Hospital provides certain administrative services at no cost to the Plan, including audit and legal fees.

Note 6: Fair Value Measurements

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. Fair value measurements must maximize the use of observable inputs and minimize the use of unobservable inputs. There is a hierarchy of three levels of inputs that may be used to measure fair value:

Level 1 Quoted prices in active markets for identical assets or liabilities.

Level 2 Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Retirement Plan for Non-Bargaining Unit Employees of the Altoona Regional Health System

Notes to Financial Statements

June 30, 2013 and 2012

Level 3 Unobservable inputs supported by little or no market activity and are significant to the fair value of the assets or liabilities.

Recurring Measurements

The following table presents the fair value measurements of assets recognized in the accompanying statements of net assets available for benefits measured at fair value on a recurring basis and the level within the fair value hierarchy in which the fair value measurements fall at June 30, 2013 and 2012:

	Fair Value	2013 Fair Value Measurements Using		
		Level 1	Level 2	Level 3
U.S. Treasury obligations	\$ 2,646,289	\$ 2,646,289	\$ -	\$ -
U.S. government agencies	4,472,750	-	4,472,750	-
Corporate and foreign bonds	6,625,418	-	6,625,418	-
Closed-end, fixed-income securities	5,838,099	5,838,099	-	-
Common and preferred equity securities				
Consumer	3,811,824	3,811,824	-	-
Energy	2,242,605	2,242,605	-	-
Financial	3,174,491	3,174,491	-	-
Health Care	2,813,707	2,813,707	-	-
Information technology	4,414,915	4,414,915	-	-
Industrials	2,996,137	2,996,137	-	-
Preferred	2,336,400	2,336,400	-	-
Other	1,809,130	1,809,130	-	-
Mutual funds				
Taxable fixed income	17,293,823	17,293,823	-	-
Domestic	27,651,185	27,651,185	-	-
International	9,135,071	9,135,071	-	-
Cash and cash equivalents	4,461,620	-	4,461,620	-
	<u>\$ 101,723,464</u>	<u>\$ 86,163,676</u>	<u>\$ 15,559,788</u>	<u>\$ -</u>

Retirement Plan for Non-Bargaining Unit Employees of the Altoona Regional Health System

Notes to Financial Statements

June 30, 2013 and 2012

	Fair Value	2012 Fair Value Measurements Using		
		Level 1	Level 2	Level 3
U.S. Treasury obligations	\$ 4,536,511	\$ 4,536,511	\$ -	\$ -
U.S. government agencies	3,438,883	-	3,438,883	-
Corporate and foreign bonds	10,863,013	-	10,863,013	-
Closed-end, fixed-income securities	5,790,989	5,790,989	-	-
Common and preferred equity securities				
Consumer	3,783,310	3,783,310	-	-
Energy	1,949,027	1,949,027	-	-
Financial	2,989,964	2,989,964	-	-
Health Care	3,002,214	3,002,214	-	-
Information technology	4,378,034	4,378,034	-	-
Industrials	2,590,383	2,590,383	-	-
Other	2,084,006	2,084,006	-	-
Mutual funds				
Taxable fixed income	10,782,647	10,782,647	-	-
Domestic	18,750,745	18,750,745	-	-
International	6,399,560	6,399,560	-	-
Cash and cash equivalents	6,247,962	-	6,247,962	-
	<u>\$ 87,587,248</u>	<u>\$ 67,037,390</u>	<u>\$ 20,549,858</u>	<u>\$ -</u>

Following is a description of the valuation methodologies and inputs used for assets measured at fair value on a recurring basis and recognized in the accompanying statements of net assets available for benefits, as well as the general classification of such assets pursuant to the valuation hierarchy. There have been no significant changes in the valuation techniques during the year ended June 30, 2013. The Plan had no liabilities measured at fair value on a recurring basis. In addition, the Plan had no assets or liabilities measured at fair value on a nonrecurring basis.

Investments

Where quoted market prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. Level 1 securities include U.S. Treasury obligations, equity securities and mutual funds. If quoted market prices are not available, then fair values are estimated by using pricing models, quoted prices of securities with similar characteristics or discounted cash flows. Level 2 securities include corporate and foreign bonds, U.S. government agencies and cash equivalents. In certain cases where Level 1 or Level 2 inputs are not available, securities are classified within Level 3 of the hierarchy. The Plan held no investments at June 30, 2013 and 2012, classified as Level 3. See *Note 2* for definitions of inputs utilized to determine fair value.

Retirement Plan for Non-Bargaining Unit Employees of the Altoona Regional Health System

Notes to Financial Statements

June 30, 2013 and 2012

Note 7: Differences Between Financial Statements and Form 5500 Information

The following is a reconciliation of net assets available for plan benefits per the financial statements to the Form 5500:

	2013	2012
Net assets available for benefits per the financial statements	\$178,673,769	\$ -
Transfer of plan assets due to the merger	44,350,836	-
Net assets available for benefits per the Form 5500	<u>\$223,024,605</u>	<u>\$ -</u>

For the Annual Return/Report of Employee Benefit Plan (Form 5500) filed with the Internal Revenue Service, the Hospital has elected to show the asset transfer as of June 30, 2013, which is when the Plan officially merged together.

Note 8: Risks and Uncertainties

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

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

Note 9: Subsequent Events

Subsequent events have been evaluated through the date of the Independent Auditor's Report, which is the date the financial statements were available to be issued.

Change in Custodian

Effective March 13, 2014, the Plan changed their custodian to BMY Mellon.

Supplemental Schedules

Retirement Plan for Non-Bargaining Unit Employees of the Altoona Regional Health System

EIN 23-1352155 PN 001

Schedule H, Line 4j – Schedule of Reportable Transactions Year Ended June 30, 2013

Identity	Description	Total Number of Purchases	Total Number of Sales	Purchase Price	Selling Price	Net Gain or (Loss)
Category (i) – Single Transaction in Excess of 5% of Plan Assets						
Vanguard	Vanguard Short-Term Inv Grd CL Adml	\$ 1	\$ -	\$ 6,800,000	\$ -	\$ -
Wilmington Trust	U.S. Treasury Money Market Fund Select Shares	1	-	9,597,960	-	-
Wilmington Trust	U.S. Treasury Money Market Fund Select Shares	-	1	-	6,638,277	-
Wilmington Trust	U.S. Treasury Money Market Fund Select Shares	1	-	6,800,000	-	-
Wilmington Trust	U.S. Treasury Money Market Fund Select Shares	-	1	-	6,800,000	-
Category (iii) – Series of Transactions in Excess of 5% of Plan Assets						
Vanguard	Vanguard Short-Term Inv Grd CL Adml	2	2	\$ 8,800,000	\$ -	\$ -
				-	5,100,000	30,194
M&T Bank	U.S. Treasury Money Market Select Shares	619	407	56,113,511	-	-
				-	57,924,311	-

There were no (ii) or (iv) reportable transactions during the year.

Retirement Plan for Non-Bargaining Unit Employees of the Altoona Regional Health System

EIN 23-1352155 PN 001

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

June 30, 2013

Identity of Issuer (a)(b)	Description of Investment (c)	Cost (d)	Current Value (e)
U.S. Treasury obligations	See Attached	\$ 2,773,005	\$ 2,646,289
U.S. government agencies	See Attached	4,604,485	4,472,750
Corporate and foreign bonds	See Attached	6,883,533	6,625,418
Closed-end, fixed-income securities	See Attached	3,873,947	5,838,099
Common and preferred equity securities	See Attached	19,411,687	23,599,209
Mutual funds	See Attached	45,427,174	54,080,079
*Cash and cash equivalents	See Attached	<u>4,461,620</u>	<u>4,461,620</u>
		<u>87,435,451</u>	<u>101,723,464</u>
Transfer from Merged Plan			
U.S. Treasury obligations	See Attached	1,149,635	1,098,536
U.S. government agencies	See Attached	1,775,678	1,724,873
Corporate and foreign bonds	See Attached	2,595,073	2,497,170
Closed-end, fixed-income securities	See Attached	1,549,579	2,335,240
Common and preferred equity securities	See Attached	7,463,503	9,025,464
Mutual funds	See Attached	17,514,145	20,777,293
*Cash and cash equivalents	See Attached	<u>1,339,986</u>	<u>1,339,986</u>
		<u>33,387,599</u>	<u>38,798,562</u>
Total Merged Plan Investments		<u>\$ 120,823,050</u>	<u>\$ 140,522,026</u>

* Indicates party-in-interest as defined by ERISA

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SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
CASH & CASH EQUIVALENTS							
=====							
CASH							

85,066.43	PENDING CASH	85,066.43	85,066.43	0.08			
	1041263						
-49,300.45	PENDING CASH	-49,300.45	-49,300.45	-0.05			
	2000132						
396.90	PRINCIPAL CASH	396.90	396.90	0.00			
	2000132						
95,557.77	PRINCIPAL CASH	95,557.77	95,557.77	0.09			
	910118124						
TOTAL CASH							
		131,720.65	131,720.65	0.13		0.00	0.00

MONEY MARKET FUNDS							

4,768.92	WILMINGTON US TREASURY MMKT CL SLCT	4,768.92	4,768.92	0.01	1.000	0.48	0.01
3/08/12	CUSIP: 97181C514						
	1041263						
78,285.54	WILMINGTON US TREASURY MMKT CL SLCT	78,285.54	78,285.54	0.08	1.000	7.91	0.01
3/08/12	CUSIP: 97181C514						
	1042087						
211,541.43	WILMINGTON US TREASURY MMKT CL SLCT	211,541.43	211,541.43	0.21	1.000	21.37	0.01
3/08/12	CUSIP: 97181C514						
	1043664						
3,769,621.68	WILMINGTON US TREASURY MMKT CL SLCT	3,769,621.68	3,769,621.68	3.71	1.000	380.73	0.01
3/08/12	CUSIP: 97181C514						
	2000129						
208,419.18	WILMINGTON US TREASURY MMKT CL SLCT	208,419.18	208,419.18	0.21	1.000	21.05	0.01
3/08/12	CUSIP: 97181C514						
	2000132						

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SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
88,659.55 3/08/12	WILMINGTON US TREASURY MMKT CL SLCT CUSIP: 97181C514 910118124	88,659.55	88,659.55	0.09	1.000	8.95	0.01
4,369.45 3/08/12	WILMINGTON US TREASURY MMKT CL SLCT CUSIP: 97181C514 910118157	4,369.45	4,369.45	0.01	1.000	0.44	0.01
TOTAL MONEY MARKET FUNDS		4,365,665.75	4,365,665.75	4.29		440.93	0.01
TOTAL CASH & CASH EQUIVALENTS		4,497,386.40	4,497,386.40	4.42		440.93	0.01

FIXED INCOME
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U.S. TREASURY OBLIGATIONS

365,000.00 6/28/13	U.S. TREASURY BONDS 3.125% 11/15/41 CUSIP: 912810QT8 1043664	401,950.70	342,187.50	0.34	93.750	11,406.25	3.33
885,000.00 6/28/13	U.S. TREASURY NOTES 0.875% 1/31/17 CUSIP: 912828SC5 1043664	892,939.64	883,619.40	0.87	99.844	7,743.75	0.88
660,000.00 6/28/13	U.S. TREASURY NOTES 2.000% 2/15/22 CUSIP: 912828SF8 1043664	681,126.77	645,513.00	0.64	97.805	13,200.00	2.05
265,000.00 6/28/13	U.S. TREASURY NOTES 2.000% 4/30/16 CUSIP: 912828QF0 1043664	280,291.98	275,186.60	0.27	103.844	5,300.00	1.93
315,000.00 6/28/13	U.S. TREASURY NOTES 2.000% 11/15/21 CUSIP: 912828RR3 1043664	326,332.44	309,559.95	0.31	98.273	6,300.00	2.04

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
190,000.00 US TREASURY NOTE 6/28/13 CUSIP: 912828SK7 1043664	0.375% 3/15/15	190,363.10	190,222.30	0.19	100.117	712.50	0.38
TOTAL U.S. TREASURY OBLIGATIONS		2,773,004.63	2,646,288.75	2.60		44,662.50	1.69
U.S. GOVERNMENT AGENCIES							
400,000.00 FPMC MTN 6/28/13 CUSIP: 31315PGT0 1043664	2.125% 9/15/15	399,057.20	413,532.00	0.41	103.383	8,500.00	2.06
146,497.15 FHLMD GD PL #A88163 6/28/13 CUSIP: 312935B81 1043664	5.000% 9/01/39	158,445.82	156,366.66	0.15	106.737	7,324.86	4.69
235,994.98 FHLMD GD PL #A89148 6/28/13 CUSIP: 312936EV5 1043664	4.000% 10/01/39	252,072.14	245,460.74	0.24	104.011	9,439.80	3.85
225,971.25 FHLMD GD PL #C03830 6/28/13 CUSIP: 31292LHF5 1043664	4.000% 3/01/42	243,201.56	235,629.26	0.23	104.274	9,038.85	3.84
110,228.82 FNMA PL #AB1231 6/28/13 CUSIP: 31416WLM2 1043664	5.000% 7/01/40	121,355.04	120,635.52	0.12	109.441	5,511.44	4.57
105,551.15 FNMA PL #AB3509 6/28/13 CUSIP: 31416Y3T3 1043664	4.000% 9/01/41	114,028.22	111,138.47	0.11	105.284	4,222.05	3.80
215,603.04 FNMA PL #AB4438 6/28/13 CUSIP: 31417A4Y2 1043664	3.500% 2/01/42	229,145.61	219,721.06	0.22	101.910	7,546.11	3.44
197,011.42 FNMA PL #AB5907 6/28/13 CUSIP: 31417CR56 1043664	3.000% 8/01/27	206,800.42	203,045.88	0.20	103.063	5,910.34	2.91
424,988.75 FNMA PL #AB6228 6/28/13 CUSIP: 31417C4N2 1043664	3.500% 9/01/42	455,866.84	432,808.54	0.43	101.840	14,874.61	3.44

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SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
211,485.17 6/28/13	FNMA PL #AH5574 CUSIP: 3138A7FQ6 1043664	229,990.12	221,365.76	0.22	104.672	8,459.41	3.82
134,052.15 6/28/13	FNMA PL #AH6301 CUSIP: 3138A8AB2 1043664	143,519.57	141,351.29	0.14	105.445	5,362.09	3.79
323,808.77 6/28/13	FNMA PL #AH8854 CUSIP: 3138AAZU8 1043664	354,570.61	345,393.86	0.34	106.666	14,571.39	4.22
301,026.04 6/28/13	FNMA PL #AK9382 CUSIP: 3138EEM89 1043664	329,952.77	315,451.21	0.31	104.792	12,041.04	3.82
60,443.28 6/28/13	FNMA PL #AL2877 CUSIP: 3138EKF77 1043664	64,797.09	63,050.80	0.06	104.314	2,115.51	3.36
66,843.54 6/28/13	FNMA PL #AQ5095 CUSIP: 3138MLJUV4 1043664	71,512.14	69,003.92	0.07	103.232	2,005.31	2.91
405,830.64 6/28/13	FNMA PL #AR8929 CUSIP: 3138W64P8 1043664	421,556.57	397,076.87	0.39	97.843	12,174.92	3.07
351,108.41 6/28/13	FNMA POOL #AJ2212 CUSIP: 3138ATN63 1043664	384,463.71	377,265.99	0.37	107.450	15,799.88	4.19
204,259.28 6/28/13	GNMA II PL #WA0155 CUSIP: 36179ME48 1043664	225,004.36	214,946.13	0.21	105.232	8,170.37	3.80
0.01 6/28/13	GNMA II PL #005176 CUSIP: 36202FXD3 1043664	0.01	0.01	0.00	100.000	0.00	0.00
128,434.27 6/28/13	GNMA PL #AD8801 CUSIP: 36180MX69 1043664	140,254.23	132,015.02	0.13	102.788	4,495.20	3.41
52,743.55 6/28/13	GNMA PL #782916 CUSIP: 36241LGZ3 1043664	58,891.49	57,500.49	0.06	109.019	2,900.90	5.05

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SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
	TOTAL U.S. GOVERNMENT AGENCIES	4,604,485.52	4,472,749.48	4.40		160,464.06	3.59
	CORPORATE & FOREIGN BONDS						
25,000.00 6/28/13	ABB FINANCE USA INC CUSIP: 00037BAB8 1043664	26,175.25	23,951.50	0.02	95.806	718.75	3.00
40,000.00 6/28/13	ABBVIE INC CUSIP: 00287YAA7 1043664	39,973.20	40,044.00	0.04	100.110	480.00	1.20
25,000.00 6/28/13	ABBVIE INC CUSIP: 00287YAC3 1043664	24,839.00	23,378.50	0.02	93.514	725.00	3.10
15,000.00 6/28/13	ALTERA CORP CUSIP: 021441AD2 1043664	15,266.55	14,870.55	0.02	99.137	262.50	1.77
7,000.00 6/28/13	ALTRIA GROUP INC CUSIP: 02209SAD5 1043664	9,998.73	9,305.87	0.01	132.941	679.00	7.30
100,000.00 6/28/13	AMER EXPRESS CR MTN CUSIP: 0258MODE6 1043664	102,417.30	101,357.00	0.10	101.357	1,750.00	1.73
40,000.00 6/28/13	AMERICAN EXPRESS CUSIP: 025816BF5 1043664	38,647.20	34,972.40	0.04	87.431	1,620.00	4.63
45,000.00 6/28/13	ANALOG DEVICES MTN CUSIP: 032654AG0 1043664	47,682.00	47,002.95	0.05	104.451	1,350.00	2.87
85,000.00 6/28/13	APPLE INC CUSIP: 037833AK6 1043664	84,886.95	78,834.10	0.08	92.746	2,040.00	2.59
50,000.00 6/28/13	APPLIED MATERIALS CUSIP: 038222AE5 1043664	52,687.00	51,823.00	0.05	103.646	1,325.00	2.56

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SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
65,000.00 AT&T INC 6/28/13 CUSIP: 00206RBL5 1043664	0.800% 12/01/15	64,979.20	64,702.95	0.06	99.543	520.00	0.80
30,000.00 AT&T INC 6/28/13 CUSIP: 04650NAB0 1043664	5.350% 9/01/40	37,279.50	30,355.20	0.03	101.184	1,605.00	5.29
65,000.00 BANK NOVA SCOTIA 6/28/13 CUSIP: 064159BA3 1043664	0.750% 10/09/15	64,998.05	64,719.20	0.06	99.568	487.50	0.75
40,000.00 BANK OF AMERICA MTN 6/28/13 CUSIP: 06051GDZ9 1043664	7.625% 6/01/19	50,904.80	48,071.20	0.05	120.178	3,050.00	6.35
30,000.00 BAXTER INTL 6/28/13 CUSIP: 071813BD0 1043664	1.850% 1/15/17	31,254.60	30,181.80	0.03	100.606	555.00	1.84
55,000.00 BAXTER INTL 6/28/13 CUSIP: 071813BL2 1043664	3.200% 6/15/23	54,826.75	53,948.40	0.05	98.088	1,760.00	3.26
175,000.00 BEAR STEARNS CMO 6/28/13 CUSIP: 07388LAE0 1043664	5.540% 9/11/41	200,457.03	193,516.75	0.19	110.581	9,695.00	5.01
155,000.00 BEAR STEARNS CO 6/28/13 CUSIP: 073902RU4 1043664	7.250% 2/01/18	193,187.60	184,564.70	0.18	119.074	11,237.50	6.09
45,000.00 BECTON DICKINSON 6/28/13 CUSIP: 075887AW9 1043664	3.250% 11/12/20	48,999.70	45,504.45	0.05	101.121	1,462.50	3.21
35,000.00 BHP FINANCE USA LTD 6/28/13 CUSIP: 055451AP3 1043664	1.625% 2/24/17	35,817.60	34,830.60	0.04	99.516	568.75	1.63
30,000.00 BOSTON PROP LP 6/28/13 CUSIP: 10112RAV6 1043664	3.125% 9/01/23	29,813.70	27,711.00	0.03	92.370	937.50	3.38
65,000.00 BP CAPITAL PLC 6/28/13 CUSIP: 05565QCB2 1043664	2.500% 11/06/22	64,550.20	59,231.90	0.06	91.126	1,625.00	2.74
50,000.00 BP CAPITAL PLC 6/28/13 CUSIP: 05565QBP2 1043664	4.500% 10/01/20	58,170.00	54,244.50	0.05	108.489	2,250.00	4.15

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20,000.00 6/28/13	BURLINGTON CORP CUSIP: 12189TARS 1043664	28,971.80	26,408.00	0.03	132.040	1,590.00	6.02
20,000.00 6/28/13	CAMERON INTL CORP CUSIP: 13342BAC9 1043664	24,204.40	23,455.00	0.02	117.275	1,275.00	5.44
55,000.00 6/28/13	CAN IMPERIAL BK CUSIP: 136069DS7 1043664	57,782.45	56,903.00	0.06	103.460	1,292.50	2.27
50,000.00 6/28/13	CANADIAN NATL RESOUR CUSIP: 136385AR2 1043664	53,659.50	49,969.00	0.05	99.938	1,725.00	3.45
80,000.00 6/28/13	CAPITAL ONE FINL CUSIP: 14040HAZ8 1043664	81,712.00	81,260.80	0.08	101.576	1,720.00	2.12
45,000.00 6/28/13	CARDINAL HEALTH CUSIP: 14149YAY4 1043664	44,906.85	41,994.90	0.04	93.322	1,440.00	3.43
40,000.00 6/28/13	CATERPILLAR FINL MTN CUSIP: 14912LSD9 1043664	40,508.00	40,217.20	0.04	100.543	440.00	1.10
50,000.00 6/28/13	CATERPILLAR FINL MTN CUSIP: 14912LSE7 1043664	51,100.00	49,684.50	0.05	99.369	812.50	1.64
35,000.00 6/28/13	CITIGROUP INC CUSIP: 172967FA4 1043664	38,076.15	37,377.20	0.04	106.792	2,103.50	5.63
75,000.00 6/28/13	CITIGROUP INC CUSIP: 172967EV9 1043664	101,131.75	94,502.25	0.09	126.003	6,375.00	6.75
40,000.00 6/28/13	CNA FINANCIAL CUSIP: 126117AP5 1043664	49,613.85	48,432.40	0.05	121.081	2,940.00	6.07
75,000.00 6/28/13	COMCAST CORP CUSIP: 20030NAR2 1043664	90,532.50	87,564.00	0.09	116.752	4,406.25	5.03
30,000.00 6/28/13	CONAGRA FOODS INC CUSIP: 205887BR2 1043664	29,926.20	28,688.10	0.03	95.627	960.00	3.35

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35,000.00 6/28/13	COOPER US INC CUSIP: 216871AE3 1043664	37,692.20	35,996.80	0.04	102.848	1,356.25	3.77
45,000.00 6/28/13	COOPER US INC CUSIP: 216871AC7 1043664	53,633.25	51,466.95	0.05	114.371	2,745.00	5.33
30,000.00 6/28/13	COVIDIEN INTL CUSIP: 22303QAK6 1043664	31,556.10	31,050.60	0.03	103.502	840.00	2.71
35,000.00 6/28/13	DIAGEO CAPITAL CUSIP: 25243YAR0 1043664	35,706.30	34,684.30	0.04	99.098	525.00	1.51
50,000.00 6/28/13	DIRECTV HOLDINGS LLC CUSIP: 25459HAT2 1043664	55,706.00	53,986.00	0.05	107.972	2,600.00	4.82
15,000.00 6/28/13	DIRECTV HOLDINGS LLC CUSIP: 25459HAQ8 1043664	18,436.80	15,657.90	0.02	104.386	952.50	6.08
40,000.00 6/28/13	DOW CHEMICAL CO CUSIP: 260543CC5 1043664	44,524.40	42,122.40	0.04	105.306	1,700.00	4.04
30,000.00 6/28/13	DUKE CAPITAL CUSIP: 26439VAB3 1043664	32,053.80	31,501.80	0.03	105.006	1,700.40	5.40
45,000.00 6/28/13	DUPONT EI NEMOUR CUSIP: 263534CK3 1043664	44,984.25	42,877.80	0.04	95.284	1,260.00	2.94
40,000.00 6/28/13	EATON CORP CUSIP: 278058DD1 1043664	47,304.00	45,524.40	0.05	113.811	2,240.00	4.92
35,000.00 6/28/13	EBAY INC CUSIP: 278642AG8 1043664	35,311.50	34,399.75	0.03	98.285	472.50	1.37
60,000.00 6/28/13	EMC CORP CUSIP: 268648AP7 1043664	59,965.80	59,310.00	0.06	98.850	1,125.00	1.90
35,000.00 6/28/13	ENERGY TRAN PTNR CUSIP: 29273RAL3 1043664	38,838.45	37,027.20	0.04	105.792	2,975.00	8.04

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30,000.00 6/28/13	ENERGY TRAN PTNR CUSIP: 29273RAM1 1043664	38,260.20	38,166.60	0.04	127.222	2,700.00	7.08
35,000.00 6/28/13	ENTERPRISE PRODUCTS CUSIP: 29379VAG8 1043664	42,076.65	38,922.80	0.04	111.208	2,143.75	5.51
10,000.00 6/28/13	ERP OPERATING-LP CUSIP: 26884ABA0 1043664	9,911.00	9,190.20	0.01	91.902	300.00	3.27
15,000.00 6/28/13	EXELON GENERATION CUSIP: 30161MAG8 1043664	17,566.05	16,315.50	0.02	108.770	937.50	5.75
35,000.00 6/28/13	FORD CREDIT ABS CUSIP: 34530CAC5 1043664	34,996.56	34,612.55	0.04	98.893	210.00	0.61
30,000.00 6/28/13	FRANCE TELECOM CUSIP: 35177PAS6 1043664	31,438.20	30,896.40	0.03	102.988	1,312.50	4.25
20,000.00 6/28/13	GEN ELEC CAP CRP CUSIP: 369622SM8 1043664	22,966.20	21,939.40	0.02	109.697	1,060.00	4.83
75,000.00 6/28/13	GEN ELEC CAP CRP MTN CUSIP: 36962G4J0 1043664	88,950.00	84,561.75	0.08	112.749	4,125.00	4.88
30,000.00 6/28/13	GEN ELEC CAP CRP MTN CUSIP: 36962G3P7 1043664	36,464.40	33,022.80	0.03	110.076	1,762.50	5.34
20,000.00 6/28/13	GENZYME CORP CUSIP: 372917AS3 1043664	24,137.80	22,404.40	0.02	112.022	1,000.00	4.46
50,000.00 6/28/13	GILEAD SCIENCES CUSIP: 375558AR4 1043664	51,899.00	51,111.50	0.05	102.223	1,200.00	2.35
95,000.00 6/28/13	GLAXOSMITHKLINE CAP CUSIP: 377373AC9 1043664	96,833.65	94,355.90	0.09	99.322	1,425.00	1.51
65,000.00 6/28/13	GOLDMAN SACHS GROUP CUSIP: 38141GFG4 1043664	72,991.05	72,724.60	0.07	111.884	3,867.50	5.32

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35,000.00 6/28/13	HALLIBURTON CO CUSIP: 406216AZ4 1043664	38,078.95	35,504.35	0.04	101.441	1,137.50	3.20
45,000.00 6/28/13	HCP INC CUSIP: 404141LAD1 1043664	52,231.05	48,813.30	0.05	108.474	2,418.75	4.96
25,000.00 6/28/13	HEALTH CARE REIT CUSIP: 42217KAY2 1043664	27,406.25	26,149.75	0.03	104.599	1,031.25	3.94
30,000.00 6/28/13	HEALTH CARE REIT CUSIP: 42217KAW6 1043664	33,831.60	32,243.10	0.03	107.477	1,575.00	4.89
10,000.00 6/28/13	HOME DEPOT INC CUSIP: 437076AZ5 1043664	9,984.40	9,480.60	0.01	94.806	270.00	2.85
55,000.00 6/28/13	HUMANA INC CUSIP: 444859BA9 1043664	54,424.90	51,041.65	0.05	92.803	1,732.50	3.40
55,000.00 6/28/13	HUSKY ENERGY INC CUSIP: 448055AJ2 1043664	58,329.45	55,821.70	0.06	101.494	2,172.50	3.89
25,000.00 6/28/13	HUSKY ENERGY INC CUSIP: 448055AE3 1043664	27,287.50	26,154.50	0.03	104.618	1,475.00	5.64
40,000.00 6/28/13	INTEL CORP CUSIP: 458140AL4 1043664	39,957.60	39,144.80	0.04	97.862	540.00	1.38
30,000.00 6/28/13	INTEL CORP CUSIP: 458140AJ9 1043664	32,990.10	30,110.40	0.03	100.368	990.00	3.29
15,000.00 6/28/13	JOHN DEERE CAP CUSIP: 24422ERS0 1043664	15,133.95	15,076.20	0.02	100.508	142.50	0.95
50,000.00 6/28/13	JOHN DEERE CAP MTN CUSIP: 24422ESB6 1043664	49,884.50	48,434.00	0.05	96.868	650.00	1.34
65,000.00 6/28/13	JOHNSON CONTROLS CUSIP: 478366AV9 1043664	66,051.05	65,478.40	0.07	100.736	1,137.50	1.74

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60,000.00 6/17/13	JPMCB COMMERCIAL CMO 3.157% CUSIP: 46639NAR2 1043664	61,961.18	62,076.54	0.06	103.461	1,894.20	3.05
25,000.00 6/28/13	KEYCORP MTN 5.100% CUSIP: 49328EED1 1043664	28,778.45	27,814.00	0.03	111.256	1,275.00	4.59
20,000.00 6/28/13	KRAFT FOODS GROUP 1.625% CUSIP: 50076QAK2 1043664	20,337.60	20,213.20	0.02	101.066	325.00	1.61
35,000.00 6/28/13	LIBERTY MUTUAL 5.000% CUSIP: 53079EAV6 1043664	38,145.45	36,919.40	0.04	105.484	1,750.00	4.74
40,000.00 6/28/13	MARATHON OIL CORP 6.000% CUSIP: 565849AD8 1043664	47,612.00	45,806.40	0.05	114.516	2,400.00	5.24
50,000.00 6/28/13	MERRILL LYNCH & CO 6.500% CUSIP: 590188JF6 1043664	56,663.40	56,100.50	0.06	112.201	3,250.00	5.79
80,000.00 6/28/13	MERRILL LYNCH MTN 6.400% CUSIP: 59018YJ69 1043664	90,465.60	90,332.80	0.09	112.916	5,120.00	5.67
45,000.00 6/28/13	MORGAN STANLEY MTN 1.750% CUSIP: 61746BDG8 1043664	44,914.95	44,580.15	0.04	99.067	787.50	1.77
45,000.00 6/28/13	MORGAN STANLEY MTN 3.750% CUSIP: 61746BDJ2 1043664	44,836.65	43,032.60	0.04	95.628	1,687.50	3.92
35,000.00 6/28/13	NATL RURAL UTILS 5.450% CUSIP: 637432HT5 1043664	40,862.50	39,630.85	0.04	113.231	1,907.50	4.81
85,000.00 6/28/13	NISSAN AUTO LEA ABS 0.580% CUSIP: 65476LAC5 1043664	84,996.04	84,687.20	0.08	99.632	493.00	0.58
50,000.00 6/28/13	NOVARTIS CAPITAL CRP 2.900% CUSIP: 66989HAC2 1043664	53,233.00	52,118.50	0.05	104.237	1,450.00	2.78
45,000.00 6/28/13	ONEOK PARTNERS 6.125% CUSIP: 68268NAG8 1043664	52,756.65	46,449.00	0.05	103.220	2,756.25	5.93

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50,000.00 6/28/13	ORACLE CORP CUSIP: 68389XAN5 1043664	49,913.50	48,561.00	0.05	97.122	600.00	1.24
35,000.00 6/28/13	PEPSICO INC CUSIP: 713448BT4 1043664	37,055.20	36,418.20	0.04	104.052	875.00	2.40
30,000.00 6/28/13	PEPSICO INC CUSIP: 713448CG1 1043664	29,971.20	28,385.40	0.03	94.618	825.00	2.91
15,000.00 6/28/13	PETROBRAS INTL CUSIP: 71645WAU5 1043664	15,544.35	14,933.25	0.02	99.555	525.00	3.52
10,000.00 6/28/13	PETROBRAS INTL CUSIP: 71645WAQ4 1043664	12,959.50	10,094.80	0.01	100.948	687.50	6.81
40,000.00 6/28/13	PHILIPS ELECTRONICS CUSIP: 500472AB1 1043664	48,400.80	46,325.60	0.05	115.814	2,300.00	4.97
70,000.00 6/28/13	PHILLIPS PETE CO CUSIP: 718507BH8 1043664	88,152.10	83,905.50	0.08	119.865	4,655.00	5.55
25,000.00 6/28/13	PHILLIPS 66 CUSIP: 718546AE4 1043664	25,580.25	25,387.75	0.03	101.551	487.50	1.92
35,000.00 6/28/13	PHILLIPS 66 CUSIP: 718546AC8 1043664	38,284.05	36,162.70	0.04	103.322	1,505.00	4.16
50,000.00 6/28/13	PNC FUNDING CORP CUSIP: 693476BN2 1043664	52,991.75	48,063.00	0.05	96.126	1,650.00	3.43
45,000.00 6/28/13	PNC FUNDING CORP CUSIP: 693476BG7 1043664	49,041.00	47,847.60	0.05	106.328	1,912.50	4.00
30,000.00 6/28/13	PRECISION CAST CUSIP: 740189AJ4 1043664	29,991.00	29,823.60	0.03	99.412	210.00	0.71
25,000.00 6/28/13	PRIDE INTL INC CUSIP: 74153QAH5 1043664	31,503.25	29,670.25	0.03	118.681	1,718.75	5.79

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45,000.00 6/28/13	RABOBANK MTN CUSIP: 21685WBL0 1043664	45,849.60	46,052.55	0.05	102.339	956.25	2.08
45,000.00 6/28/13	ROGERS COMM INC CUSIP: 77509NAK9 1043664	47,302.65	46,464.30	0.05	103.254	2,475.00	5.33
115,000.00 6/28/13	ROYAL BK CANADA CUSIP: 78011DAD6 1043664	114,932.15	114,321.50	0.11	99.410	718.75	0.63
40,000.00 6/28/13	ROYAL BK CANADA MTN CUSIP: 78008T2C7 1043664	40,526.00	40,308.00	0.04	100.770	460.00	1.14
65,000.00 6/28/13	SANOPI CUSIP: 801060AB0 1043664	64,714.65	62,958.35	0.06	96.859	812.50	1.29
45,000.00 6/28/13	SANOPI-AVENTIS CUSIP: 80105NAG0 1043664	49,980.60	47,995.20	0.05	106.656	1,800.00	3.75
30,000.00 6/28/13	SEMPRA ENERGY CUSIP: 816851AN9 1043664	35,052.60	34,400.70	0.03	114.669	1,950.00	5.67
110,000.00 6/28/13	SHELL INTL FIN CUSIP: 822582AU6 1043664	109,973.60	109,875.70	0.11	99.887	687.50	0.63
60,000.00 6/28/13	SIMON PROP GP CUSIP: 828807BZ9 1043664	73,201.20	70,493.40	0.07	117.489	3,675.00	5.21
25,000.00 6/28/13	SPECTRA ENERGY CUSIP: 84756NAB5 1043664	27,229.75	25,469.25	0.03	101.877	1,150.00	4.52
40,000.00 6/28/13	SPECTRA ENERGY CAP CUSIP: 84755TAD9 1043664	46,593.10	44,370.80	0.04	110.927	2,260.00	5.09
50,000.00 6/28/13	ST JUDE MEDICAL INC CUSIP: 790849AH6 1043664	51,920.00	51,371.50	0.05	102.743	1,250.00	2.43
85,000.00 6/28/13	STATE STREET CORP CUSIP: 857477AH6 1043664	90,647.40	88,752.75	0.09	104.415	2,443.75	2.75

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45,000.00 6/28/13	SUNTRUST BANKS INC CUSIP: 867914BE2 1043664	47,360.70	47,091.15	0.05	104.647	1,575.00	3.35
10,000.00 6/28/13	TECK RESOURCES CUSIP: 878742AS4 1043664	10,950.60	9,381.30	0.01	93.813	600.00	6.40
50,000.00 6/28/13	TEVA PHAR II/III CUSIP: 88166CAA6 1043664	53,341.00	51,953.50	0.05	103.907	1,500.00	2.89
50,000.00 6/28/13	TIME WARNER CABLE CUSIP: 88732JAL2 1043664	61,085.00	57,232.50	0.06	114.465	3,375.00	5.90
45,000.00 6/28/13	TOYOTA MTR CRED MTN CUSIP: 89233P5S1 1043664	46,737.90	45,517.05	0.05	101.149	922.50	2.03
40,000.00 6/28/13	TRANS-CANADA PL CUSIP: 8935268Z9 1043664	64,092.80	54,207.60	0.05	135.519	3,050.00	5.63
30,000.00 6/28/13	TYCO ELECTRONICS CUSIP: 902133AF4 1043664	36,455.40	34,728.00	0.04	115.760	1,965.00	5.66
35,000.00 6/28/13	UNION ELECTRIC CUSIP: 906548CG5 1043664	44,933.70	42,684.25	0.04	121.955	2,345.00	5.49
20,000.00 6/28/13	UNITED PARCEL SERV CUSIP: 911312AP1 1043664	19,967.00	19,569.00	0.02	97.845	225.00	1.15
90,000.00 6/28/13	UNITED TECH CORP CUSIP: 913017BU2 1043664	92,919.30	90,329.40	0.09	100.366	1,620.00	1.79
35,000.00 6/28/13	UNITEDHEALTH GROUP CUSIP: 91324PAQ5 1043664	40,171.60	38,767.05	0.04	110.763	1,881.25	4.85
20,000.00 6/28/13	UNITEDHEALTH GRP CUSIP: 91324PCA8 1043664	19,348.55	17,208.00	0.02	86.040	790.00	4.59
55,000.00 6/28/13	US BANCORP MTN CUSIP: 91159HHD5 1043664	56,269.40	54,830.05	0.05	99.691	907.50	1.66

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15,000.00 6/28/13	VALERO ENERGY CORP CUSIP: 91913YANO 1043664	20,335.95	19,668.60	0.02	131.124	1,406.25	7.15
60,000.00 6/28/13	VERIZON COMM INC CUSIP: 92343VBA1 1043664	61,505.10	60,604.20	0.06	101.007	1,170.00	1.93
20,000.00 6/28/13	VERIZON COMM INC CUSIP: 92343VBC7 1043664	22,225.00	20,088.20	0.02	100.441	700.00	3.49
35,000.00 6/28/13	VERIZON WIRELESS CUSIP: 92344SAK6 1043664	48,982.15	45,458.00	0.05	129.880	2,975.00	6.55
60,000.00 6/28/13	VODAFONE GROUP PLC CUSIP: 92857WAX8 1043664	61,120.80	58,539.00	0.06	97.565	975.00	1.67
70,000.00 6/28/13	VOLKSWAGEN AUTO ABS CUSIP: 92867KAC8 1043664	70,415.63	70,122.50	0.07	100.175	609.00	0.87
80,000.00 6/28/13	WACHOVIA CORP MTN CUSIP: 92976WBH8 1043664	95,697.40	92,140.80	0.09	115.176	4,600.00	4.99
15,000.00 6/28/13	WALGREEN CO CUSIP: 931422AH2 1043664	14,974.10	14,215.05	0.01	94.767	465.00	3.27
65,000.00 6/28/13	WELLPOINT INC CUSIP: 94973VAS6 1043664	72,179.05	69,217.85	0.07	106.489	2,827.50	4.09
20,000.00 6/28/13	WESTAR ENERGY INC CUSIP: 95709TAA8 1043664	21,935.40	21,012.40	0.02	105.062	1,200.00	5.71
20,000.00 6/28/13	WILLIAMS COS INC CUSIP: 969457BU3 1043664	19,818.00	18,581.60	0.02	92.908	740.00	3.98
35,000.00 6/28/13	WILLIS NORTH AMERI CUSIP: 970648AD3 1043664	40,181.05	38,977.75	0.04	111.365	2,170.00	5.57
75,000.00 6/28/13	XCEL ENERGY INC CUSIP: 98389BAK6 1043664	87,923.25	84,257.25	0.08	112.343	4,209.75	5.00

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	TOTAL CORPORATE & FOREIGN BONDS	6,883,532.82	6,625,417.76	6.51		240,081.35	3.62
	TAXABLE FIXED INCOME FUNDS						
384,971.20 6/28/13	EATON VANCE FLOATING-RATE FD-I CUSIP: 277911491 2000129	3,509,686.59	3,510,937.33	3.45	9.120	152,063.62	4.33
201,135.05 6/28/13	NUVEEN PREFERRED SECURITIES FUND - I CUSIP: 670700400 2000129	3,343,229.85	3,485,670.43	3.43	17.330	218,432.67	6.27
123,237.67 6/28/13	VANGUARD INFLATION-PROTECTED CL ADML CUSIP: 922031737 2000129	3,192,174.69	3,231,291.71	3.18	26.220	81,706.58	2.53
662,844.60 6/28/13	VANGUARD SHORT-TERM INV GRD CL ADML CUSIP: 922031836 2000129	7,158,794.13	7,065,923.45	6.94	10.660	145,162.97	2.06
	TOTAL TAXABLE FIXED INCOME FUNDS	17,203,885.26	17,293,822.92	17.00		597,365.83	3.46
	CLOSED-END FIXED INCOME FUNDS						
362,389.77 6/30/13	JPMCB CORE BOND FUND CUSIP: 4812990A4 2000129	3,873,946.63	5,838,099.18	5.74	16.110	0.00	0.00
	TOTAL CLOSED-END FIXED INCOME FUNDS	3,873,946.63	5,838,099.18	5.74		0.00	0.00

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	TOTAL FIXED INCOME	35,338,854.86	36,876,378.09	36.24		1,042,573.75	2.83
	EQUITIES						
	=====						
	COMMON EQUITY SECURITIES						

	MATERIALS						

2,424.00	BALCHEM CORPORATION CLASS B	83,970.14	108,474.00	0.11	44.750	533.28	0.49
6/28/13	CUSIP: 057665200						
	1041263						
6,000.00	FREEMONT-MCMORAN COPPER & GOLD INC	270,979.17	165,660.00	0.16	27.610	7,500.00	4.53
6/28/13	CUSIP: 35671D857						
	1042087						
2,562.00	INTERNATIONAL PAPER CO COM	94,722.67	113,522.22	0.11	44.310	3,074.40	2.71
6/28/13	CUSIP: 460146103						
	2000132						
1,595.00	MONSANTO COMPANY	142,361.49	157,586.00	0.16	98.800	2,392.50	1.52
6/28/13	CUSIP: 61166W101						
	2000132						
1,900.00	MOSAIC CO THE	109,023.77	102,239.00	0.10	53.810	1,900.00	1.86
6/28/13	CUSIP: 61945C103						
	1042087						
4,800.00	RAVEN INDUSTRIES INC	119,429.53	143,904.00	0.14	29.980	2,304.00	1.60
6/28/13	CUSIP: 754212108						
	1041263						
4,775.00	SUN HYDRAULICS CORPORATION	118,830.99	149,362.00	0.15	31.280	1,719.00	1.15
6/28/13	CUSIP: 866942105						
	1041263						
	TOTAL MATERIALS	939,317.76	940,747.22	0.93		19,423.18	2.07

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INDUSTRIALS							
2,175.00 6/28/13	AAON INC CUSIP: 000360206 1041263	50,128.53	71,949.00	0.07	33.080	652.50	0.91
2,000.00 6/28/13	ADVISORY BOARD CO (THE) CUSIP: 00762W107 1041263	49,295.84	109,300.00	0.11	54.650	0.00	0.00
1,550.00 6/28/13	AEROVIRONMENT INC CUSIP: 008073108 1041263	39,903.90	31,279.00	0.03	20.180	0.00	0.00
1,360.00 6/28/13	BE AEROSPACE INC CUSIP: 073302101 2000132	87,489.61	85,788.80	0.09	63.080	0.00	0.00
1,700.00 6/28/13	COSTAR GROUP INCORPORATED CUSIP: 22160N109 1041263	93,723.87	219,419.00	0.22	129.070	0.00	0.00
2,705.00 6/28/13	DANAHER CORP COM CUSIP: 235851102 2000132	88,297.23	171,236.50	0.17	63.300	270.50	0.16
2,000.00 6/28/13	DEERE & CO COMMON CUSIP: 244199105 1042087	148,683.96	162,500.00	0.16	81.250	4,080.00	2.51
3,300.00 6/28/13	DOVER CORP COMMON CUSIP: 260003108 1042087	203,805.18	256,278.00	0.25	77.660	4,620.00	1.80
3,586.00 6/28/13	FLIR SYSTEMS INC CUSIP: 302445101 2000132	88,971.33	96,714.42	0.10	26.970	1,290.96	1.34
1,977.00 6/28/13	FLOWERVE CORP COM CUSIP: 34354P105 2000132	95,589.23	106,777.77	0.11	54.010	1,107.12	1.04
15,600.00 6/28/13	GENERAL ELECTRIC COMPANY CUSIP: 369604103 1042087	330,862.61	361,764.00	0.36	23.190	11,856.00	3.28
1,275.00 6/28/13	GEOSPACE TECHNOLOGIES CORPORATION CUSIP: 37364X109 1041263	98,570.99	88,077.00	0.09	69.080	0.00	0.00

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2,600.00 6/28/13	HONEYWELL INTL INC COM CUSIP: 438516106 1042087	148,863.00	206,284.00	0.20	79.340	4,264.00	2.07
1,890.00 6/28/13	INGERSOLL-RAND PUBLIC LTD CO CUSIP: G47791101 2000132	104,788.90	104,932.80	0.10	55.520	1,587.60	1.51
4,275.00 6/28/13	INNERWORKINGS INC CUSIP: 45773Y105 1041263	37,944.90	46,383.75	0.05	10.850	0.00	0.00
400.00 6/28/13	MESA LABS INC CUSIP: 59064R109 1041263	20,992.93	21,652.00	0.02	54.130	224.00	1.04
1,025.00 6/28/13	MORNINGSTAR INC CUSIP: 617700109 1041263	53,853.11	79,519.50	0.08	77.580	512.50	0.65
1,616.00 6/28/13	PALL CORP COM CUSIP: 696429307 2000132	81,970.10	107,350.88	0.11	66.430	1,616.00	1.51
2,025.00 6/28/13	PROTO LABS INC CUSIP: 743713109 1041263	66,999.11	131,564.25	0.13	64.970	0.00	0.00
3,400.00 6/28/13	ROLLINS INCORPORATED CUSIP: 775711104 1041263	67,409.38	88,060.00	0.09	25.900	1,224.00	1.39
1,179.00 6/28/13	ROPER INDUSTRIES INC CUSIP: 776696106 2000132	59,054.23	146,455.38	0.14	124.220	778.14	0.53
698.00 6/28/13	UNION PACIFIC CORP COM CUSIP: 907818108 2000132	65,275.21	107,687.44	0.11	154.280	1,926.48	1.79
2,100.00 6/28/13	UNITED TECHNOLOGIES CORP COM CUSIP: 913017109 1042087	174,830.96	195,174.00	0.19	92.940	4,494.00	2.30
TOTAL INDUSTRIALS		2,257,304.11	2,996,137.49	2.95		40,503.80	1.35
TELECOMMUNICATION SERVICES							

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7,700.00 6/28/13	AT&T INC CUSIP: 00206R102 1042087	234,104.84	272,580.00	0.27	35.400	13,860.00	5.09
TOTAL TELECOMMUNICATION SERVICES		234,104.84	272,580.00	0.27		13,860.00	5.09
CONSUMER DISCRETIONARY							
3,256.00 6/28/13	BEST BUY COMPANY INC CUSIP: 086516101 2000132	81,480.55	88,986.48	0.09	27.330	2,214.08	2.49
1,700.00 6/28/13	BORG WARNER INC COM CUSIP: 099724106 1042087	105,796.10	146,455.00	0.14	86.150	1,700.00	1.16
1,100.00 6/28/13	BRINKER INTL INC COM CUSIP: 109641100 2000132	41,366.95	43,373.00	0.04	39.430	880.00	2.03
3,200.00 6/28/13	CBS CORP CL B CUSIP: 124857202 1042087	101,158.40	156,384.00	0.15	48.870	1,536.00	0.98
3,969.00 6/28/13	COMCAST CORP NEW A CUSIP: 20030N101 2000132	87,227.84	165,705.75	0.16	41.750	3,095.82	1.87
1,950.00 6/28/13	DELPHI AUTOMOTIVE PLC CUSIP: G27823106 2000132	80,650.32	98,845.50	0.10	50.690	1,326.00	1.34
1,258.00 6/28/13	DISCOVERY COMMUNICATIONS INC CUSIP: 25470F104 2000132	77,907.21	97,167.92	0.10	77.240	0.00	0.00
930.00 6/28/13	DISNEY WALT CO CUSIP: 254687106 2000132	57,666.38	58,729.50	0.06	63.150	697.50	1.19
2,270.00 6/28/13	GAP INC COM CUSIP: 364760108 2000132	82,857.03	94,727.10	0.09	41.730	1,362.00	1.44
2,550.00 6/28/13	GRAND CANYON EDUCATION INC CUSIP: 38526M106 1041263	48,139.91	82,186.50	0.08	32.230	0.00	0.00

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SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
1,450.00 6/28/13	HIBBETT SPORTS INC CUSIP: 428567101 1041263	65,695.51	80,576.50	0.08	55.570	0.00	0.00
1,359.00 6/28/13	HOME DEPOT INC COM CUSIP: 437076102 2000132	70,479.03	105,281.73	0.10	77.470	2,120.04	2.01
1,900.00 6/28/13	KOHL'S CORP COM CUSIP: 500255104 1042087	92,465.31	95,969.00	0.10	50.510	2,660.00	2.77
2,420.00 6/28/13	MACY'S INC CUSIP: 55616P104 2000132	63,651.14	116,160.00	0.12	48.000	2,420.00	2.08
1,814.00 6/28/13	MICHAEL KORS HOLDINGS LTD CUSIP: G60754101 2000132	69,996.27	112,504.28	0.11	62.020	0.00	0.00
2,798.00 6/28/13	NEWELL RUBBERMAID INC COM CUSIP: 651229106 2000132	51,409.06	73,447.50	0.07	26.250	1,678.80	2.29
1,034.00 6/28/13	PENN NATL GAMING INC CUSIP: 707569109 2000132	52,286.11	54,719.28	0.05	52.920	0.00	0.00
3,400.00 6/28/13	SIMPSON MANUFACTURING COMPANY INC CUSIP: 829073105 1041263	102,623.55	100,028.00	0.10	29.420	1,700.00	1.70
1,807.00 6/28/13	STARBUCKS CORP COM CUSIP: 855244109 2000132	82,548.11	118,376.57	0.12	65.510	1,517.88	1.28
1,700.00 6/28/13	TIME WARNER CABLE INC CUSIP: 88732J207 1042087	129,846.00	191,216.00	0.19	112.480	4,420.00	2.31
TOTAL CONSUMER DISCRETIONARY		1,545,250.78	2,080,839.61	2.05		29,328.12	1.41
CONSUMER STAPLES							
2,000.00 6/28/13	BEAM INC CUSIP: 073730103 1042087	97,186.75	126,220.00	0.13	63.110	1,800.00	1.43

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1,975.00 6/28/13	COCA COLA CO COM CUSIP: 191216100 2000132	83,991.64	79,217.25	0.08	40.110	2,212.00	2.79
2,300.00 6/28/13	COCA-COLA ENTERPRISES INC CUSIP: 19122T109 2000132	52,535.98	80,868.00	0.08	35.160	1,840.00	2.28
1,515.00 6/28/13	COSTCO WHOLESALE CORP COM CUSIP: 22160K105 2000132	132,652.80	167,513.55	0.17	110.570	1,878.60	1.12
1,798.00 6/28/13	CVS/CAREMARK CORP CUSIP: 126650100 2000132	105,227.32	102,809.64	0.10	57.180	1,618.20	1.57
2,568.00 6/28/13	HILLSHIRE BRANDS COMPANY CUSIP: 432589109 2000132	79,183.43	84,949.44	0.08	33.080	1,284.00	1.51
2,416.00 6/28/13	KRAFT FOODS GROUP INC CUSIP: 50076Q106 2000132	117,340.97	134,981.92	0.13	55.870	4,832.00	3.58
1,550.00 6/28/13	MEDIFAST INC CUSIP: 58470H101 1041263	42,613.35	39,928.00	0.04	25.760	0.00	0.00
3,008.00 6/28/13	MONDELEZ INTERNATIONAL INC CUSIP: 609207105 2000132	81,956.29	85,818.24	0.09	28.530	1,564.16	1.82
1,700.00 6/28/13	PHILIP MORRIS INTL INC CUSIP: 718172109 1042087	123,104.24	147,254.00	0.15	86.620	5,780.00	3.93
2,100.00 6/28/13	PROCTER & GAMBLE CO COM CUSIP: 742718109 1042087	136,560.40	161,679.00	0.16	76.990	5,052.60	3.13
2,122.00 6/28/13	PROCTER & GAMBLE CO COM CUSIP: 742718109 2000132	147,796.13	163,372.78	0.16	76.990	5,105.53	3.13
988.00 6/28/13	THE HERSHEY COMPANY CUSIP: 427866108 2000132	83,222.64	88,208.64	0.09	89.280	1,659.84	1.88
3,600.00 6/28/13	WAL MART STORES INC COM CUSIP: 931142103 1042087	189,114.83	268,164.00	0.26	74.490	6,768.00	2.52

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	TOTAL CONSUMER STAPLES	1,472,486.77	1,730,984.46	1.70		41,394.93	2.39
	ENERGY						
994.00 6/28/13	ANADARKO PETROLEUM CORP CUSIP: 032511107 2000132	79,831.81	85,414.42	0.08	85.930	357.84	0.42
2,000.00 6/28/13	APACHE CORP COM CUSIP: 037411105 1042087	236,229.04	167,660.00	0.17	83.830	1,600.00	0.96
675.00 6/28/13	CARBO CERAMICS INC COMMON CUSIP: 140781105 1041263	67,043.31	45,515.25	0.05	67.430	729.00	1.60
2,800.00 6/28/13	CHEVRON CORP CUSIP: 166764100 1042087	249,747.16	331,352.00	0.33	118.340	11,200.00	3.38
1,219.00 6/28/13	CHEVRON CORP CUSIP: 166764100 2000132	117,356.37	144,256.46	0.14	118.340	4,876.00	3.38
2,700.00 6/28/13	CONOCOPHILLIPS CUSIP: 20825C104 1042087	146,454.73	163,350.00	0.16	60.500	7,452.00	4.56
1,725.00 6/28/13	CONTANGO OIL & GAS COMPANY CUSIP: 21075N204 1041263	94,113.66	58,218.75	0.06	33.750	0.00	0.00
716.00 6/28/13	EOG RESOURCES INC COM CUSIP: 26875P101 2000132	80,326.66	94,282.88	0.09	131.680	537.00	0.57
2,672.00 6/28/13	EXXON MOBIL CORP CUSIP: 30231G102 2000132	202,661.77	241,415.20	0.24	90.350	6,733.44	2.79
3,900.00 6/28/13	HALLIBURTON HLDG CO COM CUSIP: 406216101 1042087	138,016.76	162,708.00	0.16	41.720	1,950.00	1.20
3,170.00 6/28/13	HALLIBURTON HLDG CO COM CUSIP: 406216101 2000132	136,879.02	132,252.40	0.13	41.720	1,585.00	1.20

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3,400.00 6/28/13	HESS CORPORATION CUSIP: 42809H107 1042087	188,370.33	226,066.00	0.22	66.490	1,360.00	0.60
2,400.00 6/28/13	OCCIDENTAL PETROLEUM CORP COMMON CUSIP: 674599105 1042087	201,411.24	214,152.00	0.21	89.230	6,144.00	2.87
1,972.00 6/28/13	OCCIDENTAL PETROLEUM CORP COMMON CUSIP: 674599105 2000132	152,710.94	175,961.56	0.17	89.230	5,048.32	2.87
TOTAL ENERGY		2,091,152.80	2,242,604.92	2.20		49,572.60	2.21
FINANCIALS							
3,200.00 6/28/13	ALLSTATE CORP CUSIP: 020002101 1042087	96,936.96	153,984.00	0.15	48.120	3,200.00	2.08
3,400.00 6/28/13	AMERICAN EXPRESS CO CUSIP: 025816109 1042087	166,317.82	254,184.00	0.25	74.760	3,128.00	1.23
4,200.00 6/28/13	AMERICAN INTERNATIONAL GROUP CUSIP: 026874784 1042087	161,769.30	187,740.00	0.19	44.700	0.00	0.00
1,075.00 6/28/13	AMERIPRISE FINANCIAL INC CUSIP: 03076C106 2000132	87,337.61	86,946.00	0.09	80.880	2,236.00	2.57
5,300.00 6/28/13	BANK NEW YORK MELLON CORP CUSIP: 064058100 1042087	142,048.29	148,665.00	0.15	28.050	3,180.00	2.14
503.00 6/28/13	BLACKROCK INC CUSIP: 09247X101 2000132	96,366.62	129,195.55	0.13	256.850	3,380.16	2.62
3,588.00 6/28/13	CITIGROUP INC CUSIP: 172967424 2000132	120,773.22	172,116.36	0.17	47.970	143.52	0.08
6,661.00 6/28/13	FIFTH THIRD BANCORP COM CUSIP: 316773100 2000132	88,969.72	120,231.05	0.12	18.050	3,197.28	2.66

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2,128.00 6/28/13	GALLAGHER ARTHUR J. & CO CUSIP: 363576109 2000132	82,572.84	92,972.32	0.09	43.690	2,979.20	3.21
1,100.00 6/28/13	GOLDMAN SACHS GROUP INC COM CUSIP: 38141G104 1042087	145,065.08	166,375.00	0.16	151.250	2,200.00	1.32
0.00 6/28/13	GRANITE REAL ESTATE INC REIT CUSIP: 387437114 2003201	0.00	0.00	0.00	34.550	0.00	0.00
5,300.00 6/28/13	JPMORGAN CHASE & CO CUSIP: 46625H100 1042087	184,508.44	279,787.00	0.28	52.790	8,056.00	2.88
3,136.00 6/28/13	JPMORGAN CHASE & CO CUSIP: 46625H100 2000132	104,014.93	165,549.44	0.16	52.790	4,766.72	2.88
2,600.00 6/28/13	LINCOLN NATIONAL CORP COMMON CUSIP: 534187109 2000132	85,052.58	94,822.00	0.09	36.470	1,248.00	1.32
2,995.00 6/28/13	NASDAQ OMX GROUP INC CUSIP: 631103108 2000132	70,412.48	98,206.05	0.10	32.790	1,557.40	1.59
1,198.00 6/28/13	THE TRAVELERS COMPANIES INC CUSIP: 89417E109 2000132	82,543.72	95,744.16	0.10	79.920	2,396.00	2.50
4,200.00 6/28/13	U S BANCORP DEL COM NEW CUSIP: 902973304 1042087	100,091.56	151,830.00	0.15	36.150	3,864.00	2.55
828.00 6/28/13	VISA INC CUSIP: 92826C839 2000132	113,009.17	151,317.00	0.15	182.750	1,092.96	0.72
9,000.00 6/28/13	WELLS FARGO & CO CUSIP: 949746101 1042087	232,868.28	371,430.00	0.37	41.270	10,800.00	2.91
4,034.00 6/28/13	WELLS FARGO & CO CUSIP: 949746101 2000132	123,099.58	166,483.18	0.16	41.270	4,840.80	2.91
2,025.00 6/28/13	WESTWOOD HOLDINGS GROUP INC CUSIP: 961765104 1041263	80,610.62	86,913.00	0.09	42.920	3,240.00	3.73

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	TOTAL FINANCIALS	2,364,368.82	3,174,491.11	3.12		65,506.04	2.06
	HEALTH CARE						
2,300.00	ABAXIS INC	64,348.21	109,273.00	0.11	47.510	0.00	0.00
6/28/13	CUSIP: 002567105						
	1041263						
7,450.00	ACCELRYX INC	63,283.23	62,580.00	0.06	8.400	0.00	0.00
6/28/13	CUSIP: 00430U103						
	1041263						
3,150.00	ALIGN TECHNOLOGY INCORPORATED	63,531.18	116,676.00	0.12	37.040	0.00	0.00
6/28/13	CUSIP: 016255101						
	1041263						
1,060.00	ALLERGAN INC	107,166.78	89,294.40	0.09	84.240	212.00	0.24
6/28/13	CUSIP: 018490102						
	2000132						
4,900.00	AMERISOURCE BERGEN CORP	200,614.82	273,567.00	0.27	55.830	4,116.00	1.51
6/28/13	CUSIP: 03073E105						
	1042087						
1,320.00	AMGEN INC COM	113,639.77	130,231.20	0.13	98.660	2,481.60	1.91
6/28/13	CUSIP: 031162100						
	2000132						
3,400.00	BAXTER INTERNATIONAL	201,382.49	235,518.00	0.23	69.270	6,664.00	2.83
6/28/13	CUSIP: 071813109						
	1042087						
636.00	CELGENE CORP COM	63,108.81	74,399.28	0.07	116.980	0.00	0.00
6/28/13	CUSIP: 151020104						
	2000132						
2,700.00	EXPRESS SCRIPTS HOLDING C	138,585.87	166,698.00	0.16	61.740	0.00	0.00
6/28/13	CUSIP: 30219G108						
	1042087						
1,552.00	EXPRESS SCRIPTS HOLDING C	92,269.03	95,820.48	0.10	61.740	0.00	0.00
6/28/13	CUSIP: 30219G108						
	2000132						
2,746.00	GILEAD SCIENCES INC COM	76,953.03	140,787.42	0.14	51.270	0.00	0.00
6/28/13	CUSIP: 375558103						
	2000132						

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2,182.00 6/28/13	HCA HOLDINGS INC CUSIP: 40412C101	79,906.77	78,682.92	0.08	36.060	0.00	0.00
3,325.00 6/28/13	HEALTHSTREAM INC CUSIP: 42222N103	28,815.58	84,189.00	0.08	25.320	0.00	0.00
1,469.00 6/28/13	JOHNSON & JOHNSON CUSIP: 478160104	124,892.88	126,128.34	0.12	85.860	3,878.16	3.08
1,300.00 6/28/13	LABORATORY CRP OF AMER HLDGS COM NEW CUSIP: 50540R409	125,437.00	130,130.00	0.13	100.100	0.00	0.00
585.00 6/28/13	MCKESSON CORPORATION COM CUSIP: 58155Q103	59,332.80	66,982.50	0.07	114.500	468.00	0.70
1,325.00 6/28/13	MEDIDATA SOLUTIONS INC CUSIP: 58471A105	55,543.71	102,621.25	0.10	77.450	0.00	0.00
4,025.00 6/28/13	MERIDIAN BIOSCIENCE INC CUSIP: 589584101	96,976.31	86,537.50	0.09	21.500	3,059.00	3.54
3,825.00 6/28/13	NATIONAL RESEARCH CORP CUSIP: 637372202	43,784.77	68,850.00	0.07	18.000	0.00	0.00
637.00 6/28/13	NATIONAL RESEARCH CORP CUSIP: 637372301	7,891.76	22,256.78	0.02	34.940	789.88	3.55
2,100.00 6/28/13	NEOGEN CORPORATION CUSIP: 640491106	78,248.42	116,676.00	0.12	55.560	0.00	0.00
9,156.00 6/28/13	PFIZER INC CUSIP: 717081103	188,789.49	256,459.56	0.25	28.010	8,789.76	3.43
550.00 6/28/13	TECHNE CORP CUSIP: 878377100	36,783.40	37,994.00	0.04	69.080	660.00	1.74
7,100.00 6/28/13	WARNER CHILCOTT PLC-CL A CUSIP: G94368100	141,781.61	141,353.90	0.14	19.909	3,550.00	2.51

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	TOTAL HEALTH CARE	2,253,067.72	2,813,706.53	2.77		34,668.40	1.23
	INFORMATION TECHNOLOGY						
2,593.00 6/28/13	ACACIA RESEARCH-ACACIA TECH CUSIP: 003881307 1041263	51,209.54	57,953.55	0.06	22.350	1,296.50	2.24
2,850.00 6/28/13	ACI WORLDWIDE INC CUSIP: 004498101 1041263	100,885.38	132,468.00	0.13	46.480	0.00	0.00
3,475.00 6/28/13	ADVENT SOFTWARE INC CUSIP: 007974108 1041263	94,900.07	121,833.50	0.12	35.060	0.00	0.00
3,000.00 6/28/13	AGILENT TECHNOLOGIES INC COM CUSIP: 00846U101 1042087	116,176.52	128,280.00	0.13	42.760	1,440.00	1.12
500.00 6/28/13	APPLE INC CUSIP: 037833100 1042087	198,815.24	198,265.00	0.20	396.530	6,100.00	3.08
535.00 6/28/13	APPLE INC CUSIP: 037833100 2000132	72,314.44	212,143.55	0.21	396.530	6,527.00	3.08
3,050.00 6/28/13	BLACKBAUD INC CUSIP: 09227Q100 1041263	81,776.84	99,338.50	0.10	32.570	1,464.00	1.47
5,000.00 6/28/13	BOTTOMLINE TECHNOLOGIES INC CUSIP: 101388106 1041263	102,821.52	126,450.00	0.13	25.290	0.00	0.00
2,806.00 6/28/13	BROADCOM CORP CL A CUSIP: 111320107 2000132	97,714.93	94,828.77	0.09	33.795	1,234.64	1.30
838.00 6/28/13	COGNIZANT TECHNOLOGY SOLUTIONS CORP CUSIP: 192446102 2000132	55,032.83	52,492.32	0.05	62.640	0.00	0.00
3,800.00 6/28/13	EBAY INC COM CUSIP: 278642103 1042087	115,036.14	196,536.00	0.19	51.720	0.00	0.00

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5,900.00 6/28/13	EMC CORP MASS COM CUSIP: 268648102	124,117.12	139,358.00	0.14	23.620	2,360.00	1.69
6,692.00 6/28/13	EMC CORP MASS COM CUSIP: 268648102	169,112.22	158,065.04	0.16	23.620	2,676.80	1.69
550.00 6/28/13	FACTSET RESEARCH SYSTEMS INC CUSIP: 303075105	51,183.02	56,067.00	0.06	101.940	770.00	1.37
2,225.00 6/28/13	FARO TECHNOLOGIES INC CUSIP: 311642102	104,312.63	75,249.50	0.07	33.820	0.00	0.00
963.00 6/28/13	F5 NETWORKS INC CUSIP: 315616102	89,016.24	66,254.40	0.07	68.800	0.00	0.00
318.00 6/28/13	GOOGLE INC CL A CUSIP: 38259P508	196,023.17	279,957.66	0.28	880.370	0.00	0.00
1,575.00 6/28/13	HITTITE MICROWAVE CORP CUSIP: 43365Y104	96,079.01	91,350.00	0.09	58.000	0.00	0.00
765.00 6/28/13	IBM CORPORATION CUSIP: 459200101	151,320.21	146,199.15	0.14	191.110	2,907.00	1.99
6,000.00 6/28/13	INTEL CORP COM CUSIP: 458140100	132,781.27	145,380.00	0.14	24.230	5,400.00	3.72
1,664.00 6/28/13	INTUIT INC COM CUSIP: 461202103	104,140.96	101,570.56	0.10	61.040	1,131.52	1.12
4,800.00 6/28/13	MICROSOFT CORP CUSIP: 594918104	125,037.61	165,816.00	0.16	34.545	4,416.00	2.66
1,974.00 6/28/13	MICROSOFT CORP CUSIP: 594918104	62,457.56	68,191.83	0.07	34.545	1,816.08	2.66
4,425.00 6/28/13	NIC INCORPORATED CUSIP: 62914B100	45,108.72	73,145.25	0.07	16.530	0.00	0.00

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SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
825.00 6/28/13	NVE CORPORATION CUSIP: 629445206 1041263	46,536.40	38,626.50	0.04	46.820	0.00	0.00
2,275.00 6/28/13	OMNICELL INCORPORATED CUSIP: 68213N109 1041263	43,450.91	46,751.25	0.05	20.550	0.00	0.00
4,300.00 6/28/13	ORACLE CORPORATION COM CUSIP: 68389X105 1042087	140,103.20	132,053.00	0.13	30.710	2,064.00	1.56
5,932.00 6/28/13	ORACLE CORPORATION COM CUSIP: 68389X105 2000132	180,810.98	182,171.72	0.18	30.710	2,847.36	1.56
5,200.00 6/28/13	PROS HOLDINGS INC CUSIP: 74346Y103 1041263	81,419.69	155,740.00	0.15	29.950	0.00	0.00
3,000.00 6/28/13	SANDISK CORP COM CUSIP: 80004C101 1042087	129,217.72	183,300.00	0.18	61.100	0.00	0.00
3,725.00 6/28/13	SCIQEST INC CUSIP: 80908T101 1041263	64,230.91	93,311.25	0.09	25.050	0.00	0.00
2,325.00 6/28/13	SOURCEFIRE INC CUSIP: 83616T108 1041263	60,200.12	129,153.75	0.13	55.550	0.00	0.00
400.00 6/28/13	SPS COMMERCE INC CUSIP: 78463M107 1041263	21,821.16	22,000.00	0.02	55.000	0.00	0.00
3,750.00 6/28/13	STAMPS.COM INC CUSIP: 852857200 1041263	91,340.53	147,712.50	0.15	39.390	0.00	0.00
1,250.00 6/28/13	STRATASYS LTD CUSIP: M85548101 1041263	91,262.50	104,675.00	0.10	83.740	0.00	0.00
2,095.00 6/28/13	TIBCO SOFTWARE INC COM CUSIP: 88632Q103 2000132	42,028.99	44,843.48	0.05	21.405	0.00	0.00
2,150.00 6/28/13	TYLER TECHNOLOGIES INC CUSIP: 902252105 1041263	46,294.08	147,382.50	0.15	68.550	0.00	0.00

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SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
	TOTAL INFORMATION TECHNOLOGY	3,576,090.38	4,414,914.53	4.34		44,450.90	1.01
	UTILITIES						
3,554.00 6/28/13	CENTERPOINT ENERGY INC CUSIP: 15189T107 2000132	83,433.32	83,483.46	0.08	23.490	2,949.82	3.53
2,500.00 6/28/13	NEXTERA ENERGY INC CUSIP: 65339F101 1042087	138,895.30	203,700.00	0.20	81.480	6,600.00	3.24
4,900.00 6/28/13	PUBLIC SVC ENTERPRISE GROUP INC CUSIP: 744573106 1042087	157,657.05	160,034.00	0.16	32.660	7,056.00	4.41
	TOTAL UTILITIES	379,985.67	447,217.46	0.44		16,605.82	3.71
	COMMON STOCK						
300.00 6/28/13	CORE LABORATORIES N V CUSIP: N22717107 1041263	27,608.37	45,498.00	0.05	151.660	384.00	0.84
	TOTAL COMMON STOCK	27,608.37	45,498.00	0.05		384.00	0.84
	MISCELLANEOUS						
3,400.00 6/28/13	XL GROUP PLC CUSIP: G98290102 2000132	70,948.75	103,088.00	0.10	30.320	1,904.00	1.85
	TOTAL MISCELLANEOUS	70,948.75	103,088.00	0.10		1,904.00	1.85

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SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
	TOTAL COMMON EQUITY SECURITIES	17,211,686.77	21,262,809.33	20.90		357,601.79	1.68
	PREFERRED EQUITY SECURITIES						
220,000.00 6/30/13	MORGAN STANLEY PFD CUSIP: 61761H772 2000129	2,200,000.00	2,336,400.00	2.30	10.620	0.00	0.00
	TOTAL PREFERRED EQUITY SECURITIES	2,200,000.00	2,336,400.00	2.30		0.00	0.00
	DOMESTIC EQUITY MUTUAL FUNDS						
530,367.04 6/28/13	PIMCO COMMODITY RR STRATEGY FD -D CUSIP: 722005550 2000129	3,724,320.98	2,895,804.02	2.85	5.460	44,275.04	1.53
49,247.35 6/30/13	SPRUCEGROVE US GROUP TRUST CUSIP: 2309373Y8 910118157	936,550.47	2,583,245.12	2.54	52.454	0.00	0.00
122,353.11 6/28/13	VANGUARD INSTITUTIONAL INDEX CL I CUSIP: 922040100 910118124	11,838,129.51	17,995,696.01	17.69	147.080	376,725.24	2.09
207,576.54 6/28/13	VANGUARD S/C VALUE INDEX-INS CUSIP: 922908785 2000129	4,000,000.00	4,176,440.07	4.11	20.120	95,070.06	2.28
	TOTAL DOMESTIC EQUITY MUTUAL FUNDS	20,499,000.96	27,651,185.22	27.17		516,070.34	1.87

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
INTERNATIONAL FUNDS							
174,716.29 6/28/13	ARTISAN INTERNATIONAL FUND CL-INV CUSIP: 04314H204	3,661,349.64	4,553,106.44	4.48	26.060	48,046.98	1.06
125,498.89 6/28/13	DODGE AND COX INTERNATIONAL STOCK FD CUSIP: 256206103	4,062,938.10	4,581,964.51	4.50	36.510	93,747.67	2.05
	TOTAL INTERNATIONAL FUNDS	7,724,287.74	9,135,070.95	8.98		141,794.65	1.55
	TOTAL EQUITIES	47,634,975.47	60,385,465.50	59.34		1,015,466.78	1.68
	TOTAL INVESTMENT PORTFOLIO	87,471,216.73	101,759,229.99	100.00		2,058,481.46	2.02
	Due from Broker:	(35,766)	(35,766)				
		87,435,451	101,723,464				

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SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
CASH & CASH EQUIVALENTS							
=====							
CASH							

24,082.77	PENDING CASH	24,082.77	24,082.77	0.06			
	1041264						
-18,634.86	PENDING CASH	-18,634.86	-18,634.86	-0.05			
	2000137						
151.62	PRINCIPAL CASH	151.62	151.62	0.00			
	2000137						
37,855.41	PRINCIPAL CASH	37,855.41	37,855.41	0.10			
	910112127						
TOTAL CASH							
		43,454.94	43,454.94	0.11		0.00	0.00

MONEY MARKET FUNDS							

9,141.97	WILMINGTON US TREASURY MMKT CL SLCT	9,141.97	9,141.97	0.02	1.000	0.92	0.01
3/08/12	CUSIP: 97181C514						
	1041264						
25,686.89	WILMINGTON US TREASURY MMKT CL SLCT	25,686.89	25,686.89	0.07	1.000	2.59	0.01
3/08/12	CUSIP: 97181C514						
	1042086						
82,146.23	WILMINGTON US TREASURY MMKT CL SLCT	82,146.23	82,146.23	0.21	1.000	8.30	0.01
3/08/12	CUSIP: 97181C514						
	1043663						
1,070,389.03	WILMINGTON US TREASURY MMKT CL SLCT	1,070,389.03	1,070,389.03	2.76	1.000	108.11	0.01
3/08/12	CUSIP: 97181C514						
	2000134						
78,020.21	WILMINGTON US TREASURY MMKT CL SLCT	78,020.21	78,020.21	0.20	1.000	7.88	0.01
3/08/12	CUSIP: 97181C514						
	2000137						

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SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
35,365.24 3/08/12	WILMINGTON US TREASURY MMKT CL SLCT CUSIP: 91181C514 910112127	35,365.24	35,365.24	0.09	1.000	3.57	0.01
1,229.87 3/08/12	WILMINGTON US TREASURY MMKT CL SLCT CUSIP: 91181C514 910112150	1,229.87	1,229.87	0.00	1.000	0.12	0.01
	TOTAL MONEY MARKET FUNDS	1,301,979.44	1,301,979.44	3.36		131.50	0.01
	TOTAL CASH & CASH EQUIVALENTS	1,345,434.38	1,345,434.38	3.47			0.01

FIXED INCOME

U.S. TREASURY OBLIGATIONS

140,000.00 6/28/13	U.S. TREASURY BONDS CUSIP: 912810QT8 1043663	154,199.30	131,250.00	0.34	93.750	4,375.00	3.33
335,000.00 6/28/13	U.S. TREASURY NOTES CUSIP: 912828SC5 1043663	338,089.23	334,477.40	0.86	99.844	2,931.25	0.88
305,000.00 6/28/13	U.S. TREASURY NOTES CUSIP: 912828SF8 1043663	314,959.29	298,305.25	0.77	97.805	6,100.00	2.05
155,000.00 6/28/13	U.S. TREASURY NOTES CUSIP: 912828QF0 1043663	163,659.28	160,958.20	0.42	103.844	3,100.00	1.93
90,000.00 6/28/13	U.S. TREASURY NOTES CUSIP: 912828RR3 1043663	93,559.02	88,445.70	0.23	98.273	1,800.00	2.04

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SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
85,000.00 US TREASURY NOTE 6/28/13 CUSIP: 912828SK7 1043663	0.375% 3/15/15	85,168.77	85,099.45	0.22	100.117	318.75	0.38
TOTAL U.S. TREASURY OBLIGATIONS		1,149,634.89	1,098,536.00	2.83		18,625.00	1.70
U.S. GOVERNMENT AGENCIES							
150,000.00 FPMC WTN 6/28/13 CUSIP: 31315PFGT0 1043663	2.125% 9/15/15	149,646.45	155,074.50	0.40	103.383	3,187.50	2.06
56,971.10 FHLMC GD PL #A88163 6/28/13 CUSIP: 312935B81 1043663	5.000% 9/01/39	61,617.81	60,809.24	0.16	106.737	2,848.55	4.69
89,955.72 FHLMC GD PL #A89148 6/28/13 CUSIP: 312936EV5 1043663	4.000% 10/01/39	96,083.95	93,563.84	0.24	104.011	3,598.23	3.85
88,423.52 FHLMC GD PL #C03830 6/28/13 CUSIP: 31292LHF5 1043663	4.000% 3/01/42	95,165.82	92,202.74	0.24	104.274	3,536.94	3.84
45,704.64 FNMA PL #AB1231 6/28/13 CUSIP: 31416WLM2 1043663	5.000% 7/01/40	50,317.95	50,019.62	0.13	109.441	2,285.23	4.57
41,466.53 FNMA PL #AB3509 6/28/13 CUSIP: 31416Y3T3 1043663	4.000% 9/01/41	44,796.82	43,657.62	0.11	105.284	1,658.66	3.80
82,571.37 FNMA PL #AB4438 6/28/13 CUSIP: 31417A4Y2 1043663	3.500% 2/01/42	87,757.89	84,148.48	0.22	101.910	2,890.00	3.44
76,118.05 FNMA PL #AB5907 6/28/13 CUSIP: 31417CR56 1043663	3.000% 8/01/27	79,900.16	78,449.55	0.20	103.063	2,283.54	2.91
172,828.76 FNMA PL #AB6228 6/28/13 CUSIP: 31417C4N2 1043663	3.500% 9/01/42	185,385.84	176,008.81	0.45	101.840	6,049.01	3.44

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SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
80,748.89 6/28/13	FNMA PL #AH5574 CUSIP: 3138A7FQ6 1043663	87,814.41	84,521.48	0.22	104.672	3,229.96	3.82
53,620.88 6/28/13	FNMA PL #AH6301 CUSIP: 3138A8AB2 1043663	57,407.87	56,540.54	0.15	105.445	2,144.84	3.79
125,389.77 6/28/13	FNMA PL #AH8854 CUSIP: 3138AAZU8 1043663	137,301.78	133,748.25	0.35	106.666	5,642.54	4.22
109,464.02 6/28/13	FNMA PL #AK9382 CUSIP: 3138EEM89 1043663	119,982.83	114,709.54	0.30	104.792	4,378.56	3.82
23,247.41 6/28/13	FNMA PL #AL2877 CUSIP: 3138EKFT7 1043663	24,921.95	24,250.30	0.06	104.314	813.66	3.36
28,647.23 6/28/13	FNMA PL #AQ5095 CUSIP: 3138MLJV4 1043663	30,648.06	29,573.11	0.08	103.232	859.42	2.91
148,474.75 6/28/13	FNMA PL #AR8929 CUSIP: 3138W64P8 1043663	154,228.14	145,272.15	0.38	97.843	4,454.24	3.07
135,761.91 6/28/13	FNMA POOL #AJ2212 CUSIP: 3138ATN63 1043663	148,659.29	145,876.17	0.38	107.450	6,109.29	4.19
78,561.26 6/28/13	GNMA II PL #WA0155 CUSIP: 36179ME48 1043663	86,540.14	82,671.59	0.21	105.232	3,142.45	3.80
49,397.79 6/28/13	GNMA PL #AD8801 CUSIP: 36180MX69 1043663	53,943.94	50,775.00	0.13	102.788	1,728.92	3.41
21,097.41 6/28/13	GNMA PL #782916 CUSIP: 36241LGZ3 1043663	23,556.57	23,000.19	0.06	109.019	1,160.36	5.05
TOTAL U.S. GOVERNMENT AGENCIES		1,775,677.67	1,724,872.72	4.45		62,001.89	3.60

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SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
CORPORATE & FOREIGN BONDS							
10,000.00 6/28/13	ABB FINANCE USA INC CUSIP: 00037BAB8 1043663	10,470.10	9,580.60	0.03	95.806	287.50	3.00
15,000.00 6/28/13	ABBVIE INC CUSIP: 00287YAA7 1043663	14,989.95	15,016.50	0.04	100.110	180.00	1.20
10,000.00 6/28/13	ABBVIE INC CUSIP: 00287YAC3 1043663	9,935.60	9,351.40	0.03	93.514	290.00	3.10
5,000.00 6/28/13	ALTERA CORP CUSIP: 021441AD2 1043663	5,088.85	4,956.85	0.01	99.137	87.50	1.77
4,000.00 6/28/13	ALTRIA GROUP INC CUSIP: 02209SAD5 1043663	5,713.56	5,317.64	0.01	132.941	388.00	7.30
35,000.00 6/28/13	AMER EXPRESS CR MTN CUSIP: 0258M0DE6 1043663	35,847.35	35,474.95	0.09	101.357	612.50	1.73
15,000.00 6/28/13	AMERICAN EXPRESS CUSIP: 025816BF5 1043663	14,492.70	13,114.65	0.03	87.431	607.50	4.63
15,000.00 6/28/13	ANALOG DEVICES MTN CUSIP: 032654AG0 1043663	15,894.00	15,667.65	0.04	104.451	450.00	2.87
30,000.00 6/28/13	APPLE INC CUSIP: 037833AK6 1043663	29,960.10	27,823.80	0.07	92.746	720.00	2.59
20,000.00 6/28/13	APPLIED MATERIALS CUSIP: 038222AE5 1043663	21,074.80	20,729.20	0.05	103.646	530.00	2.56
25,000.00 6/28/13	AT&T INC CUSIP: 00206RBL5 1043663	24,992.00	24,885.75	0.07	99.543	200.00	0.80
15,000.00 6/28/13	AT&T INC CUSIP: 04650NAB0 1043663	18,639.75	15,177.60	0.04	101.184	802.50	5.29

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25,000.00 6/28/13	BANK NOVA SCOTIA CUSIP: 064159BA3 1043663	24,999.25	24,892.00	0.07	99.568	187.50	0.75
15,000.00 6/28/13	BANK OF AMERICA MTN CUSIP: 06051GDZ9 1043663	19,069.95	18,026.70	0.05	120.178	1,143.75	6.35
10,000.00 6/28/13	BAXTER INTL CUSIP: 071813BD0 1043663	10,418.20	10,060.60	0.03	100.606	185.00	1.84
20,000.00 6/28/13	BAXTER INTL CUSIP: 071813BL2 1043663	19,937.00	19,617.60	0.05	98.088	640.00	3.26
75,000.00 6/28/13	BEAR STEARNS CMO CUSIP: 07388LAE0 1043663	85,910.16	82,935.75	0.21	110.581	4,155.00	5.01
60,000.00 6/28/13	BEAR STEARNS CO CUSIP: 073902RU4 1043663	74,787.60	71,444.40	0.19	119.074	4,350.00	6.09
15,000.00 6/28/13	BECTON DICKINSON CUSIP: 075887AW9 1043663	16,390.20	15,168.15	0.04	101.121	487.50	3.21
15,000.00 6/28/13	BHP FINANCE USA LTD CUSIP: 055451AP3 1043663	15,350.40	14,927.40	0.04	99.516	243.75	1.63
10,000.00 6/28/13	BOSTON PROP LP CUSIP: 10112RAV6 1043663	9,937.90	9,237.00	0.02	92.370	312.50	3.38
25,000.00 6/28/13	BP CAPITAL PLC CUSIP: 05565QCB2 1043663	24,827.00	22,781.50	0.06	91.126	625.00	2.74
20,000.00 6/28/13	BP CAPITAL PLC CUSIP: 05565QBP2 1043663	23,268.00	21,697.80	0.06	108.489	900.00	4.15
10,000.00 6/28/13	BURLINGTON CORP CUSIP: 12189TAR5 1043663	14,485.90	13,204.00	0.04	132.040	795.00	6.02
10,000.00 6/28/13	CAMERON INTL CORP CUSIP: 13342BAC9 1043663	12,102.20	11,727.50	0.03	117.275	637.50	5.44

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20,000.00 6/28/13	CAN IMPERIAL BK CUSIP: 136069DS7 1043663	21,011.80	20,692.00	0.05	103.460	470.00	2.27
20,000.00 6/28/13	CANADIAN NATL RESOUR CUSIP: 136385AR2 1043663	21,463.80	19,987.60	0.05	99.938	690.00	3.45
30,000.00 6/28/13	CAPITAL ONE FINL CUSIP: 14040HAZ8 1043663	30,642.00	30,472.80	0.08	101.576	645.00	2.12
15,000.00 6/28/13	CARDINAL HEALTH CUSIP: 14149YAY4 1043663	14,968.95	13,998.30	0.04	93.322	480.00	3.43
15,000.00 6/28/13	CATERPILLAR FINL MTN CUSIP: 14912L5D9 1043663	15,190.50	15,081.45	0.04	100.543	165.00	1.10
20,000.00 6/28/13	CATERPILLAR FINL MTN CUSIP: 14912L5E7 1043663	20,440.00	19,873.80	0.05	99.369	325.00	1.64
15,000.00 6/28/13	CITIGROUP INC CUSIP: 172967FA4 1043663	16,318.35	16,018.80	0.04	106.792	901.50	5.63
25,000.00 6/28/13	CITIGROUP INC CUSIP: 172967EV9 1043663	33,721.05	31,500.75	0.08	126.003	2,125.00	6.75
15,000.00 6/28/13	CNA FINANCIAL CUSIP: 126117AP5 1043663	18,582.10	18,162.15	0.05	121.081	1,102.50	6.07
30,000.00 6/28/13	COMCAST CORP CUSIP: 20030NAR2 1043663	36,213.00	35,025.60	0.09	116.752	1,762.50	5.03
10,000.00 6/28/13	CONAGRA FOODS INC CUSIP: 205887BR2 1043663	9,975.40	9,562.70	0.03	95.627	320.00	3.35
15,000.00 6/28/13	COOPER US INC CUSIP: 216871AE3 1043663	16,153.50	15,427.20	0.04	102.848	581.25	3.77
15,000.00 6/28/13	COOPER US INC CUSIP: 216871AC7 1043663	17,877.75	17,155.65	0.05	114.371	915.00	5.33

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10,000.00 6/28/13	COVIDIEN INTL CUSIP: 22303QAK6 1043663	10,523.40	10,350.20	0.03	103.502	280.00	2.71
15,000.00 6/28/13	DIAGEO CAPITAL CUSIP: 25243YAR0 1043663	15,302.70	14,864.70	0.04	99.098	225.00	1.51
20,000.00 6/28/13	DIRECTV HOLDINGS LLC CUSIP: 25459HAT2 1043663	22,282.40	21,594.40	0.06	107.972	1,040.00	4.82
5,000.00 6/28/13	DIRECTV HOLDINGS LLC CUSIP: 25459HAQ8 1043663	6,145.60	5,219.30	0.01	104.386	317.50	6.08
15,000.00 6/28/13	DOW CHEMICAL CO CUSIP: 260543CC5 1043663	16,696.65	15,795.90	0.04	105.306	637.50	4.04
10,000.00 6/28/13	DUKE CAPITAL CUSIP: 26439VAB3 1043663	10,684.60	10,500.60	0.03	105.006	566.80	5.40
15,000.00 6/28/13	DUPONT EI NEMOUR CUSIP: 263534CK3 1043663	14,994.75	14,292.60	0.04	95.284	420.00	2.94
15,000.00 6/28/13	EATON CORP CUSIP: 278058DD1 1043663	17,739.00	17,071.65	0.04	113.811	840.00	4.92
15,000.00 6/28/13	EBAY INC CUSIP: 278642AG8 1043663	15,133.50	14,742.75	0.04	98.285	202.50	1.37
25,000.00 6/28/13	EMC CORP CUSIP: 268648AP7 1043663	24,985.75	24,712.50	0.06	98.850	468.75	1.90
15,000.00 6/28/13	ENERGY TRAN PTNR CUSIP: 29273RAL3 1043663	16,645.05	15,868.80	0.04	105.792	1,275.00	8.04
10,000.00 6/28/13	ENERGY TRAN PTNR CUSIP: 29273RAM1 1043663	12,753.40	12,722.20	0.03	127.222	900.00	7.08
15,000.00 6/28/13	ENTERPRISE PRODUCTS CUSIP: 29379VAG8 1043663	18,032.85	16,681.20	0.04	111.208	918.75	5.51

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SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
10,000.00 ERP OPERATING-LP 6/28/13 CUSIP: 26884ABA0 1043663	3.000% 4/15/23	9,911.00	9,190.20	0.02	91.902	300.00	3.27
5,000.00 EXELON GENERATION 6/28/13 CUSIP: 30161MAG8 1043663	6.250% 10/01/39	5,855.35	5,438.50	0.02	108.770	312.50	5.75
15,000.00 FORD CREDIT ABS 6/28/13 CUSIP: 34530CAC5 1043663	0.600% 3/15/16	14,998.53	14,833.95	0.04	98.893	90.00	0.61
10,000.00 FRANCE TELECOM 6/28/13 CUSIP: 35177PAS6 1043663	4.375% 7/08/14	10,479.40	10,298.80	0.03	102.988	437.50	4.25
5,000.00 GEN ELEC CAP CRP 6/28/13 CUSIP: 369622SM8 1043663	5.300% 2/11/21	5,741.55	5,484.85	0.02	109.697	265.00	4.83
30,000.00 GEN ELEC CAP CRP MTN 6/28/13 CUSIP: 36962G4J0 1043663	5.500% 1/08/20	35,580.00	33,824.70	0.09	112.749	1,650.00	4.88
10,000.00 GEN ELEC CAP CRP MTN 6/28/13 CUSIP: 36962G3P7 1043663	5.875% 1/14/38	12,154.80	11,007.60	0.03	110.076	587.50	5.34
5,000.00 GENZYME CORP 6/28/13 CUSIP: 372917AS3 1043663	5.000% 6/15/20	6,034.45	5,601.10	0.02	112.022	250.00	4.46
20,000.00 GILEAD SCIENCES 6/28/13 CUSIP: 375558AR4 1043663	2.400% 12/01/14	20,717.25	20,444.60	0.05	102.223	480.00	2.35
35,000.00 GLAXOSMITHKLINE CAP 6/28/13 CUSIP: 377373AC9 1043663	1.500% 5/08/17	35,685.10	34,762.70	0.09	99.322	525.00	1.51
25,000.00 GOLDMAN SACHS GROUP 6/28/13 CUSIP: 38141GFG4 1043663	5.950% 1/18/18	28,038.55	27,971.00	0.07	111.884	1,487.50	5.32
15,000.00 HALLIBURTON CO 6/28/13 CUSIP: 406216AZ4 1043663	3.250% 11/15/21	16,319.55	15,216.15	0.04	101.441	487.50	3.20
15,000.00 HCP INC 6/28/13 CUSIP: 404141AD1 1043663	5.375% 2/01/21	17,410.35	16,271.10	0.04	108.474	806.25	4.96

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10,000.00 6/28/13	HEALTH CARE REIT CUSIP: 42217KAY2 1043663	10,962.50	10,459.90	0.03	104.599	412.50	3.94
10,000.00 6/28/13	HEALTH CARE REIT CUSIP: 42217KAW6 1043663	11,277.20	10,747.70	0.03	107.477	525.00	4.89
10,000.00 6/28/13	HOME DEPOT INC CUSIP: 437076AZ5 1043663	9,984.40	9,480.60	0.03	94.806	270.00	2.85
20,000.00 6/28/13	HUMANA INC CUSIP: 444859BA9 1043663	19,831.85	18,560.60	0.05	92.803	630.00	3.40
20,000.00 6/28/13	HUSKY ENERGY INC CUSIP: 448055AJ2 1043663	21,228.40	20,298.80	0.05	101.494	790.00	3.89
10,000.00 6/28/13	HUSKY ENERGY INC CUSIP: 448055AE3 1043663	10,915.00	10,461.80	0.03	104.618	590.00	5.64
15,000.00 6/28/13	INTEL CORP CUSIP: 458140AL4 1043663	14,984.10	14,679.30	0.04	97.862	202.50	1.38
10,000.00 6/28/13	INTEL CORP CUSIP: 458140AJ9 1043663	10,996.70	10,036.80	0.03	100.368	330.00	3.29
5,000.00 6/28/13	JOHN DEERE CAP CUSIP: 24422ERS0 1043663	5,044.65	5,025.40	0.01	100.508	47.50	0.95
20,000.00 6/28/13	JOHN DEERE CAP MTN CUSIP: 24422ESB6 1043663	19,953.80	19,373.60	0.05	96.868	260.00	1.34
25,000.00 6/28/13	JOHNSON CONTROLS CUSIP: 478366AV9 1043663	25,404.25	25,184.00	0.07	100.736	437.50	1.74
20,000.00 6/17/13	JPMBB COMMERCIAL CMO CUSIP: 46639NAR2 1043663	20,646.03	20,692.18	0.05	103.461	631.40	3.05
10,000.00 6/28/13	KEYCORP MTN CUSIP: 49326EED1 1043663	11,495.80	11,125.60	0.03	111.256	510.00	4.59

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5,000.00 6/28/13	KRAFT FOODS GROUP CUSIP: 50076QAK2 1043663	5,084.40	5,053.30	0.01	101.066	81.25	1.61
15,000.00 6/28/13	LIBERTY MUTUAL CUSIP: 53079EAV6 1043663	16,348.05	15,822.60	0.04	105.484	750.00	4.74
15,000.00 6/28/13	MARATHON OIL CORP CUSIP: 565849AD8 1043663	17,854.50	17,177.40	0.05	114.516	900.00	5.24
15,000.00 6/28/13	MERRILL LYNCH & CO CUSIP: 590188JF6 1043663	16,907.85	16,830.15	0.04	112.201	975.00	5.79
30,000.00 6/28/13	MERRILL LYNCH MTN CUSIP: 59018YJ69 1043663	33,924.60	33,874.80	0.09	112.916	1,920.00	5.67
15,000.00 6/28/13	MORGAN STANLEY MTN CUSIP: 61746BDG8 1043663	14,971.65	14,860.05	0.04	99.067	262.50	1.77
15,000.00 6/28/13	MORGAN STANLEY MTN CUSIP: 61746BDJ2 1043663	14,945.55	14,344.20	0.04	95.628	562.50	3.92
10,000.00 6/28/13	NATL RURAL UTILS CUSIP: 637432HT5 1043663	11,675.00	11,323.10	0.03	113.231	545.00	4.81
35,000.00 6/28/13	NISSAN AUTO LEA ABS CUSIP: 65476LAC5 1043663	34,998.37	34,871.20	0.09	99.632	203.00	0.58
20,000.00 6/28/13	NOVARTIS CAPITAL CRP CUSIP: 66989HAC2 1043663	21,293.20	20,847.40	0.05	104.237	580.00	2.78
15,000.00 6/28/13	ONEOK PARTNERS CUSIP: 68268NAG8 1043663	17,585.55	15,483.00	0.04	103.220	918.75	5.93
20,000.00 6/28/13	ORACLE CORP CUSIP: 68389XAN5 1043663	19,965.40	19,424.40	0.05	97.122	240.00	1.24
15,000.00 6/28/13	PEPSICO INC CUSIP: 713448BT4 1043663	15,880.80	15,607.80	0.04	104.052	375.00	2.40

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10,000.00 6/28/13	PEPSICO INC CUSIP: 713448CG1 1043663	9,990.40	9,461.80	0.03	94.618	275.00	2.91
5,000.00 6/28/13	PETROBRAS INTL CUSIP: 71645WAU5 1043663	5,181.45	4,977.75	0.01	99.555	175.00	3.52
5,000.00 6/28/13	PETROBRAS INTL CUSIP: 71645WAQ4 1043663	6,479.75	5,047.40	0.01	100.948	343.75	6.81
15,000.00 6/28/13	PHILIPS ELECTRONICS CUSIP: 500472AB1 1043663	18,150.30	17,372.10	0.05	115.814	862.50	4.97
25,000.00 6/28/13	PHILLIPS PETE CO CUSIP: 718507BH8 1043663	31,470.25	29,966.25	0.08	119.865	1,662.50	5.55
10,000.00 6/28/13	PHILLIPS 66 CUSIP: 718546AE4 1043663	10,232.10	10,155.10	0.03	101.551	195.00	1.92
15,000.00 6/28/13	PHILLIPS 66 CUSIP: 718546AC8 1043663	16,407.45	15,498.30	0.04	103.322	645.00	4.16
15,000.00 6/28/13	PNC FUNDING CORP CUSIP: 693476BN2 1043663	15,948.75	14,418.90	0.04	96.126	495.00	3.43
15,000.00 6/28/13	PNC FUNDING CORP CUSIP: 693476BG7 1043663	16,347.00	15,949.20	0.04	106.328	637.50	4.00
10,000.00 6/28/13	PRECISION CAST CUSIP: 740189AJ4 1043663	9,997.00	9,941.20	0.03	99.412	70.00	0.71
10,000.00 6/28/13	PRIDE INTL INC CUSIP: 74153QAH5 1043663	12,601.30	11,868.10	0.03	118.681	687.50	5.79
15,000.00 6/28/13	RABOBANK MTN CUSIP: 21685WBL0 1043663	15,283.20	15,350.85	0.04	102.339	318.75	2.08
15,000.00 6/28/13	ROGERS COMM INC CUSIP: 77509NAK9 1043663	15,767.55	15,488.10	0.04	103.254	825.00	5.33

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45,000.00 6/28/13	ROYAL BK CANADA CUSIP: 78011DAD6 1043663	44,973.45	44,734.50	0.12	99.410	281.25	0.63
15,000.00 6/28/13	ROYAL BK CANADA MTN CUSIP: 78008T2C7 1043663	15,197.25	15,115.50	0.04	100.770	172.50	1.14
25,000.00 6/28/13	SANOFI CUSIP: 801060AB0 1043663	24,890.25	24,214.75	0.06	96.859	312.50	1.29
15,000.00 6/28/13	SANOFI-AVENTIS CUSIP: 80105NAG0 1043663	16,660.20	15,998.40	0.04	106.656	600.00	3.75
10,000.00 6/28/13	SEMPRA ENERGY CUSIP: 816851AN9 1043663	11,684.20	11,466.90	0.03	114.669	650.00	5.67
45,000.00 6/28/13	SHELL INTL FTN CUSIP: 822582AU6 1043663	44,989.20	44,949.15	0.12	99.887	281.25	0.63
25,000.00 6/28/13	SIMON PROP GP CUSIP: 828807BZ9 1043663	30,500.50	29,372.25	0.08	117.489	1,531.25	5.21
10,000.00 6/28/13	SPECTRA ENERGY CUSIP: 84756NAB5 1043663	10,891.90	10,187.70	0.03	101.877	460.00	4.52
15,000.00 6/28/13	SPECTRA ENERGY CAP CUSIP: 84755TAD9 1043663	17,390.85	16,639.05	0.04	110.927	847.50	5.09
20,000.00 6/28/13	ST JUDE MEDICAL INC CUSIP: 790849AH6 1043663	20,768.00	20,548.60	0.05	102.743	500.00	2.43
30,000.00 6/28/13	STATE STREET CORP CUSIP: 857477AH6 1043663	31,993.20	31,324.50	0.08	104.415	862.50	2.75
15,000.00 6/28/13	SUNTRUST BANKS INC CUSIP: 867914BE2 1043663	15,786.90	15,697.05	0.04	104.647	525.00	3.35
20,000.00 6/28/13	TEVA PHAR II/III CUSIP: 88166CAA6 1043663	21,257.05	20,781.40	0.05	103.907	600.00	2.89

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SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
15,000.00 6/28/13	TIME WARNER CABLE CUSIP: 88732JAL2 1043663	18,325.50	17,169.75	0.05	114.465	1,012.50	5.90
15,000.00 6/28/13	TOYOTA MTR CRED MTN CUSIP: 89233P5S1 1043663	15,592.05	15,172.35	0.04	101.149	307.50	2.03
15,000.00 6/28/13	TRANS-CANADA PL CUSIP: 8935268Z9 1043663	24,034.80	20,327.85	0.05	135.519	1,143.75	5.63
10,000.00 6/28/13	TYCO ELECTRONICS CUSIP: 902133AF4 1043663	12,151.80	11,576.00	0.03	115.760	655.00	5.66
15,000.00 6/28/13	UNION ELECTRIC CUSIP: 906548CG5 1043663	19,257.30	18,293.25	0.05	121.955	1,005.00	5.49
10,000.00 6/28/13	UNITED PARCEL SERV CUSIP: 911312AP1 1043663	9,983.50	9,784.50	0.03	97.845	112.50	1.15
35,000.00 6/28/13	UNITED TECH CORP CUSIP: 913017BU2 1043663	36,140.50	35,128.10	0.09	100.366	630.00	1.79
15,000.00 6/28/13	UNITEDHEALTH GROUP CUSIP: 91324PAQ5 1043663	17,216.40	16,614.45	0.04	110.763	806.25	4.85
10,000.00 6/28/13	UNITEDHEALTH GRP CUSIP: 91324PCAS 1043663	9,773.00	8,604.00	0.02	86.040	395.00	4.59
20,000.00 6/28/13	US BANCORP MTN CUSIP: 91159HHD5 1043663	20,461.60	19,938.20	0.05	99.691	330.00	1.66
5,000.00 6/28/13	VALERO ENERGY CORP CUSIP: 91913YAN0 1043663	6,778.65	6,556.20	0.02	131.124	468.75	7.15
20,000.00 6/28/13	VERIZON COMM INC CUSIP: 92343VBA1 1043663	20,516.60	20,201.40	0.05	101.007	390.00	1.93
5,000.00 6/28/13	VERIZON COMM INC CUSIP: 92343VBC7 1043663	5,556.25	5,022.05	0.01	100.441	175.00	3.49

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15,000.00 6/28/13	VERIZON WIRELESS CUSIP: 923444SAK6 1043663	20,992.35	19,482.00	0.05	129.880	1,275.00	6.55
20,000.00 6/28/13	VODAFONE GROUP PLC CUSIP: 92857WAX8 1043663	20,373.60	19,513.00	0.05	97.565	325.00	1.67
25,000.00 6/28/13	VOLKSWAGEN AUTO ABS CUSIP: 92867KAC8 1043663	25,148.44	25,043.75	0.07	100.175	217.50	0.87
30,000.00 6/28/13	WACHOVIA CORP MTN CUSIP: 92976WBH8 1043663	35,878.20	34,552.80	0.09	115.176	1,725.00	4.99
10,000.00 6/28/13	WALGREEN CO CUSIP: 931422AH2 1043663	9,988.90	9,476.70	0.03	94.767	310.00	3.27
25,000.00 6/28/13	WELLPOINT INC CUSIP: 94973VAS6 1043663	27,812.75	26,622.25	0.07	106.489	1,087.50	4.09
5,000.00 6/28/13	WESTAR ENERGY INC CUSIP: 95709TAA8 1043663	5,483.85	5,253.10	0.01	105.062	300.00	5.71
10,000.00 6/28/13	WILLIAMS COS INC CUSIP: 969457BU3 1043663	9,972.20	9,290.80	0.02	92.908	370.00	3.98
10,000.00 6/28/13	WILLIS NORTH AMERI CUSIP: 970648AD3 1043663	11,480.30	11,136.50	0.03	111.365	620.00	5.57
30,000.00 6/28/13	XCEL ENERGY INC CUSIP: 98389BAK6 1043663	35,169.30	33,702.90	0.09	112.343	1,683.90	5.00
TOTAL CORPORATE & FOREIGN BONDS		2,595,073.14	2,497,170.22	6.44		90,182.10	3.61

TAXABLE FIXED INCOME FUNDS

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147,049.56 6/28/13	EATON VANCE FLOATING-RATE FD-I CUSIP: 277911491 2000134	1,340,682.26	1,341,091.96	3.46	9.120	58,084.57	4.33
76,686.37 6/28/13	NUVEEN PREFERRED SECURITIES FUND - I CUSIP: 670700400 2000134	1,274,720.27	1,328,974.72	3.43	17.330	83,281.39	6.27
47,007.30 6/28/13	VANGUARD INFLATION-PROTECTED CL ADML CUSIP: 922031737 2000134	1,215,722.22	1,232,531.46	3.18	26.220	31,165.84	2.53
235,949.36 6/28/13	VANGUARD SHORT-TERM INV GRD CL ADML CUSIP: 922031836 2000134	2,547,553.23	2,515,220.22	6.48	10.660	51,672.91	2.06
TOTAL TAXABLE FIXED INCOME FUNDS		6,378,677.98	6,417,818.36	16.54		224,204.72	3.49

CLOSED-END FIXED INCOME FUNDS

144,955.91 6/30/13	JPMCB CORE BOND FUND CUSIP: 4812990A4 2000134	1,549,578.66	2,335,239.68	6.02	16.110	0.00	0.00
TOTAL CLOSED-END FIXED INCOME FUNDS		1,549,578.66	2,335,239.68	6.02		0.00	0.00
TOTAL FIXED INCOME		13,448,642.34	14,073,636.98	36.27		395,013.71	2.81

EQUITIES

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COMMON EQUITY SECURITIES							
MATERIALS							
885.00 6/28/13	BALCHEM CORPORATION CLASS B CUSIP: 057665200 1041264	30,018.92	39,603.75	0.10	44.750	194.70	0.49
2,200.00 6/28/13	FREEPORT-MCMORAN COPPER & GOLD INC CUSIP: 35671D857 1042086	99,342.34	60,742.00	0.16	27.610	2,750.00	4.53
984.00 6/28/13	INTERNATIONAL PAPER CO COM CUSIP: 460146103 2000137	36,597.15	43,601.04	0.11	44.310	1,180.80	2.71
609.00 6/28/13	MONSANTO COMPANY CUSIP: 61166W101 2000137	54,513.43	60,169.20	0.16	98.800	913.50	1.52
800.00 6/28/13	MOSAIC CO THE CUSIP: 61945C103 1042086	46,111.55	43,048.00	0.11	53.810	800.00	1.86
1,775.00 6/28/13	RAVEN INDUSTRIES INC CUSIP: 754212108 1041264	44,585.36	53,214.50	0.14	29.980	852.00	1.60
1,687.00 6/28/13	SUN HYDRAULICS CORPORATION CUSIP: 866942105 1041264	42,038.05	52,769.36	0.14	31.280	607.32	1.15
TOTAL MATERIALS		353,206.80	353,147.85	0.91		7,298.32	2.07
INDUSTRIALS							
800.00 6/28/13	AAON INC CUSIP: 000360206 1041264	18,932.41	26,464.00	0.07	33.080	240.00	0.91
750.00 6/28/13	ADVISORY BOARD CO (THE) CUSIP: 00762W107 1041264	18,512.96	40,987.50	0.11	54.650	0.00	0.00

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675.00 6/28/13	AEROVIRONMENT INC CUSIP: 008073108 1041264	16,501.51	13,621.50	0.04	20.180	0.00	0.00
520.00 6/28/13	BE AEROSPACE INC CUSIP: 073302101 2000137	33,452.47	32,801.60	0.09	63.080	0.00	0.00
625.00 6/28/13	COSTAR GROUP INCORPORATED CUSIP: 22160N109 1041264	34,574.92	80,668.75	0.21	129.070	0.00	0.00
1,035.00 6/28/13	DANAHER CORP COM CUSIP: 235851102 2000137	34,651.54	65,515.50	0.17	63.300	103.50	0.16
800.00 6/28/13	DEERE & CO COMMON CUSIP: 244199105 1042086	60,711.92	65,000.00	0.17	81.250	1,632.00	2.51
1,200.00 6/28/13	DOVER CORP COMMON CUSIP: 260003108 1042086	74,969.52	93,192.00	0.24	77.660	1,680.00	1.80
1,370.00 6/28/13	FLIR SYSTEMS INC CUSIP: 302445101 2000137	33,991.52	36,948.90	0.10	26.970	493.20	1.34
735.00 6/28/13	FLOWSERVE CORP COM CUSIP: 34354P105 2000137	35,541.60	39,697.35	0.10	54.010	411.60	1.04
6,000.00 6/28/13	GENERAL ELECTRIC COMPANY CUSIP: 369604103 1042086	128,977.28	139,140.00	0.36	23.190	4,560.00	3.28
475.00 6/28/13	GEOSPACE TECHNOLOGIES CORPORATION CUSIP: 37364X109 1041264	38,202.43	32,813.00	0.09	69.080	0.00	0.00
1,000.00 6/28/13	HONEYWELL INTL INC COM CUSIP: 438516106 1042086	57,269.90	79,340.00	0.21	79.340	1,640.00	2.07
722.00 6/28/13	INGERSOLL-RAND PUBLIC LTD CO CUSIP: G47791101 2000137	40,030.97	40,085.44	0.10	55.520	606.48	1.51
1,550.00 6/28/13	INNERWORKINGS INC CUSIP: 45773Y105 1041264	13,757.80	16,817.50	0.04	10.850	0.00	0.00

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150.00 MESA LABS INC 6/28/13 CUSIP: 59064R109 1041264		7,923.25	8,119.50	0.02	54.130	84.00	1.04
375.00 MORNINGSTAR INC 6/28/13 CUSIP: 617700109 1041264		19,793.25	29,092.50	0.08	77.580	187.50	0.65
616.00 PALL CORP COM 6/28/13 CUSIP: 696429307 2000137		31,409.48	40,920.88	0.11	66.430	616.00	1.51
750.00 PROTO LABS INC 6/28/13 CUSIP: 743713109 1041264		24,902.96	48,727.50	0.13	64.970	0.00	0.00
1,525.00 ROLLINS INCORPORATED 6/28/13 CUSIP: 775711104 1041264		30,232.38	39,497.50	0.10	25.900	549.00	1.39
449.00 ROPER INDUSTRIES INC 6/28/13 CUSIP: 776696106 2000137		23,023.56	55,774.78	0.14	124.220	296.34	0.53
267.00 UNION PACIFIC CORP COM 6/28/13 CUSIP: 907818108 2000137		25,294.24	41,192.76	0.11	154.280	736.92	1.79
800.00 UNITED TECHNOLOGIES CORP COM 6/28/13 CUSIP: 913017109 1042086		67,920.64	74,352.00	0.19	92.940	1,712.00	2.30
TOTAL INDUSTRIALS		870,578.51	1,140,770.46	2.94		15,548.54	1.36
TELECOMMUNICATION SERVICES							
2,900.00 AT&T INC 6/28/13 CUSIP: 00206R102 1042086		88,892.17	102,660.00	0.27	35.400	5,220.00	5.09
TOTAL TELECOMMUNICATION SERVICES		88,892.17	102,660.00	0.27		5,220.00	5.09
CONSUMER DISCRETIONARY							

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1,242.00 6/28/13	BEST BUY COMPANY INC CUSIP: 086516101 2000137	31,082.76	33,943.86	0.09	27.330	844.56	2.49
700.00 6/28/13	BORG WARNER INC COM CUSIP: 099724106 1042086	44,896.75	60,305.00	0.16	86.150	700.00	1.16
420.00 6/28/13	BRINKER INTL INC COM CUSIP: 109641100 2000137	15,794.64	16,560.60	0.04	39.430	336.00	2.03
1,200.00 6/28/13	CBS CORP CL B CUSIP: 124857202 1042086	37,934.40	58,644.00	0.15	48.870	576.00	0.98
1,515.00 6/28/13	COMCAST CORP NEW A CUSIP: 20030N101 2000137	33,808.68	63,251.25	0.16	41.750	1,181.70	1.87
742.00 6/28/13	DELPHI AUTOMOTIVE PLC CUSIP: G27823106 2000137	30,724.04	37,611.98	0.10	50.690	504.56	1.34
480.00 6/28/13	DISCOVERY COMMUNICATIONS INC CUSIP: 25470F104 2000137	29,985.35	37,075.20	0.10	77.240	0.00	0.00
355.00 6/28/13	DISNEY WALT CO CUSIP: 254687106 2000137	22,012.78	22,418.25	0.06	63.150	266.25	1.19
872.00 6/28/13	GAP INC COM CUSIP: 364760108 2000137	31,805.45	36,388.56	0.09	41.730	523.20	1.44
950.00 6/28/13	GRAND CANYON EDUCATION INC CUSIP: 38526M106 1041264	17,919.87	30,618.50	0.08	32.230	0.00	0.00
550.00 6/28/13	HIBBETT SPORTS INC CUSIP: 428567101 1041264	25,827.82	30,563.50	0.08	55.570	0.00	0.00
522.00 6/28/13	HOME DEPOT INC COM CUSIP: 437076102 2000137	27,251.37	40,439.34	0.11	77.470	814.32	2.01
800.00 6/28/13	KOHL'S CORP COM CUSIP: 500255104 1042086	38,771.93	40,408.00	0.11	50.510	1,120.00	2.77

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921.00 6/28/13	MACY'S INC CUSIP: 55616P104 2000137	24,415.73	44,208.00	0.11	48.000	921.00	2.08
693.00 6/28/13	MICHAEL KORS HOLDINGS LTD CUSIP: G60754101 2000137	26,943.51	42,979.86	0.11	62.020	0.00	0.00
1,063.00 6/28/13	NEWELL RUBBERMAID INC COM CUSIP: 651229106 2000137	19,678.31	27,903.75	0.07	26.250	637.80	2.29
385.00 6/28/13	PENN NATL GAMING INC CUSIP: 707569109 2000137	19,467.49	20,374.20	0.05	52.920	0.00	0.00
1,375.00 6/28/13	SIMPSON MANUFACTURING COMPANY INC CUSIP: 829073105 1041264	41,377.54	40,452.50	0.11	29.420	687.50	1.70
685.00 6/28/13	STARBUCKS CORP COM CUSIP: 855244109 2000137	31,358.35	44,874.35	0.12	65.510	575.40	1.28
700.00 6/28/13	TIME WARNER CABLE INC CUSIP: 88732J207 1042086	54,436.90	78,736.00	0.20	112.480	1,820.00	2.31
TOTAL CONSUMER DISCRETIONARY		605,493.67	807,756.70	2.08		11,508.29	1.43
CONSUMER STAPLES							
800.00 6/28/13	BEAM INC CUSIP: 073730103 1042086	40,454.18	50,488.00	0.13	63.110	720.00	1.43
755.00 6/28/13	COCA COLA CO COM CUSIP: 191216100 2000137	32,107.87	30,283.05	0.08	40.110	845.60	2.79
878.00 6/28/13	COCA-COLA ENTERPRISES INC CUSIP: 19122T109 2000137	20,379.17	30,870.48	0.08	35.160	702.40	2.28
574.00 6/28/13	COSTCO WHOLESALE CORP COM CUSIP: 22160K105 2000137	50,383.51	63,467.18	0.16	110.570	711.76	1.12

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688.00 6/28/13	CVS/CAREMARK CORP CUSIP: 126650100 2000137	40,264.74	39,339.84	0.10	57.180	619.20	1.57
984.00 6/28/13	HILLSHIRE BRANDS COMPANY CUSIP: 432589109 2000137	30,432.72	32,550.72	0.08	33.080	492.00	1.51
922.00 6/28/13	KRAFT FOODS GROUP INC CUSIP: 50076Q106 2000137	44,835.75	51,512.14	0.13	55.870	1,844.00	3.58
475.00 6/28/13	MEDIFAST INC CUSIP: 58470H101 1041264	13,572.97	12,236.00	0.03	25.760	0.00	0.00
1,144.00 6/28/13	MONDELEZ INTERNATIONAL INC CUSIP: 609207105 2000137	31,232.89	32,638.32	0.09	28.530	594.88	1.82
600.00 6/28/13	PHILIP MORRIS INTL INC CUSIP: 718172109 1042086	40,901.46	51,972.00	0.13	86.620	2,040.00	3.93
800.00 6/28/13	PROCTER & GAMBLE CO COM CUSIP: 742718109 1042086	52,215.60	61,592.00	0.16	76.990	1,924.80	3.13
812.00 6/28/13	PROCTER & GAMBLE CO COM CUSIP: 742718109 2000137	56,683.54	62,515.88	0.16	76.990	1,953.67	3.13
376.00 6/28/13	THE HERSEY COMPANY CUSIP: 427866108 2000137	31,690.50	33,569.28	0.09	89.280	631.68	1.88
1,400.00 6/28/13	WAL MART STORES INC COM CUSIP: 931142103 1042086	75,741.18	104,286.00	0.27	74.490	2,632.00	2.52
TOTAL CONSUMER STAPLES		560,896.08	657,320.89	1.69		15,711.99	2.39
ENERGY							
378.00 6/28/13	ANADARKO PETROLEUM CORP CUSIP: 032511107 2000137	30,407.74	32,481.54	0.08	85.930	136.08	0.42

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800.00 APACHE CORP COM 6/28/13 CUSIP: 0374111105 1042086		94,038.36	67,064.00	0.17	83.830	640.00	0.96
250.00 CARBO CERAMICS INC COMMON 6/28/13 CUSIP: 1407811105 1041264		24,826.32	16,857.50	0.04	67.430	270.00	1.60
1,100.00 CHEVRON CORP 6/28/13 CUSIP: 166764100 1042086		101,975.13	130,174.00	0.34	118.340	4,400.00	3.38
463.00 CHEVRON CORP 6/28/13 CUSIP: 166764100 2000137		44,726.70	54,791.42	0.14	118.340	1,852.00	3.38
1,000.00 CONOCOPHILLIPS 6/28/13 CUSIP: 20825C104 1042086		54,450.37	60,500.00	0.16	60.500	2,760.00	4.56
650.00 CONTANGO OIL & GAS COMPANY 6/28/13 CUSIP: 21075N204 1041264		36,409.38	21,937.50	0.06	33.750	0.00	0.00
273.00 BOG RESOURCES INC COM 6/28/13 CUSIP: 26875P101 2000137		30,750.83	35,948.64	0.09	131.680	204.75	0.57
1,020.00 EXXON MOBIL CORP 6/28/13 CUSIP: 30231G102 2000137		77,502.28	92,157.00	0.24	90.350	2,570.40	2.79
1,500.00 HALLIBURTON HLDG CO COM 6/28/13 CUSIP: 406216101 1042086		53,321.65	62,580.00	0.16	41.720	750.00	1.20
1,209.00 HALLIBURTON HLDG CO COM 6/28/13 CUSIP: 406216101 2000137		52,147.52	50,439.48	0.13	41.720	604.50	1.20
1,300.00 HESS CORPORATION 6/28/13 CUSIP: 42809H107 1042086		72,174.82	86,437.00	0.22	66.490	520.00	0.60
900.00 OCCIDENTAL PETROLEUM CORP COMMON 6/28/13 CUSIP: 674599105 1042086		74,931.69	80,307.00	0.21	89.230	2,304.00	2.87
753.00 OCCIDENTAL PETROLEUM CORP COMMON 6/28/13 CUSIP: 674599105 2000137		58,321.22	67,190.19	0.17	89.230	1,927.68	2.87

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	TOTAL ENERGY	805,984.01	858,865.27	2.21		18,939.41	2.21
	FINANCIALS						
1,300.00 6/28/13	ALLSTATE CORP CUSIP: 020002101 1042086	38,896.40	62,556.00	0.16	48.120	1,300.00	2.08
1,200.00 6/28/13	AMERICAN EXPRESS CO CUSIP: 025816109 1042086	59,159.40	89,712.00	0.23	74.760	1,104.00	1.23
1,600.00 6/28/13	AMERICAN INTERNATIONAL GROUP CUSIP: 026874784 1042086	61,626.40	71,520.00	0.19	44.700	0.00	0.00
410.00 6/28/13	AMERIPRISE FINANCIAL INC CUSIP: 03076C106 2000137	33,310.29	33,160.80	0.09	80.880	852.80	2.57
2,100.00 6/28/13	BANK NEW YORK MELLON CORP CUSIP: 064058100 1042086	56,240.36	58,905.00	0.15	28.050	1,260.00	2.14
195.00 6/28/13	BLACKROCK INC CUSIP: 09247X101 2000137	37,752.17	50,085.75	0.13	256.850	1,310.40	2.62
1,369.00 6/28/13	CITIGROUP INC CUSIP: 172967424 2000137	46,322.74	65,670.93	0.17	47.970	54.76	0.08
2,543.00 6/28/13	FIFTH THIRD BANCORP COM CUSIP: 316773100 2000137	34,099.80	45,901.15	0.12	18.050	1,220.64	2.66
810.00 6/28/13	GALLAGHER ARTHUR J. & CO CUSIP: 363576109 2000137	31,459.61	35,388.90	0.09	43.690	1,134.00	3.21
400.00 6/28/13	GOLDMAN SACHS GROUP INC COM CUSIP: 38141G104 1042086	53,418.90	60,500.00	0.16	151.250	800.00	1.32
0.00 6/28/13	GRANITE REAL ESTATE INC REIT CUSIP: 387437114 2003202	0.00	0.00	0.00	34.550	0.00	0.00

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2,000.00 6/28/13	JPMORGAN CHASE & CO CUSIP: 46625H100 1042086	69,017.20	105,580.00	0.27	52.790	3,040.00	2.88
1,202.00 6/28/13	JPMORGAN CHASE & CO CUSIP: 46625H100 2000137	40,276.93	63,453.58	0.16	52.790	1,827.04	2.88
996.00 6/28/13	LINCOLN NATIONAL CORP COMMON CUSIP: 534187109 2000137	32,577.29	36,324.12	0.09	36.470	478.08	1.32
1,145.00 6/28/13	NASDAQ OMX GROUP INC CUSIP: 631103108 2000137	27,118.35	37,544.55	0.10	32.790	595.40	1.59
456.00 6/28/13	THE TRAVELERS COMPANIES INC CUSIP: 89417E109 2000137	31,511.48	36,443.52	0.09	79.920	912.00	2.50
1,500.00 6/28/13	U S BANCORP DEL COM NEW CUSIP: 902973304 1042086	36,059.25	54,225.00	0.14	36.150	1,380.00	2.55
323.00 6/28/13	VISA INC CUSIP: 92826C839 2000137	44,427.91	59,028.25	0.15	182.750	426.36	0.72
3,300.00 6/28/13	WELLS FARGO & CO CUSIP: 949746101 1042086	85,732.68	136,191.00	0.35	41.270	3,960.00	2.91
1,541.00 6/28/13	WELLS FARGO & CO CUSIP: 949746101 2000137	47,222.25	63,597.07	0.16	41.270	1,849.20	2.91
825.00 6/28/13	WESTWOOD HOLDINGS GROUP INC CUSIP: 961765104 1041264	32,676.89	35,409.00	0.09	42.920	1,320.00	3.73
TOTAL FINANCIALS		898,906.30	1,201,196.62	3.10		24,824.68	2.07
HEALTH CARE							
850.00 6/28/13	ABAXIS INC CUSIP: 002567105 1041264	23,569.41	40,383.50	0.11	47.510	0.00	0.00

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3,000.00 6/28/13	ACCELRYX INC CUSIP: 004300U103 1041264	25,726.58	25,200.00	0.07	8.400	0.00	0.00
1,350.00 6/28/13	ALIGN TECHNOLOGY INCORPORATED CUSIP: 016255101 1041264	27,284.96	50,004.00	0.13	37.040	0.00	0.00
406.00 6/28/13	ALLERGAN INC CUSIP: 018490102 2000137	41,032.87	34,201.44	0.09	84.240	81.20	0.24
2,000.00 6/28/13	AMERISOURCE BERGEN CORP CUSIP: 03073E105 1042086	82,831.97	111,660.00	0.29	55.830	1,680.00	1.51
499.00 6/28/13	AMGEN INC COM CUSIP: 031162100 2000137	42,907.48	49,231.34	0.13	98.660	938.12	1.91
1,300.00 6/28/13	BAXTER INTERNATIONAL CUSIP: 071813109 1042086	75,554.40	90,051.00	0.23	69.270	2,548.00	2.83
248.00 6/28/13	CELGENE CORP COM CUSIP: 151020104 2000137	24,783.65	29,011.04	0.08	116.980	0.00	0.00
1,000.00 6/28/13	EXPRESS SCRIPTS HOLDING C CUSIP: 30219G108 1042086	51,328.10	61,740.00	0.16	61.740	0.00	0.00
597.00 6/28/13	EXPRESS SCRIPTS HOLDING C CUSIP: 30219G108 2000137	35,473.06	36,858.78	0.10	61.740	0.00	0.00
1,052.00 6/28/13	GILEAD SCIENCES INC COM CUSIP: 375558103 2000137	30,004.41	53,936.04	0.14	51.270	0.00	0.00
837.00 6/28/13	HCA HOLDINGS INC CUSIP: 40412C101 2000137	30,722.52	30,182.22	0.08	36.060	0.00	0.00
1,225.00 6/28/13	HEALTHSTREAM INC CUSIP: 42222N103 1041264	9,493.01	31,017.00	0.08	25.320	0.00	0.00
556.00 6/28/13	JOHNSON & JOHNSON CUSIP: 478160104 2000137	47,270.58	47,738.16	0.12	85.860	1,467.84	3.08

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500.00 6/28/13	LABORATORY CRP OF AMER HLDGS COM NEW CUSIP: 50540R409 1042086	48,248.70	50,050.00	0.13	100.100	0.00	0.00
227.00 6/28/13	MCKESSON CORPORATION COM CUSIP: 58155Q103 2000137	23,063.85	25,991.50	0.07	114.500	181.60	0.70
450.00 6/28/13	MEDIDATA SOLUTIONS INC CUSIP: 58471A105 1041264	18,008.88	34,852.50	0.09	77.450	0.00	0.00
1,426.00 6/28/13	MERIDIAN BIOSCIENCE INC CUSIP: 589584101 1041264	34,276.62	30,659.00	0.08	21.500	1,083.76	3.54
1,425.00 6/28/13	NATIONAL RESEARCH CORP CUSIP: 637372202 1041264	16,194.96	25,650.00	0.07	18.000	0.00	0.00
237.00 6/28/13	NATIONAL RESEARCH CORP CUSIP: 637372301 1041264	2,915.11	8,280.78	0.02	34.940	293.88	3.55
775.00 6/28/13	NEOGEN CORPORATION CUSIP: 640491106 1041264	28,580.05	43,059.00	0.11	55.560	0.00	0.00
3,500.00 6/28/13	PFIZER INC CUSIP: 717081103 2000137	72,748.24	98,035.00	0.25	28.010	3,360.00	3.43
300.00 6/28/13	TECHNE CORP CUSIP: 878377100 1041264	20,076.60	20,724.00	0.05	69.080	360.00	1.74
2,700.00 6/28/13	WARNER CHILCOTT PLC-CL A CUSIP: G94368100 1042086	53,955.07	53,754.30	0.14	19.909	1,350.00	2.51
TOTAL HEALTH CARE		866,051.08	1,082,270.60	2.79		13,344.40	1.23
INFORMATION TECHNOLOGY							
1,083.00 6/28/13	ACACIA RESEARCH-ACACIA TECH CUSIP: 003881307 1041264	23,889.38	24,205.05	0.06	22.350	541.50	2.24

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1,050.00 6/28/13	ACTI WORLDWIDE INC CUSIP: 004498101 1041264	37,157.39	48,804.00	0.13	46.480	0.00	0.00
1,225.00 6/28/13	ADVENT SOFTWARE INC CUSIP: 007974108 1041264	33,577.10	42,948.50	0.11	35.060	0.00	0.00
1,100.00 6/28/13	AGILENT TECHNOLOGIES INC COM CUSIP: 00846U101 1042086	42,364.08	47,036.00	0.12	42.760	528.00	1.12
200.00 6/28/13	APPLE INC CUSIP: 037833100 1042086	79,657.56	79,306.00	0.21	396.530	2,440.00	3.08
206.00 6/28/13	APPLE INC CUSIP: 037833100 2000137	29,806.53	81,685.18	0.21	396.530	2,513.20	3.08
1,125.00 6/28/13	BLACKBAUD INC CUSIP: 092227Q100 1041264	29,748.65	36,641.25	0.10	32.570	540.00	1.47
1,750.00 6/28/13	BOTTOMLINE TECHNOLOGIES INC CUSIP: 101388106 1041264	36,074.59	44,257.50	0.12	25.290	0.00	0.00
1,074.00 6/28/13	BROADCOM CORP CL A CUSIP: 111320107 2000137	37,396.04	36,295.83	0.09	33.795	472.56	1.30
320.00 6/28/13	COGNIZANT TECHNOLOGY SOLUTIONS CORP CUSIP: 192446102 2000137	21,014.98	20,044.80	0.05	62.640	0.00	0.00
1,400.00 6/28/13	EBAY INC COM CUSIP: 278642103 1042086	42,310.35	72,408.00	0.19	51.720	0.00	0.00
2,200.00 6/28/13	EMC CORP MASS COM CUSIP: 268648102 1042086	46,280.96	51,964.00	0.13	23.620	880.00	1.69
2,553.00 6/28/13	EMC CORP MASS COM CUSIP: 268648102 2000137	64,438.57	60,301.86	0.16	23.620	1,021.20	1.69
225.00 6/28/13	FACTSET RESEARCH SYSTEMS INC CUSIP: 303075105 1041264	21,126.18	22,936.50	0.06	101.940	315.00	1.37

ASSET STATEMENT
AS OF 6/30/13
ALT HOSP BARG COMBINED ACCT

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
825.00 6/28/13	FARO TECHNOLOGIES INC CUSIP: 311642102 1041264	38,855.86	27,901.50	0.07	33.820	0.00	0.00
366.00 6/28/13	F5 NETWORKS INC CUSIP: 315616102 2000137	33,806.83	25,180.80	0.07	68.800	0.00	0.00
119.00 6/28/13	GOOGLE INC CL A CUSIP: 38259P508 2000137	73,396.88	104,764.03	0.27	880.370	0.00	0.00
575.00 6/28/13	HITTITE MICROWAVE CORP CUSIP: 43365Y104 1041264	35,059.46	33,350.00	0.09	58.000	0.00	0.00
289.00 6/28/13	IBM CORPORATION CUSIP: 459200101 2000137	57,232.83	55,230.79	0.14	191.110	1,098.20	1.99
2,400.00 6/28/13	INTEL CORP COM CUSIP: 458140100 1042086	53,059.07	58,152.00	0.15	24.230	2,160.00	3.72
634.00 6/28/13	INTUIT INC COM CUSIP: 461202103 2000137	39,683.45	38,699.36	0.10	61.040	431.12	1.12
1,800.00 6/28/13	MICROSOFT CORP CUSIP: 594918104 1042086	46,212.68	62,181.00	0.16	34.545	1,656.00	2.66
754.00 6/28/13	MICROSOFT CORP CUSIP: 594918104 2000137	23,856.64	26,046.93	0.07	34.545	693.68	2.66
1,650.00 6/28/13	NIC INCORPORATED CUSIP: 62914B100 1041264	18,159.77	27,274.50	0.07	16.530	0.00	0.00
300.00 6/28/13	NVE CORPORATION CUSIP: 629445206 1041264	17,006.67	14,046.00	0.04	46.820	0.00	0.00
850.00 6/28/13	OMNICELL INCORPORATED CUSIP: 68213N109 1041264	15,932.11	17,467.50	0.05	20.550	0.00	0.00
1,600.00 6/28/13	ORACLE CORPORATION COM CUSIP: 68389X105 1042086	51,994.29	49,136.00	0.13	30.710	768.00	1.56

ASSET STATEMENT
AS OF 6/30/13
ALT HOSP BARG COMBINED ACCT

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
2,261.00 6/28/13	ORACLE CORPORATION COM CUSIP: 68389X105 2000137	68,967.99	69,435.31	0.18	30.710	1,085.28	1.56
1,925.00 6/28/13	PROS HOLDINGS INC CUSIP: 74346Y103 1041264	28,984.92	57,653.75	0.15	29.950	0.00	0.00
1,100.00 6/28/13	SANDISK CORP COM CUSIP: 80004C101 1042086	47,783.89	67,210.00	0.17	61.100	0.00	0.00
1,375.00 6/28/13	SCIOQUEST INC CUSIP: 80908T101 1041264	23,728.02	34,443.75	0.09	25.050	0.00	0.00
850.00 6/28/13	SOURCEFIRE INC CUSIP: 83616T108 1041264	22,004.21	47,217.50	0.12	55.550	0.00	0.00
150.00 6/28/13	SPS COMMERCE INC CUSIP: 78463M107 1041264	8,182.94	8,250.00	0.02	55.000	0.00	0.00
1,425.00 6/28/13	STAMPS.COM INC CUSIP: 852857200 1041264	34,959.12	56,130.75	0.15	39.390	0.00	0.00
475.00 6/28/13	STRATASYS LTD CUSIP: M85548101 1041264	34,679.75	39,776.50	0.10	83.740	0.00	0.00
798.00 6/28/13	TIBCO SOFTWARE INC COM CUSIP: 88632Q103 2000137	16,009.85	17,081.19	0.05	21.405	0.00	0.00
800.00 6/28/13	TYLER TECHNOLOGIES INC CUSIP: 902252105 1041264	17,218.43	54,840.00	0.14	68.550	0.00	0.00
TOTAL INFORMATION TECHNOLOGY		1,351,618.02	1,660,303.63	4.28		17,143.74	1.03
UTILITIES							
1,356.00 6/28/13	CENTERPOINT ENERGY INC CUSIP: 15189T107 2000137	31,844.93	31,852.44	0.08	23.490	1,125.48	3.53

ASSET STATEMENT
AS OF 6/30/13
ALT HOSP BARG COMBINED ACCT

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
1,000.00 6/28/13	NEXTERA ENERGY INC CUSIP: 65339F101 1042086	55,468.16	81,480.00	0.21	81.480	2,640.00	3.24
1,800.00 6/28/13	PUBLIC SVC ENTERPRISE GROUP INC CUSIP: 744573106 1042086	58,065.66	58,788.00	0.15	32.660	2,592.00	4.41
	TOTAL UTILITIES	145,378.75	172,120.44	0.44		6,357.48	3.69
	COMMON STOCK						
100.00 6/28/13	CORE LABORATORIES N V CUSIP: N22717107 1041264	9,220.11	15,166.00	0.04	151.660	128.00	0.84
	TOTAL COMMON STOCK	9,220.11	15,166.00	0.04		128.00	0.84
	MISCELLANEOUS						
1,297.00 6/28/13	XL GROUP PLC CUSIP: G98290102 2000137	27,277.47	39,325.04	0.10	30.320	726.32	1.85
	TOTAL MISCELLANEOUS	27,277.47	39,325.04	0.10		726.32	1.85
	TOTAL COMMON EQUITY SECURITIES	6,583,502.97	8,090,903.50	20.85		136,751.17	1.69
	PREFERRED EQUITY SECURITIES						
88,000.00 6/30/13	MORGAN STANLEY PFD CUSIP: 61761H772 2000134	880,000.00	934,560.00	2.41	10.620	0.00	0.00

ASSET STATEMENT
AS OF 6/30/13
ALT HOSP BARG COMBINED ACCT

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
	TOTAL PREFERRED EQUITY SECURITIES	880,000.00	934,560.00	2.41		0.00	0.00
	DOMESTIC EQUITY MUTUAL FUNDS						
210,312.25 6/28/13	PIMCO COMMODITY RR STRATEGY FD -D CUSIP: 722005550 2000134	1,473,333.87	1,148,304.86	2.96	5.460	17,556.87	1.53
21,132.88 6/30/13	SPRUCEGROVE US GROUP TRUST CUSIP: 2309373Y8 910112150	392,116.59	1,108,514.65	2.86	52.454	0.00	0.00
48,470.44 6/28/13	VANGUARD INSTITUTIONAL INDEX CL I CUSIP: 922040100 910112127	4,882,458.75	7,129,032.90	18.37	147.080	149,240.50	2.09
77,841.20 6/28/13	VANGUARD S/C VALUE INDEX-INS CUSIP: 922908785 2000134	1,500,000.00	1,566,165.02	4.04	20.120	35,651.27	2.28
	TOTAL DOMESTIC EQUITY MUTUAL FUNDS	8,247,909.21	10,952,017.43	28.22		202,448.63	1.85
	INTERNATIONAL FUNDS						
65,215.17 6/28/13	ARTISAN INTERNATIONAL FUND CL-INV CUSIP: 04314H204 2000134	1,376,240.44	1,699,507.41	4.38	26.060	17,934.17	1.06
46,780.33 6/28/13	DODGE AND COX INTERNATIONAL STOCK FD CUSIP: 256206103 2000134	1,511,317.82	1,707,949.96	4.40	36.510	34,944.91	2.05

ASSET STATEMENT
AS OF 6/30/13
ALT HOSP BARG COMBINED ACCT

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
	TOTAL INTERNATIONAL FUNDS	2,887,558.26	3,407,457.37	8.78		52,879.08	1.55
	TOTAL EQUITIES	18,598,970.44	23,384,938.30	60.27		392,078.89	1.68
	TOTAL INVESTMENT PORTFOLIO	33,393,047.16	38,804,009.66	100.00		787,224.10	2.03
	Due from Broker:	(5,448)	(5,448)				
		33,387,599	38,798,562				

Schedule SB, line 19 - Discounted Employer Contributions

EIN: 23-1352155

PN: 001

Plan Name: Retirement Plan for Non-Barg. Unit Ees of the Altoona Regional Health System

Deposit <u>Date</u>	Due <u>Date</u>	Days <u>Late</u>	Contribution <u>Amount</u>	Applied to <u>Plan Year</u>	Effective <u>Interest Rate</u>	Effective Interest Rate <u>Late Payment</u>	Interest Adjusted <u>Contribution</u>
11/15/2013	4/15/2013	214	\$463,934	2012	7.09%	12.09%	\$411,076
11/15/2013	7/15/2013	123	1,132,742	2012	7.09%	12.09%	1,015,167
1/10/2014			2,900,870	2012	7.09%		2,612,457
3/13/2014			72,300,000	2012	7.09%		64,358,496
TOTAL			\$76,797,546				\$68,397,196

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

EIN: 23-1352155

PN: 001

Plan Name: Retirement Plan for Non-Barg. Unit Ees of the Altoona Regional Health System

<u>Age</u>	<u>Retirement Rate</u>	<u>Retirement Probability</u>	<u>Weighted Age</u>
62	5.00%	0.05	3.10
63	5.00%	0.05	2.99
64	5.00%	0.05	2.89
65	25.00%	0.21	13.93
66	10.00%	0.06	4.24
67	10.00%	0.06	3.88
68	10.00%	0.05	3.54
69	10.00%	0.05	3.23
70	100.00%	0.42	29.53
Total		1.0000	67.34

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

EIN/PN: 23-1352155 / 001

**Retirement Plan for Non-Bargaining Unit Employees of
the Altoona Regional Health System
Actuarial Report for the Plan Year Beginning July 1, 2012**

Summary of Principal Actuarial Assumptions

Funding Method: Traditional Unit Credit

Actuarial Assumptions:

Pre-retirement for Retirement and Spousal Benefits:

Investment Return - Segment rates (4 month lookback) with MAP-21 stabilization

	For IRC 404	For IRC 430 and 436
First Segment	1.93%	5.54%
Second Segment	4.95%	6.85%
Third Segment	6.07%	7.52%

Mortality: 2012 Static Mortality for non-annuitants

Turnover: T8 table

Salary Scale: 3.00% per year

Retirement Rates:	Age	Rate
	62 - 64	5%
	65	25%
	66 - 69	10%
	70 and older	100%

Post-retirement for Retirement Benefits:

Investment Return - Segment rates (4 month lookback) with MAP-21 stabilization

	For IRC 404	For IRC 430 and 436
First Segment	1.93%	5.54%
Second Segment	4.95%	6.85%
Third Segment	6.07%	7.52%

Mortality: 2012 Static Mortality for annuitants

Actuarial Value of Assets: 24 month average limited by 90%/110% corridor

Assumed Form of Payment: Five-year certain and life annuity

Marriage Rates: 85% of participants are assumed married. Males are assumed to be four years older than females.

Expenses: Expense of \$481,000 has been loaded in Target Normal Cost

Effective Rate of Interest: 7.09%

**Retirement Plan for Non-Bargaining Unit Employees of
the Altoona Regional Health System
Actuarial Report for the Plan Year Beginning July 1, 2012**

Summary of Principal Plan Provisions

Effective Date: July 1, 1963

Plan Year: July 1 through June 30

Eligibility:

Minimum Age: None

Service: Twelve months with the completion of 1,000 hours of service.

Entry Date: The earlier of the first day of the plan year or the first day of the seventh month of such plan year coinciding with or next following the date eligibility requirements were met.

Excluded: Employees covered under the appropriate collective bargaining agreements or under another retirement plan sponsored by the Health System, as well as any person employed for the first time by the Health System after June 30, 2008 or any person rehired by the Health System after June 30, 2008.

Normal Retirement Date: A participant shall be eligible for normal retirement benefits on the first day of the month coinciding with or next following his 65th birthday.

Early Retirement Date: A participant shall be eligible for early retirement benefits on the first day of the month coinciding with or next following his 55th birthday.

Accrued Benefit: A benefit commencing at normal retirement date equal to the greatest of A, B or C:

A. 1.50% of average monthly compensation times years of credited service at retirement; or

B. \$4.00 per month for each year of credited service as of June 30, 1997; or

C. the participant's accrued benefit under the prior plan as of June 30, 1987.

plus

D. Any net increase in the accrued benefit under the Bon Secours Holy Family Regional Health System Retirement Plan as of October 31, 2004, adjusted for post-merger pay increases.

**Retirement Plan for Non-Bargaining Unit Employees of
the Altoona Regional Health System
Actuarial Report for the Plan Year Beginning July 1, 2012**

Summary of Principal Plan Provisions

Special Minimum Benefit:	With respect to an employee who was a participant in the prior plan on June 30, 1986, and who had attained age 55, or older, and completed ten or more years of credited service as of such date; such participant's benefit shall not be less than that calculated under the plan as in effect on June 30, 1986, based on compensation and credited service as of the date of determination or June 30, 1989; whichever is earlier.
Credited Service:	<p>A year of benefit service is credited for each plan year in which the employee completed 1,560 or more hours of service. Partial credit of 1/2 year is given for each plan year in which the employee completed between 1,000 and 1,559 hours of service.</p> <p>A year of vesting service is credited for each plan year in which the employee completed 1,000 or more hours of service. Service prior to January 1, 1966 is excluded for vesting purposes. Employees excluded for benefit purposes retain vesting credit for the excluded period if their status changes.</p> <p>Partial service credit is given for accrual purposes for any plan year in which the employee completes less than 1,000 hours of service.</p> <p>Hours worked are determined by dividing the number of days worked (to a maximum of 30 per month) by 360 and multiplying the result by 2,080.</p>
Normal Form of Benefit:	Five-year certain and life annuity or actuarially equivalent joint and 50% spouse survivor annuity.
Compensation:	Total compensation, including overtime, flex benefit elections, bonuses and commissions. Final benefits based on the average of the 60 highest consecutive months within the last 120 months preceding the date of determination.

**Retirement Plan for Non-Bargaining Unit Employees of
the Altoona Regional Health System
Actuarial Report for the Plan Year Beginning July 1, 2012**

Summary of Principal Plan Provisions

Vesting:

A participant whose employment terminated prior to eligibility for a retirement benefit shall be vested in a portion of his accrued benefit in accordance with the greater of the following:

Schedule A:

<u>Years of Vesting Service</u>	<u>Vested %</u>
Less than five	0%
Five years of service	100%

Schedule B:

<u>Age & Service</u>	<u>Vested %</u>
Less than 45	0%
45 but less than 47	50%
47 but less than 49	60%
49 but less than 51	70%
51 but less than 53	80%
53 but less than 55	90%
55 or more	100%

Other Benefits:

Benefits are payable to or on behalf of vested participants who die prior to retirement, who become disabled and qualify for total disability benefits under the plan and who retire early upon meeting the plan's requirements for early retirement. Participants who continue with the Health System after reaching their normal retirement age will generally accrue additional benefits.

**Retirement Plan for Non-Bargaining Unit Employees of
 the Altoona Regional Health System
 Actuarial Report for the Plan Year Beginning July 1, 2012**

Schedule of Active Participant Data

Years of Service

Age	Under 1		1 to 4		5 to 9		10 to 14		15 to 19		20 to 24		25 to 29		30 to 34		35 to 39		40 & up	
	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.
Under 25	0	0	1	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
25 to 29	1	0	10	0	6	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
30 to 34	3	0	8	0	37	0	7	0	0	0	0	0	0	0	0	0	0	0	0	0
35 to 39	1	0	3	0	25	0	16	0	7	0	0	0	0	0	0	0	0	0	0	0
40 to 44	1	0	4	0	32	0	13	0	17	0	10	0	0	0	0	0	0	0	0	0
45 to 49	4	0	1	0	32	0	9	0	16	0	16	0	14	0	0	0	0	0	0	0
50 to 54	7	0	1	0	33	0	11	0	8	0	16	0	14	0	25	0	1	0	0	0
55 to 59	3	0	2	0	37	0	8	0	12	0	12	0	8	0	17	0	28	0	5	0
60 to 64	3	0	3	0	14	0	4	0	4	0	5	0	3	0	6	0	11	0	11	0
65 to 69	3	0	0	0	4	0	0	0	1	0	3	0	0	0	0	0	1	0	2	0
70 & up	2	0	0	0	1	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0

Schedule SB, line 32 - Schedule of Amortization Bases

EIN: 23-1352155

PN: 001

Plan Name: Retirement Plan for Non-Barg. Unit Ees of the Altoona Regional Health System

<u>Type of Base</u>	Present Value	Valuation Date	Amortization	
	of Remaining	that Base was	Years	Amortization
	<u>Installment</u>	<u>Established</u>	<u>Remaining</u>	<u>Installment</u>
Shortfall	\$2,797,991	7/1/2008	3	\$983,380
Shortfall	(1,342,726)	7/1/2009	4	(363,299)
Shortfall	7,596,502	7/1/2010	5	1,687,392
Shortfall	4,271,616	7/1/2011	8	274,451
Shortfall	(4,518,471)	7/1/2012	7	(766,896)
TOTAL	<u>\$8,804,912</u>			<u>\$1,815,028</u>

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security Administration
Pension Benefit Guaranty Corporation**SB Actuary Signature**
Single-Employer Defined Benefit Plan
Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2012**This Form is Open to Public Inspection**

For calendar plan year 2012 or fiscal plan year beginning 07/01/2012 and ending 06/30/2013

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

Retirement Plan for Non-Barg. Unit Ees of Altoona Region Heal System

B Three-digit
plan number (PN) ▶

001

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF

UPMC Altoona

D Employer Identification Number (EIN)

23-1352155

E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B**F** Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500**Part I Basic Information****1** Enter the valuation date: Month 7 Day 1 Year 2012**2** Assets:**a** Market value **2a** 96,560,733**b** Actuarial value **2b** 96,706,481**3** Funding target/participant count breakdown:**a** For retired participants and beneficiaries receiving payment **3a** 395 **(1) Number of participants** **(2) Funding Target** 33,651,042**b** For terminated vested participants **3b** 561 13,479,563**c** For active participants:**(1) Non-vested benefits 3c(1)** 47,411**(2) Vested benefits 3c(2)** 55,497,903**(3) Total active 3c(3)** 623 55,545,314**d Total 3d** 1,579 102,675,919**4** If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐**a** Funding target disregarding prescribed at-risk assumptions **4a****b** Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor **4b****5** Effective interest rate **5** 7.09 %**6** Target normal cost **6** 3,219,380**Statement by Enrolled Actuary**

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

**SIGN
HERE**

Signature of actuary

Jon S. Ketzner, FCA, MAAA

Type or print name of actuary

CBIZ

Firm name

44 Baltimore Street

Cumberland

MD 21502

Address of the firm

04/01/2014

Date

14-01826

Most recent enrollment number

(301) 777-1500

Telephone number (including area code)

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

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

Schedule SB (Form 5500) 2012
v. 120126

Part V Assumptions Used to Determine Funding Target and Target Normal Cost**21** Discount rate:**a** Segment rates:1st segment:
5.54 %2nd segment:
6.85 %3rd segment:
7.52 %☐ N/A, full yield curve used**b** Applicable month (enter code).....**21b**

4

22 Weighted average retirement age**22**

67

23 Mortality table(s) (see instructions) ☐ Prescribed - combined☒ Prescribed - separate☐ Substitute**Part VI Miscellaneous Items****24** Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment..... ☐ Yes ☒ No**25** Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment..... ☐ Yes ☒ No**26** Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment..... ☒ Yes ☐ No**27** If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....**27****Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years****28** Unpaid minimum required contributions for all prior years..... **28** 0**29** Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)..... **29** 0**30** Remaining amount of unpaid minimum required contributions (line 28 minus line 29)..... **30** 0**Part VIII Minimum Required Contribution For Current Year****31** Target normal cost and excess assets (see instructions):**a** Target normal cost (line 6)..... **31a** 3,219,380**b** Excess assets, if applicable, but not greater than line 31a..... **31b** 0**32** Amortization installments:

Outstanding Balance

Installment

a Net shortfall amortization installment..... 8,804,912 1,815,028**b** Waiver amortization installment.....**33** If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount..... **33****34** Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)..... **34** 5,034,408

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	2,835,474	2,835,474

36 Additional cash requirement (line 34 minus line 35)..... **36** 2,198,934**37** Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)..... **37** 68,397,196**38** Present value of excess contributions for current year (see instructions)**a** Total (excess, if any, of line 37 over line 36)..... **38a** 66,198,262**b** Portion included in line 38a attributable to use of prefunding and funding standard carryover balances..... **38b** 2,835,474**39** Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)..... **39** 0**40** Unpaid minimum required contributions for all years..... **40** 0**Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)****41** If an election was made to use PRA 2010 funding relief for this plan:**a** Schedule elected..... ☒ 2 plus 7 years ☐ 15 years**b** Eligible plan year(s) for which the election in line 41a was made..... ☐ 2008 ☐ 2009 ☐ 2010 ☒ 2011**42** Amount of acceleration adjustment..... **42** 0**43** Excess installment acceleration amount to be carried over to future plan years..... **43** 0

Schedule SB, line 19 - Discounted Employer Contributions

EIN: 23-1352155

PN: 001

Plan Name: Retirement Plan for Non-Barg. Unit Ees of the Altoona Regional Health System

Deposit <u>Date</u>	Due <u>Date</u>	Days <u>Late</u>	Contribution <u>Amount</u>	Applied to <u>Plan Year</u>	Effective <u>Interest Rate</u>	Effective Interest Rate <u>Late Payment</u>	Interest Adjusted <u>Contribution</u>
11/15/2013	4/15/2013	214	\$463,934	2012	7.09%	12.09%	\$411,076
11/15/2013	7/15/2013	123	1,132,742	2012	7.09%	12.09%	1,015,167
1/10/2014			2,900,870	2012	7.09%		2,612,457
3/13/2014			72,300,000	2012	7.09%		64,358,496
TOTAL			<u>\$76,797,546</u>				<u>\$68,397,196</u>

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

EIN: 23-1352155

PN: 001

Plan Name: Retirement Plan for Non-Barg. Unit Ees of the Altoona Regional Health System

<u>Age</u>	<u>Retirement Rate</u>	<u>Retirement Probability</u>	<u>Weighted Age</u>
62	5.00%	0.05	3.10
63	5.00%	0.05	2.99
64	5.00%	0.05	2.89
65	25.00%	0.21	13.93
66	10.00%	0.06	4.24
67	10.00%	0.06	3.88
68	10.00%	0.05	3.54
69	10.00%	0.05	3.23
70	100.00%	0.42	29.53
Total		1.0000	67.34

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

EIN/PN: 23-1352155 / 001

Retirement Plan for Non-Bargaining Unit Employees of the Altoona Regional Health System Actuarial Report for the Plan Year Beginning July 1, 2012

Summary of Principal Actuarial Assumptions

Funding Method: Traditional Unit Credit

Actuarial Assumptions:

Pre-retirement for Retirement and Spousal Benefits:

Investment Return - Segment rates (4 month lookback) with MAP-21 stabilization

	For IRC 404	For IRC 430 and 436
First Segment	1.93%	5.54%
Second Segment	4.95%	6.85%
Third Segment	6.07%	7.52%

Mortality: 2012 Static Mortality for non-annuitants

Turnover: T8 table

Salary Scale: 3.00% per year

Retirement Rates:	<u>Age</u>	<u>Rate</u>
	62 - 64	5%
	65	25%
	66 - 69	10%
	70 and older	100%

Post-retirement for Retirement Benefits:

Investment Return - Segment rates (4 month lookback) with MAP-21 stabilization

	For IRC 404	For IRC 430 and 436
First Segment	1.93%	5.54%
Second Segment	4.95%	6.85%
Third Segment	6.07%	7.52%

Mortality: 2012 Static Mortality for annuitants

Actuarial Value of Assets: 24 month average limited by 90%/110% corridor

Assumed Form of Payment: Five-year certain and life annuity

Marriage Rates: 85% of participants are assumed married. Males are assumed to be four years older than females.

Expenses: Expense of \$481,000 has been loaded in Target Normal Cost

Effective Rate of Interest: 7.09%

Retirement Plan for Non-Bargaining Unit Employees of the Altoona Regional Health System Actuarial Report for the Plan Year Beginning July 1, 2012

Summary of Principal Plan Provisions

Effective Date: July 1, 1963

Plan Year: July 1 through June 30

Eligibility:

Minimum Age: None

Service: Twelve months with the completion of 1,000 hours of service.

Entry Date: The earlier of the first day of the plan year or the first day of the seventh month of such plan year coinciding with or next following the date eligibility requirements were met.

Excluded: Employees covered under the appropriate collective bargaining agreements or under another retirement plan sponsored by the Health System, as well as any person employed for the first time by the Health System after June 30, 2008 or any person rehired by the Health System after June 30, 2008.

Normal Retirement Date: A participant shall be eligible for normal retirement benefits on the first day of the month coinciding with or next following his 65th birthday.

Early Retirement Date: A participant shall be eligible for early retirement benefits on the first day of the month coinciding with or next following his 55th birthday.

Accrued Benefit: A benefit commencing at normal retirement date equal to the greatest of A, B or C:

A. 1.50% of average monthly compensation times years of credited service at retirement; or

B. \$4.00 per month for each year of credited service as of June 30, 1997; or

C. the participant's accrued benefit under the prior plan as of June 30, 1987.

plus

D. Any net increase in the accrued benefit under the Bon Secours Holy Family Regional Health System Retirement Plan as of October 31, 2004, adjusted for post-merger pay increases.

**Retirement Plan for Non-Bargaining Unit Employees of
the Altoona Regional Health System
Actuarial Report for the Plan Year Beginning July 1, 2012**

Summary of Principal Plan Provisions

Special Minimum Benefit:	With respect to an employee who was a participant in the prior plan on June 30, 1986, and who had attained age 55, or older, and completed ten or more years of credited service as of such date; such participant's benefit shall not be less than that calculated under the plan as in effect on June 30, 1986, based on compensation and credited service as of the date of determination or June 30, 1989; whichever is earlier.
Credited Service:	<p>A year of benefit service is credited for each plan year in which the employee completed 1,560 or more hours of service. Partial credit of 1/2 year is given for each plan year in which the employee completed between 1,000 and 1,559 hours of service.</p> <p>A year of vesting service is credited for each plan year in which the employee completed 1,000 or more hours of service. Service prior to January 1, 1966 is excluded for vesting purposes. Employees excluded for benefit purposes retain vesting credit for the excluded period if their status changes.</p> <p>Partial service credit is given for accrual purposes for any plan year in which the employee completes less than 1,000 hours of service.</p> <p>Hours worked are determined by dividing the number of days worked (to a maximum of 30 per month) by 360 and multiplying the result by 2,080.</p>
Normal Form of Benefit:	Five-year certain and life annuity or actuarially equivalent joint and 50% spouse survivor annuity.
Compensation:	Total compensation, including overtime, flex benefit elections, bonuses and commissions. Final benefits based on the average of the 60 highest consecutive months within the last 120 months preceding the date of determination.

Retirement Plan for Non-Bargaining Unit Employees of the Altoona Regional Health System Actuarial Report for the Plan Year Beginning July 1, 2012

Summary of Principal Plan Provisions

Vesting:

A participant whose employment terminated prior to eligibility for a retirement benefit shall be vested in a portion of his accrued benefit in accordance with the greater of the following:

Schedule A:Years of Vesting ServiceVested %

Less than five

0%

Five years of service

100%

Schedule B:Age & ServiceVested %

Less than 45

0%

45 but less than 47

50%

47 but less than 49

60%

49 but less than 51

70%

51 but less than 53

80%

53 but less than 55

90%

55 or more

100%

Other Benefits:

Benefits are payable to or on behalf of vested participants who die prior to retirement, who become disabled and qualify for total disability benefits under the plan and who retire early upon meeting the plan's requirements for early retirement. Participants who continue with the Health System after reaching their normal retirement age will generally accrue additional benefits.

Schedule SB, line 26 - Schedule of Active Participant Data
 EIN/PN: 23-1352155 / 001

**Retirement Plan for Non-Bargaining Unit Employees of
 the Altoona Regional Health System
 Actuarial Report for the Plan Year Beginning July 1, 2012**

Schedule of Active Participant Data

Age	Years of Service													
	Under 1	1 to 4	5 to 9	10 to 14	15 to 19	20 to 24	25 to 29	30 to 34	35 to 39	40 & up				
	Avg. No. Comp.	Avg. No. Comp.	Avg. No. Comp.	Avg. No. Comp.	Avg. No. Comp.	Avg. No. Comp.	Avg. No. Comp.	Avg. No. Comp.	Avg. No. Comp.	Avg. No. Comp.	No. Comp.	Avg. Comp.	No. Comp.	Avg. Comp.
Under 25	0	1	0	0	0	0	0	0	0	0	0	0	0	0
25 to 29	1	10	0	0	0	0	0	0	0	0	0	0	0	0
30 to 34	3	8	0	7	0	0	0	0	0	0	0	0	0	0
35 to 39	1	3	0	16	0	7	0	0	0	0	0	0	0	0
40 to 44	1	4	0	13	0	17	0	10	0	0	0	0	0	0
45 to 49	4	1	0	9	0	16	0	16	0	14	0	0	0	0
50 to 54	7	1	0	11	0	8	0	16	0	14	0	25	0	0
55 to 59	3	2	0	8	0	12	0	12	0	8	0	17	0	5
60 to 64	3	3	0	4	0	4	0	5	0	3	0	6	0	11
65 to 69	3	0	0	0	0	1	0	3	0	0	0	0	0	2
70 & up	2	0	0	0	0	0	0	0	0	0	0	0	0	0

SB Actuary Signature

Schedule SB, line 32 - Schedule of Amortization Bases

EIN: 23-1352155

PN: 001

Plan Name: Retirement Plan for Non-Barg. Unit Ees of the Altoona Regional Health System

	Present Value	Valuation Date	Amortization	
	of Remaining	that Base was	Years	Amortization
<u>Type of Base</u>	<u>Installment</u>	<u>Established</u>	<u>Remaining</u>	<u>Installment</u>
Shortfall	\$2,797,991	7/1/2008	3	\$983,380
Shortfall	(1,342,726)	7/1/2009	4	(363,299)
Shortfall	7,596,502	7/1/2010	5	1,687,392
Shortfall	4,271,616	7/1/2011	8	274,451
Shortfall	(4,518,471)	7/1/2012	7	(766,896)
TOTAL	<u>\$8,804,912</u>			<u>\$1,815,028</u>

Schedule R, line 18 - Funded Percentage of Plans Contributing to the Liabilities of Plan Participants:

<u>Plan Name</u>	<u>EIN</u>	<u>Plan Number</u>	<u>Funding Percentage as of 6/30/2012</u>
(1) Retirement Plan for Non-Bargaining Unit Employees of the Altoona Regional Health System	23-1352155	001	91.42%
(2) Retirement Plan for Bargaining Unit Employees of the Altoona Regional Health System	23-1352155	002	89.13%

Retirement Plan for Non-Bargaining Unit Employees of the Altoona Regional Health System

EIN 23-1352155 PN 001

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

June 30, 2013

Identity of Issuer (a)(b)	Description of Investment (c)	Cost (d)	Current Value (e)
U.S. Treasury obligations	See Attached	\$ 2,773,005	\$ 2,646,289
U.S. government agencies	See Attached	4,604,485	4,472,750
Corporate and foreign bonds	See Attached	6,883,533	6,625,418
Closed-end, fixed-income securities	See Attached	3,873,947	5,838,099
Common and preferred equity securities	See Attached	19,411,687	23,599,209
Mutual funds	See Attached	45,427,174	54,080,079
*Cash and cash equivalents	See Attached	4,461,620	4,461,620
		<u>87,435,451</u>	<u>101,723,464</u>
Transfer from Merged Plan			
U.S. Treasury obligations	See Attached	1,149,635	1,098,536
U.S. government agencies	See Attached	1,775,678	1,724,873
Corporate and foreign bonds	See Attached	2,595,073	2,497,170
Closed-end, fixed-income securities	See Attached	1,549,579	2,335,240
Common and preferred equity securities	See Attached	7,463,503	9,025,464
Mutual funds	See Attached	17,514,145	20,777,293
*Cash and cash equivalents	See Attached	1,339,986	1,339,986
		<u>33,387,599</u>	<u>38,798,562</u>
Total Merged Plan Investments		<u>\$ 120,823,050</u>	<u>\$ 140,522,026</u>

* Indicates party-in-interest as defined by ERISA

ASSET STATEMENT
AS OF 6/30/13
ALT HOSP NON BARG COMBINED ACCT

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
CASH & CASH EQUIVALENTS							
CASH							
85,066.43	PENDING CASH	85,066.43	85,066.43	0.08			
	1041263						
-49,300.45	PENDING CASH	-49,300.45	-49,300.45	-0.05			
	2000132						
396.90	PRINCIPAL CASH	396.90	396.90	0.00			
	2000132						
95,557.77	PRINCIPAL CASH	95,557.77	95,557.77	0.09			
	910118124						
	TOTAL CASH	131,720.65	131,720.65	0.13		0.00	0.00
MONEY MARKET FUNDS							
4,768.92	WILMINGTON US TREASURY MMKT CL SLCT	4,768.92	4,768.92	0.01	1.000	0.48	0.01
3/08/12	CUSIP: 97181C514						
	1041263						
78,285.54	WILMINGTON US TREASURY MMKT CL SLCT	78,285.54	78,285.54	0.08	1.000	7.91	0.01
3/08/12	CUSIP: 97181C514						
	1042087						
211,541.43	WILMINGTON US TREASURY MMKT CL SLCT	211,541.43	211,541.43	0.21	1.000	21.37	0.01
3/08/12	CUSIP: 97181C514						
	1043664						
3,769,621.68	WILMINGTON US TREASURY MMKT CL SLCT	3,769,621.68	3,769,621.68	3.71	1.000	380.73	0.01
3/08/12	CUSIP: 97181C514						
	2000129						
208,419.18	WILMINGTON US TREASURY MMKT CL SLCT	208,419.18	208,419.18	0.21	1.000	21.05	0.01
3/08/12	CUSIP: 97181C514						
	2000132						

ASSET STATEMENT
AS OF 6/30/13
ALT HOSP NON BARG COMBINED ACCT

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
88,659.55 3/08/12	WILMINGTON US TREASURY MMKT CL SLCT CUSIP: 97181C514 910118124	88,659.55	88,659.55	0.09	1.000	8.95	0.01
4,369.45 3/08/12	WILMINGTON US TREASURY MMKT CL SLCT CUSIP: 97181C514 910118157	4,369.45	4,369.45	0.01	1.000	0.44	0.01
TOTAL MONEY MARKET FUNDS		4,365,665.75	4,365,665.75	4.29		440.93	0.01
TOTAL CASH & CASH EQUIVALENTS		4,497,386.40	4,497,386.40	4.42		440.93	0.01

FIXED INCOME

U.S. TREASURY OBLIGATIONS

365,000.00 6/28/13	U.S. TREASURY BONDS CUSIP: 912810QT8 1043664	3.125%	11/15/41	401,950.70	342,187.50	0.34	93.750	11,406.25	3.33
885,000.00 6/28/13	U.S. TREASURY NOTES CUSIP: 912828SC5 1043664	0.875%	1/31/17	892,939.64	883,619.40	0.87	99.844	7,743.75	0.88
660,000.00 6/28/13	U.S. TREASURY NOTES CUSIP: 912828SF8 1043664	2.000%	2/15/22	681,126.77	645,513.00	0.64	97.805	13,200.00	2.05
265,000.00 6/28/13	U.S. TREASURY NOTES CUSIP: 912828QF0 1043664	2.000%	4/30/16	280,291.98	275,186.60	0.27	103.844	5,300.00	1.93
315,000.00 6/28/13	U.S. TREASURY NOTES CUSIP: 912828RR3 1043664	2.000%	11/15/21	326,332.44	309,559.95	0.31	98.273	6,300.00	2.04

ASSET STATEMENT
AS OF 6/30/13
ALT HOSP NON BARG COMBINED ACCT

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
190,000.00 US TREASURY NOTE 6/28/13 CUSIP: 912828SK7 1043664	0.375% 3/15/15	190,363.10	190,222.30	0.19	100.117	712.50	0.38
TOTAL U.S. TREASURY OBLIGATIONS		2,773,004.63	2,646,288.75	2.60		44,662.50	1.69

U.S. GOVERNMENT AGENCIES

400,000.00 FPMC MTN 6/28/13 CUSIP: 31315PGT0 1043664	2.125% 9/15/15	399,057.20	413,532.00	0.41	103.383	8,500.00	2.06
146,497.15 FPMC GD PL #A88163 6/28/13 CUSIP: 312935B81 1043664	5.000% 9/01/39	158,445.82	156,366.66	0.15	106.737	7,324.86	4.69
235,994.98 FPMC GD PL #A89148 6/28/13 CUSIP: 312936EV5 1043664	4.000% 10/01/39	252,072.14	245,460.74	0.24	104.011	9,439.80	3.85
225,971.25 FPMC GD PL #C03830 6/28/13 CUSIP: 31292LHF5 1043664	4.000% 3/01/42	243,201.56	235,629.26	0.23	104.274	9,038.85	3.84
110,228.82 FNMA PL #AB1231 6/28/13 CUSIP: 31416WLM2 1043664	5.000% 7/01/40	121,355.04	120,635.52	0.12	109.441	5,511.44	4.57
105,551.15 FNMA PL #AB3509 6/28/13 CUSIP: 31416Y3T3 1043664	4.000% 9/01/41	114,028.22	111,128.47	0.11	105.284	4,222.05	3.80
215,603.04 FNMA PL #AB4438 6/28/13 CUSIP: 31417A4Y2 1043664	3.500% 2/01/42	229,145.61	219,721.06	0.22	101.910	7,546.11	3.44
197,011.42 FNMA PL #AB5907 6/28/13 CUSIP: 31417CR56 1043664	3.000% 8/01/27	206,800.42	203,045.88	0.20	103.063	5,910.34	2.91
424,988.75 FNMA PL #AB6228 6/28/13 CUSIP: 31417C4N2 1043664	3.500% 9/01/42	455,866.84	432,808.54	0.43	101.840	14,874.61	3.44

ASSET STATEMENT
AS OF 6/30/13
ALT HOSP NON BARG COMBINED ACCT

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
211,485.17 6/28/13	FNMA PL #AH5574 CUSIP: 3138A7FQ6 1043664	229,990.12	221,365.76	0.22	104.672	8,459.41	3.82
134,052.15 6/28/13	FNMA PL #AH6301 CUSIP: 3138A8AB2 1043664	143,519.57	141,351.29	0.14	105.445	5,362.09	3.79
323,808.77 6/28/13	FNMA PL #AH8854 CUSIP: 3138AAZU8 1043664	354,570.61	345,393.86	0.34	106.666	14,571.39	4.22
301,026.04 6/28/13	FNMA PL #AK9382 CUSIP: 3138EEM89 1043664	329,952.77	315,451.21	0.31	104.792	12,041.04	3.82
60,443.28 6/28/13	FNMA PL #AL2877 CUSIP: 3138EKFT7 1043664	64,797.09	63,050.80	0.06	104.314	2,115.51	3.36
66,843.54 6/28/13	FNMA PL #AQ5095 CUSIP: 3138MLUV4 1043664	71,512.14	69,003.92	0.07	103.232	2,005.31	2.91
405,830.64 6/28/13	FNMA PL #AR8929 CUSIP: 3138W64P8 1043664	421,556.57	397,076.87	0.39	97.843	12,174.92	3.07
351,108.41 6/28/13	FNMA POOL #AJ2212 CUSIP: 3138ATN63 1043664	384,463.71	377,265.99	0.37	107.450	15,799.88	4.19
204,259.28 6/28/13	GNMA II PL #MA0155 CUSIP: 36179ME48 1043664	225,004.36	214,946.13	0.21	105.232	8,170.37	3.80
0.01 6/28/13	GNMA II PL #005176 CUSIP: 36202FXD3 1043664	0.01	0.01	0.00	100.000	0.00	0.00
128,434.27 6/28/13	GNMA PL #AD8801 CUSIP: 36180MX69 1043664	140,254.23	132,015.02	0.13	102.788	4,495.20	3.41
52,743.55 6/28/13	GNMA PL #782916 CUSIP: 36241LGZ3 1043664	58,891.49	57,500.49	0.06	109.019	2,900.90	5.05

ASSET STATEMENT
AS OF 6/30/13
ALT HOSP NON BARG COMBINED ACCT

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
	TOTAL U.S. GOVERNMENT AGENCIES	4,604,485.52	4,472,749.48	4.40		160,464.06	3.59
	CORPORATE & FOREIGN BONDS						
25,000.00 6/28/13	ABB FINANCE USA INC CUSIP: 00037BAB8 1043664	26,175.25	23,951.50	0.02	95.806	718.75	3.00
40,000.00 6/28/13	ABBVIE INC CUSIP: 00287YAA7 1043664	39,973.20	40,044.00	0.04	100.110	480.00	1.20
25,000.00 6/28/13	ABBVIE INC CUSIP: 00287YAC3 1043664	24,839.00	23,378.50	0.02	93.514	725.00	3.10
15,000.00 6/28/13	ALTERA CORP CUSIP: 021441AD2 1043664	15,266.55	14,870.55	0.02	99.137	262.50	1.77
7,000.00 6/28/13	ALTRIA GROUP INC CUSIP: 02209SAD5 1043664	9,998.73	9,305.87	0.01	132.941	679.00	7.30
100,000.00 6/28/13	AMER EXPRESS CR MTN CUSIP: 0258MODE6 1043664	102,417.30	101,357.00	0.10	101.357	1,750.00	1.73
40,000.00 6/28/13	AMERICAN EXPRESS CUSIP: 025816BF5 1043664	38,647.20	34,972.40	0.04	87.431	1,620.00	4.63
45,000.00 6/28/13	ANALOG DEVICES MTN CUSIP: 032654AG0 1043664	47,682.00	47,002.95	0.05	104.451	1,350.00	2.87
85,000.00 6/28/13	APPLE INC CUSIP: 037833AK6 1043664	84,886.95	78,834.10	0.08	92.746	2,040.00	2.59
50,000.00 6/28/13	APPLIED MATERIALS CUSIP: 038222AES 1043664	52,687.00	51,823.00	0.05	103.646	1,325.00	2.56

ASSET STATEMENT
AS OF 6/30/13
ALT HOSP NON BARG COMBINED ACCT

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
65,000.00 6/28/13	AT&T INC CUSIP: 00206RBL5 1043664	64,979.20	64,702.95	0.06	99.543	520.00	0.80
30,000.00 6/28/13	AT&T INC CUSIP: 04650NAB0 1043664	37,279.50	30,355.20	0.03	101.184	1,605.00	5.29
65,000.00 6/28/13	BANK NOVA SCOTIA CUSIP: 064159BA3 1043664	64,998.05	64,719.20	0.06	99.568	487.50	0.75
40,000.00 6/28/13	BANK OF AMERICA MTN CUSIP: 06051GDZ9 1043664	50,904.80	48,071.20	0.05	120.178	3,050.00	6.35
30,000.00 6/28/13	BAXTER INTL CUSIP: 071813BD0 1043664	31,254.60	30,181.80	0.03	100.606	555.00	1.84
55,000.00 6/28/13	BAXTER INTL CUSIP: 071813BL2 1043664	54,826.75	53,948.40	0.05	98.088	1,760.00	3.26
175,000.00 6/28/13	BEAR STEARNS CMO CUSIP: 07388LAE0 1043664	200,457.03	193,516.75	0.19	110.581	9,695.00	5.01
155,000.00 6/28/13	BEAR STEARNS CO CUSIP: 073902RU4 1043664	193,187.60	184,564.70	0.18	119.074	11,237.50	6.09
45,000.00 6/28/13	BECTON DICKINSON CUSIP: 075887AW9 1043664	48,999.70	45,504.45	0.05	101.121	1,462.50	3.21
35,000.00 6/28/13	BHP FINANCE USA LTD CUSIP: 055451AP3 1043664	35,817.60	34,830.60	0.04	99.516	568.75	1.63
30,000.00 6/28/13	BOSTON PROP LP CUSIP: 10112RAV6 1043664	29,813.70	27,711.00	0.03	92.370	937.50	3.38
65,000.00 6/28/13	BP CAPITAL PLC CUSIP: 05565QCB2 1043664	64,550.20	59,231.90	0.06	91.126	1,625.00	2.74
50,000.00 6/28/13	BP CAPITAL PLC CUSIP: 05565QBP2 1043664	58,170.00	54,244.50	0.05	108.489	2,250.00	4.15

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SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
20,000.00 6/28/13	BURLINGTON CORP CUSIP: 121189TARS 1043664	28,971.80	26,408.00	0.03	132.040	1,590.00	6.02
20,000.00 6/28/13	CAMERON INTL CORP CUSIP: 13342BAC9 1043664	24,204.40	23,455.00	0.02	117.275	1,275.00	5.44
55,000.00 6/28/13	CAN IMPERIAL BK CUSIP: 136069DS7 1043664	57,782.45	56,903.00	0.06	103.460	1,292.50	2.27
50,000.00 6/28/13	CANADIAN NATL RESOUR CUSIP: 136385AR2 1043664	53,659.50	49,969.00	0.05	99.938	1,725.00	3.45
80,000.00 6/28/13	CAPITAL ONE FINL CUSIP: 14040HAZ8 1043664	81,712.00	81,260.80	0.08	101.576	1,720.00	2.12
45,000.00 6/28/13	CARDINAL HEALTH CUSIP: 14149YAY4 1043664	44,906.85	41,994.90	0.04	93.322	1,440.00	3.43
40,000.00 6/28/13	CATERPILLAR FINL MTN CUSIP: 14912L5D9 1043664	40,508.00	40,217.20	0.04	100.543	440.00	1.10
50,000.00 6/28/13	CATERPILLAR FINL MTN CUSIP: 14912L5E7 1043664	51,100.00	49,684.50	0.05	99.369	812.50	1.64
35,000.00 6/28/13	CITIGROUP INC CUSIP: 172967FA4 1043664	38,076.15	37,377.20	0.04	106.792	2,103.50	5.63
75,000.00 6/28/13	CITIGROUP INC CUSIP: 172967EV9 1043664	101,131.75	94,502.25	0.09	126.003	6,375.00	6.75
40,000.00 6/28/13	CNA FINANCIAL CUSIP: 126117AP5 1043664	49,613.85	48,432.40	0.05	121.081	2,940.00	6.07
75,000.00 6/28/13	COMCAST CORP CUSIP: 2003ONAR2 1043664	90,532.50	87,564.00	0.09	116.752	4,406.25	5.03
30,000.00 6/28/13	CONAGRA FOODS INC CUSIP: 205887BR2 1043664	29,926.20	28,688.10	0.03	95.627	960.00	3.35

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35,000.00 6/28/13	COOPER US INC CUSIP: 216871AE3 1043664	37,692.20	35,996.80	0.04	102.848	1,356.25	3.77
45,000.00 6/28/13	COOPER US INC CUSIP: 216871AC7 1043664	53,633.25	51,466.95	0.05	114.371	2,745.00	5.33
30,000.00 6/28/13	COVIDIEN INTL CUSIP: 22303QAK6 1043664	31,556.10	31,050.60	0.03	103.502	840.00	2.71
35,000.00 6/28/13	DIAGEO CAPITAL CUSIP: 25243YAR0 1043664	35,706.30	34,684.30	0.04	99.098	525.00	1.51
50,000.00 6/28/13	DIRECTV HOLDINGS LLC CUSIP: 25459HAT2 1043664	55,706.00	53,986.00	0.05	107.972	2,600.00	4.82
15,000.00 6/28/13	DIRECTV HOLDINGS LLC CUSIP: 25459HAQ8 1043664	18,436.80	15,657.90	0.02	104.386	952.50	6.08
40,000.00 6/28/13	DOW CHEMICAL CO CUSIP: 260543CC5 1043664	44,524.40	42,122.40	0.04	105.306	1,700.00	4.04
30,000.00 6/28/13	DUKE CAPITAL CUSIP: 26439VAB3 1043664	32,053.80	31,501.80	0.03	105.006	1,700.40	5.40
45,000.00 6/28/13	DUPONT EI NEMOUR CUSIP: 263534CK3 1043664	44,984.25	42,877.80	0.04	95.284	1,260.00	2.94
40,000.00 6/28/13	EATON CORP CUSIP: 278058DD1 1043664	47,304.00	45,524.40	0.05	113.811	2,240.00	4.92
35,000.00 6/28/13	EBAY INC CUSIP: 278642AG8 1043664	35,311.50	34,399.75	0.03	98.285	472.50	1.37
60,000.00 6/28/13	EMC CORP CUSIP: 268648AP7 1043664	59,965.80	59,310.00	0.06	98.850	1,125.00	1.90
35,000.00 6/28/13	ENERGY TRAN PTNR CUSIP: 29273RAL3 1043664	38,838.45	37,027.20	0.04	105.792	2,975.00	8.04

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30,000.00 6/28/13	ENERGY TRAN PTNR CUSIP: 29273RAM1 1043664	38,260.20	38,166.60	0.04	127.222	2,700.00	7.08
35,000.00 6/28/13	ENTERPRISE PRODUCTS CUSIP: 29379VAG8 1043664	42,076.65	38,922.80	0.04	111.208	2,143.75	5.51
10,000.00 6/28/13	ERP OPERATING-LP CUSIP: 26884ABA0 1043664	9,911.00	9,190.20	0.01	91.902	300.00	3.27
15,000.00 6/28/13	EXELON GENERATION CUSIP: 30161MAG8 1043664	17,566.05	16,315.50	0.02	108.770	937.50	5.75
35,000.00 6/28/13	FORD CREDIT ABS CUSIP: 34530CAC5 1043664	34,996.56	34,612.55	0.04	98.893	210.00	0.61
30,000.00 6/28/13	FRANCE TELECOM CUSIP: 35177PAS6 1043664	31,438.20	30,896.40	0.03	102.988	1,312.50	4.25
20,000.00 6/28/13	GEN ELEC CAP CRP CUSIP: 369622SM8 1043664	22,966.20	21,939.40	0.02	109.697	1,060.00	4.83
75,000.00 6/28/13	GEN ELEC CAP CRP MTN CUSIP: 36962G4J0 1043664	88,950.00	84,561.75	0.08	112.749	4,125.00	4.88
30,000.00 6/28/13	GEN ELEC CAP CRP MTN CUSIP: 36962G3P7 1043664	36,464.40	33,022.80	0.03	110.076	1,762.50	5.34
20,000.00 6/28/13	GENZYME CORP CUSIP: 372917AS3 1043664	24,137.80	22,404.40	0.02	112.022	1,000.00	4.46
50,000.00 6/28/13	GILEAD SCIENCES CUSIP: 375558AR4 1043664	51,899.00	51,111.50	0.05	102.223	1,200.00	2.35
95,000.00 6/28/13	GLAXOSMITHKLINE CAP CUSIP: 377373AC9 1043664	96,833.65	94,355.90	0.09	99.322	1,425.00	1.51
65,000.00 6/28/13	GOLDMAN SACHS GROUP CUSIP: 38141GFG4 1043664	72,991.05	72,724.60	0.07	111.884	3,867.50	5.32

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35,000.00 6/28/13	HALLIBURTON CO CUSIP: 406216AZ4 1043664	38,078.95	35,504.35	0.04	101.441	1,137.50	3.20
45,000.00 6/28/13	HCP INC CUSIP: 40414LAD1 1043664	52,231.05	48,813.30	0.05	108.474	2,418.75	4.96
25,000.00 6/28/13	HEALTH CARE REIT CUSIP: 42217KAY2 1043664	27,406.25	26,149.75	0.03	104.599	1,031.25	3.94
30,000.00 6/28/13	HEALTH CARE REIT CUSIP: 42217KAW6 1043664	33,831.60	32,243.10	0.03	107.477	1,575.00	4.89
10,000.00 6/28/13	HOME DEPOT INC CUSIP: 437076AZ5 1043664	9,984.40	9,480.60	0.01	94.806	270.00	2.85
55,000.00 6/28/13	HUMANA INC CUSIP: 444859BA9 1043664	54,424.90	51,041.65	0.05	92.803	1,732.50	3.40
55,000.00 6/28/13	HUSKY ENERGY INC CUSIP: 448055AJ2 1043664	58,329.45	55,821.70	0.06	101.494	2,172.50	3.89
25,000.00 6/28/13	HUSKY ENERGY INC CUSIP: 448055AE3 1043664	27,287.50	26,154.50	0.03	104.618	1,475.00	5.64
40,000.00 6/28/13	INTEL CORP CUSIP: 458140AL4 1043664	39,957.60	39,144.80	0.04	97.862	540.00	1.38
30,000.00 6/28/13	INTEL CORP CUSIP: 458140AJ9 1043664	32,990.10	30,110.40	0.03	100.368	990.00	3.29
15,000.00 6/28/13	JOHN DEERE CAP CUSIP: 24422ERS0 1043664	15,133.95	15,076.20	0.02	100.508	142.50	0.95
50,000.00 6/28/13	JOHN DEERE CAP MTN CUSIP: 24422ESB6 1043664	49,884.50	48,434.00	0.05	96.868	650.00	1.34
65,000.00 6/28/13	JOHNSON CONTROLS CUSIP: 478366AV9 1043664	66,051.05	65,478.40	0.07	100.736	1,137.50	1.74

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60,000.00 6/17/13	JPMCB COMMERCIAL CMO 3.157% CUSIP: 46639NAR2 1043664	61,961.18	62,076.54	0.06	103.461	1,894.20	3.05
25,000.00 6/28/13	KEYCORP MTN 5.100% CUSIP: 49326EED1 1043664	28,778.45	27,814.00	0.03	111.256	1,275.00	4.59
20,000.00 6/28/13	KRAFT FOODS GROUP 1.625% CUSIP: 50076QAK2 1043664	20,337.60	20,213.20	0.02	101.066	325.00	1.61
35,000.00 6/28/13	LIBERTY MUTUAL 5.000% CUSIP: 53079EAV6 1043664	38,145.45	36,919.40	0.04	105.484	1,750.00	4.74
40,000.00 6/28/13	MARATHON OIL CORP 6.000% CUSIP: 565849AD8 1043664	47,612.00	45,806.40	0.05	114.516	2,400.00	5.24
50,000.00 6/28/13	MERRILL LYNCH & CO 6.500% CUSIP: 590188JF6 1043664	56,663.40	56,100.50	0.06	112.201	3,250.00	5.79
80,000.00 6/28/13	MERRILL LYNCH MTN 6.400% CUSIP: 59018YUJ9 1043664	90,465.60	90,332.80	0.09	112.916	5,120.00	5.67
45,000.00 6/28/13	MORGAN STANLEY MTN 1.750% CUSIP: 61746BDG8 1043664	44,914.95	44,580.15	0.04	99.067	787.50	1.77
45,000.00 6/28/13	MORGAN STANLEY MTN 3.750% CUSIP: 61746BDJ2 1043664	44,836.65	43,032.60	0.04	95.628	1,687.50	3.92
35,000.00 6/28/13	NATL RURAL UTILS 5.450% CUSIP: 637432HT5 1043664	40,862.50	39,630.85	0.04	113.231	1,907.50	4.81
85,000.00 6/28/13	NISSAN AUTO LEA ABS 0.580% CUSIP: 65476LAC5 1043664	84,996.04	84,687.20	0.08	99.632	493.00	0.58
50,000.00 6/28/13	NOVARTIS CAPITAL CRP 2.900% CUSIP: 66989HAC2 1043664	53,233.00	52,118.50	0.05	104.237	1,450.00	2.78
45,000.00 6/28/13	ONEOK PARTNERS 6.125% CUSIP: 68268NAG8 1043664	52,756.65	46,449.00	0.05	103.220	2,756.25	5.93

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50,000.00 6/28/13	ORACLE CORP CUSIP: 68389XAN5 1043664	49,913.50	48,561.00	0.05	97.122	600.00	1.24
35,000.00 6/28/13	PEPSICO INC CUSIP: 713448BT4 1043664	37,055.20	36,418.20	0.04	104.052	875.00	2.40
30,000.00 6/28/13	PEPSICO INC CUSIP: 713448CG1 1043664	29,971.20	28,385.40	0.03	94.618	825.00	2.91
15,000.00 6/28/13	PETROBRAS INTL CUSIP: 71645WAU5 1043664	15,544.35	14,933.25	0.02	99.555	525.00	3.52
10,000.00 6/28/13	PETROBRAS INTL CUSIP: 71645WAQ4 1043664	12,959.50	10,094.80	0.01	100.948	687.50	6.81
40,000.00 6/28/13	PHILIPS ELECTRONICS CUSIP: 500472AB1 1043664	48,400.80	46,325.60	0.05	115.814	2,300.00	4.97
70,000.00 6/28/13	PHILLIPS PETE CO CUSIP: 718507BH8 1043664	88,152.10	83,905.50	0.08	119.865	4,655.00	5.55
25,000.00 6/28/13	PHILLIPS 66 CUSIP: 718546AE4 1043664	25,580.25	25,387.75	0.03	101.551	487.50	1.92
35,000.00 6/28/13	PHILLIPS 66 CUSIP: 718546AC8 1043664	38,284.05	36,162.70	0.04	103.322	1,505.00	4.16
50,000.00 6/28/13	PNC FUNDING CORP CUSIP: 693476BN2 1043664	52,991.75	48,063.00	0.05	96.126	1,650.00	3.43
45,000.00 6/28/13	PNC FUNDING CORP CUSIP: 693476BG7 1043664	49,041.00	47,847.60	0.05	106.328	1,912.50	4.00
30,000.00 6/28/13	PRECISION CAST CUSIP: 740189AJ4 1043664	29,991.00	29,823.60	0.03	99.412	210.00	0.71
25,000.00 6/28/13	PRIDE INTL INC CUSIP: 74153QAH5 1043664	31,503.25	29,670.25	0.03	118.681	1,718.75	5.79

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45,000.00 6/28/13	RABOBANK MTN CUSIP: 21685WBL0 1043664	45,849.60	46,052.55	0.05	102.339	956.25	2.08
45,000.00 6/28/13	ROGERS COMM INC CUSIP: 77509NAK9 1043664	47,302.65	46,464.30	0.05	103.254	2,475.00	5.33
115,000.00 6/28/13	ROYAL BK CANADA CUSIP: 78011DAD6 1043664	114,932.15	114,321.50	0.11	99.410	718.75	0.63
40,000.00 6/28/13	ROYAL BK CANADA MTN CUSIP: 78008T2C7 1043664	40,526.00	40,308.00	0.04	100.770	460.00	1.14
65,000.00 6/28/13	SANOFI CUSIP: 801060AB0 1043664	64,714.65	62,958.35	0.06	96.859	812.50	1.29
45,000.00 6/28/13	SANOFI-AVENTIS CUSIP: 80105NAG0 1043664	49,980.60	47,995.20	0.05	106.656	1,800.00	3.75
30,000.00 6/28/13	SEMPRA ENERGY CUSIP: 816851AN9 1043664	35,052.60	34,400.70	0.03	114.669	1,950.00	5.67
110,000.00 6/28/13	SHELL INTL FIN CUSIP: 822582AU6 1043664	109,973.60	109,875.70	0.11	99.887	687.50	0.63
60,000.00 6/28/13	SIMON PROP GP CUSIP: 828807BZ9 1043664	73,201.20	70,493.40	0.07	117.489	3,675.00	5.21
25,000.00 6/28/13	SPECTRA ENERGY CUSIP: 84756NAB5 1043664	27,229.75	25,469.25	0.03	101.877	1,150.00	4.52
40,000.00 6/28/13	SPECTRA ENERGY CAP CUSIP: 84755TAD9 1043664	46,593.10	44,370.80	0.04	110.927	2,260.00	5.09
50,000.00 6/28/13	ST JUDE MEDICAL INC CUSIP: 790849AH6 1043664	51,920.00	51,371.50	0.05	102.743	1,250.00	2.43
85,000.00 6/28/13	STATE STREET CORP CUSIP: 857477AH6 1043664	90,647.40	88,752.75	0.09	104.415	2,443.75	2.75

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45,000.00 6/28/13	SUNTRUST BANKS INC CUSIP: 867914BE2 1043664	47,360.70	47,091.15	0.05	104.647	1,575.00	3.35
10,000.00 6/28/13	TECK RESOURCES CUSIP: 878742AS4 1043664	10,950.60	9,381.30	0.01	93.813	600.00	6.40
50,000.00 6/28/13	TEVA PHAR II/III CUSIP: 88166CAA6 1043664	53,341.00	51,953.50	0.05	103.907	1,500.00	2.89
50,000.00 6/28/13	TIME WARNER CABLE CUSIP: 88732JAL2 1043664	61,085.00	57,232.50	0.06	114.465	3,375.00	5.90
45,000.00 6/28/13	TOYOTA MTR CRED MTN CUSIP: 89233P5S1 1043664	46,737.90	45,517.05	0.05	101.149	922.50	2.03
40,000.00 6/28/13	TRANS-CANADA PL CUSIP: 8935268Z9 1043664	64,092.80	54,207.60	0.05	135.519	3,050.00	5.63
30,000.00 6/28/13	TYCO ELECTRONICS CUSIP: 902133AF4 1043664	36,455.40	34,728.00	0.04	115.760	1,965.00	5.66
35,000.00 6/28/13	UNION ELECTRIC CUSIP: 906548CG5 1043664	44,933.70	42,684.25	0.04	121.955	2,345.00	5.49
20,000.00 6/28/13	UNITED PARCEL SERV CUSIP: 911312AP1 1043664	19,967.00	19,569.00	0.02	97.845	225.00	1.15
90,000.00 6/28/13	UNITED TECH CORP CUSIP: 913017BU2 1043664	92,919.30	90,329.40	0.09	100.366	1,620.00	1.79
35,000.00 6/28/13	UNITEDHEALTH GROUP CUSIP: 91324PAQ5 1043664	40,171.60	38,767.05	0.04	110.763	1,881.25	4.85
20,000.00 6/28/13	UNITEDHEALTH GRP CUSIP: 91324PCA8 1043664	19,348.55	17,208.00	0.02	86.040	790.00	4.59
55,000.00 6/28/13	US BANCORP MTN CUSIP: 91159HHD5 1043664	56,269.40	54,830.05	0.05	99.691	907.50	1.66

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15,000.00 6/28/13	VALERO ENERGY CORP CUSIP: 91913YANO 1043664	20,335.95	19,668.60	0.02	131.124	1,406.25	7.15
60,000.00 6/28/13	VERIZON COMM INC CUSIP: 92343VBA1 1043664	61,505.10	60,604.20	0.06	101.007	1,170.00	1.93
20,000.00 6/28/13	VERIZON COMM INC CUSIP: 92343VBC7 1043664	22,225.00	20,088.20	0.02	100.441	700.00	3.49
35,000.00 6/28/13	VERIZON WIRELESS CUSIP: 92344SAK6 1043664	48,982.15	45,458.00	0.05	129.880	2,975.00	6.55
60,000.00 6/28/13	VODAFONE GROUP PLC CUSIP: 92857WAX8 1043664	61,120.80	58,539.00	0.06	97.565	975.00	1.67
70,000.00 6/28/13	VOLKSWAGEN AUTO ABS CUSIP: 92867KAC8 1043664	70,415.63	70,122.50	0.07	100.175	609.00	0.87
80,000.00 6/28/13	WACHOVIA CORP MTN CUSIP: 92976WBH8 1043664	95,697.40	92,140.80	0.09	115.176	4,600.00	4.99
15,000.00 6/28/13	WALGREEN CO CUSIP: 931422AH2 1043664	14,974.10	14,215.05	0.01	94.767	465.00	3.27
65,000.00 6/28/13	WELLPOINT INC CUSIP: 94973VAS6 1043664	72,179.05	69,217.85	0.07	106.489	2,827.50	4.09
20,000.00 6/28/13	WESTAR ENERGY INC CUSIP: 95709TAA8 1043664	21,935.40	21,012.40	0.02	105.062	1,200.00	5.71
20,000.00 6/28/13	WILLIAMS COS INC CUSIP: 969457BU3 1043664	19,818.00	18,581.60	0.02	92.908	740.00	3.98
35,000.00 6/28/13	WILLIS NORTH AMERI CUSIP: 970648AD3 1043664	40,181.05	38,977.75	0.04	111.365	2,170.00	5.57
75,000.00 6/28/13	XCEL ENERGY INC CUSIP: 98389BAK6 1043664	87,923.25	84,257.25	0.08	112.343	4,209.75	5.00

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SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
	TOTAL CORPORATE & FOREIGN BONDS	6,883,532.82	6,625,417.76	6.51		240,081.35	3.62
	TAXABLE FIXED INCOME FUNDS						
384,971.20 6/28/13	EATON VANCE FLOATING-RATE FD-I CUSIP: 277911491 2000129	3,509,686.59	3,510,937.33	3.45	9.120	152,063.62	4.33
201,135.05 6/28/13	NUVEEN PREFERRED SECURITIES FUND - I CUSIP: 670700400 2000129	3,343,229.85	3,485,670.43	3.43	17.330	218,432.67	6.27
123,237.67 6/28/13	VANGUARD INFLATION-PROTECTED CL ADML CUSIP: 922031737 2000129	3,192,174.69	3,231,291.71	3.18	26.220	81,706.58	2.53
662,844.60 6/28/13	VANGUARD SHORT-TERM INV GRD CL ADML CUSIP: 922031836 2000129	7,158,794.13	7,065,923.45	6.94	10.660	145,162.97	2.06
	TOTAL TAXABLE FIXED INCOME FUNDS	17,203,885.26	17,293,822.92	17.00		597,365.83	3.46
	CLOSED-END FIXED INCOME FUNDS						
362,389.77 6/30/13	JPMCB CORE BOND FUND CUSIP: 4812990A4 2000129	3,873,946.63	5,838,099.18	5.74	16.110	0.00	0.00
	TOTAL CLOSED-END FIXED INCOME FUNDS	3,873,946.63	5,838,099.18	5.74		0.00	0.00

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	TOTAL FIXED INCOME	35,338,854.86	36,876,378.09	36.24		1,042,573.75	2.83
	EQUITIES						
	=====						
	COMMON EQUITY SECURITIES						

	MATERIALS						

2,424.00	BALCHEM CORPORATION CLASS B	83,970.14	108,474.00	0.11	44.750	533.28	0.49
6/28/13	CUSIP: 057665200						
	1041263						
6,000.00	FREEMONT-MCMORAN COPPER & GOLD INC	270,979.17	165,660.00	0.16	27.610	7,500.00	4.53
6/28/13	CUSIP: 35671D857						
	1042087						
2,562.00	INTERNATIONAL PAPER CO COM	94,722.67	113,522.22	0.11	44.310	3,074.40	2.71
6/28/13	CUSIP: 460146103						
	2000132						
1,595.00	MONSANTO COMPANY	142,361.49	157,586.00	0.16	98.800	2,392.50	1.52
6/28/13	CUSIP: 61166W101						
	2000132						
1,900.00	MOSAIC CO THE	109,023.77	102,239.00	0.10	53.810	1,900.00	1.86
6/28/13	CUSIP: 61945C103						
	1042087						
4,800.00	RAVEN INDUSTRIES INC	119,429.53	143,904.00	0.14	29.980	2,304.00	1.60
6/28/13	CUSIP: 754212108						
	1041263						
4,775.00	SUN HYDRAULICS CORPORATION	118,830.99	149,362.00	0.15	31.280	1,719.00	1.15
6/28/13	CUSIP: 866942105						
	1041263						
	TOTAL MATERIALS	939,317.76	940,747.22	0.93		19,423.18	2.07

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INDUSTRIALS							
2,175.00 6/28/13	AAON INC CUSIP: 000360206 1041263	50,128.53	71,949.00	0.07	33.080	652.50	0.91
2,000.00 6/28/13	ADVISORY BOARD CO (THE) CUSIP: 00762W107 1041263	49,295.84	109,300.00	0.11	54.650	0.00	0.00
1,550.00 6/28/13	AEROVIRONMENT INC CUSIP: 008073108 1041263	39,903.90	31,279.00	0.03	20.180	0.00	0.00
1,360.00 6/28/13	BE AEROSPACE INC CUSIP: 073302101 2000132	87,489.61	85,788.80	0.09	63.080	0.00	0.00
1,700.00 6/28/13	COSTAR GROUP INCORPORATED CUSIP: 22160N109 1041263	93,723.87	219,419.00	0.22	129.070	0.00	0.00
2,705.00 6/28/13	DANAHER CORP COM CUSIP: 235851102 2000132	88,297.23	171,226.50	0.17	63.300	270.50	0.16
2,000.00 6/28/13	DEERE & CO COMMON CUSIP: 244199105 1042087	148,683.96	162,500.00	0.16	81.250	4,080.00	2.51
3,300.00 6/28/13	DOVER CORP COMMON CUSIP: 260003108 1042087	203,805.18	256,278.00	0.25	77.660	4,620.00	1.80
3,586.00 6/28/13	FLIR SYSTEMS INC CUSIP: 302445101 2000132	88,971.33	96,714.42	0.10	26.970	1,290.96	1.34
1,977.00 6/28/13	FLOWERVE CORP COM CUSIP: 34354P105 2000132	95,589.23	106,777.77	0.11	54.010	1,107.12	1.04
15,600.00 6/28/13	GENERAL ELECTRIC COMPANY CUSIP: 369604103 1042087	330,862.61	361,764.00	0.36	23.190	11,856.00	3.28
1,275.00 6/28/13	GEOSPACE TECHNOLOGIES CORPORATION CUSIP: 37364X109 1041263	98,570.99	88,077.00	0.09	69.080	0.00	0.00

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2,600.00 6/28/13	HONEYWELL INTL INC COM CUSIP: 438516106 1042087	148,863.00	206,284.00	0.20	79.340	4,264.00	2.07
1,890.00 6/28/13	INGERSOLL-RAND PUBLIC LTD CO CUSIP: G47791101 2000132	104,788.90	104,932.80	0.10	55.520	1,587.60	1.51
4,275.00 6/28/13	INNERWORKINGS INC CUSIP: 45773Y105 1041263	37,944.90	46,383.75	0.05	10.850	0.00	0.00
400.00 6/28/13	MESA LABS INC CUSIP: 59064R109 1041263	20,992.93	21,652.00	0.02	54.130	224.00	1.04
1,025.00 6/28/13	MORNINGSTAR INC CUSIP: 617700109 1041263	53,853.11	79,519.50	0.08	77.580	512.50	0.65
1,616.00 6/28/13	PALL CORP COM CUSIP: 696429307 2000132	81,970.10	107,350.88	0.11	66.430	1,616.00	1.51
2,025.00 6/28/13	PROTO LABS INC CUSIP: 743713109 1041263	66,999.11	131,564.25	0.13	64.970	0.00	0.00
3,400.00 6/28/13	ROLLINS INCORPORATED CUSIP: 775711104 1041263	67,409.38	88,060.00	0.09	25.900	1,224.00	1.39
1,179.00 6/28/13	ROPER INDUSTRIES INC CUSIP: 776696106 2000132	59,054.23	146,455.38	0.14	124.220	778.14	0.53
698.00 6/28/13	UNION PACIFIC CORP COM CUSIP: 907818108 2000132	65,275.21	107,687.44	0.11	154.280	1,926.48	1.79
2,100.00 6/28/13	UNITED TECHNOLOGIES CORP COM CUSIP: 913017109 1042087	174,830.96	195,174.00	0.19	92.940	4,494.00	2.30
TOTAL INDUSTRIALS		2,257,304.11	2,996,137.49	2.95		40,503.80	1.35
TELECOMMUNICATION SERVICES							

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7,700.00 6/28/13	AT&T INC CUSIP: 00206R102 1042087	234,104.84	272,580.00	0.27	35.400	13,860.00	5.09
TOTAL TELECOMMUNICATION SERVICES		234,104.84	272,580.00	0.27		13,860.00	5.09
CONSUMER DISCRETIONARY							
3,256.00 6/28/13	BEST BUY COMPANY INC CUSIP: 086516101 2000132	81,480.55	88,986.48	0.09	27.330	2,214.08	2.49
1,700.00 6/28/13	BORG WARNER INC COM CUSIP: 099724106 1042087	105,796.10	146,455.00	0.14	86.150	1,700.00	1.16
1,100.00 6/28/13	BRINKER INTL INC COM CUSIP: 109641100 2000132	41,366.95	43,373.00	0.04	39.430	880.00	2.03
3,200.00 6/28/13	CBS CORP CL B CUSIP: 124857202 1042087	101,158.40	156,384.00	0.15	48.870	1,536.00	0.98
3,969.00 6/28/13	COMCAST CORP NEW A CUSIP: 20030N101 2000132	87,227.84	165,705.75	0.16	41.750	3,095.82	1.87
1,950.00 6/28/13	DELPHI AUTOMOTIVE PLC CUSIP: G27823106 2000132	80,650.32	98,845.50	0.10	50.690	1,326.00	1.34
1,258.00 6/28/13	DISCOVERY COMMUNICATIONS INC CUSIP: 25470F104 2000132	77,907.21	97,167.92	0.10	77.240	0.00	0.00
930.00 6/28/13	DISNEY WALT CO CUSIP: 254687106 2000132	57,666.38	58,729.50	0.06	63.150	697.50	1.19
2,270.00 6/28/13	GAP INC COM CUSIP: 364760108 2000132	82,857.03	94,727.10	0.09	41.730	1,362.00	1.44
2,550.00 6/28/13	GRAND CANYON EDUCATION INC CUSIP: 38526M106 1041263	48,139.91	82,186.50	0.08	32.230	0.00	0.00

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1,450.00 6/28/13	HIBBETT SPORTS INC CUSIP: 428567101 1041263	65,695.51	80,576.50	0.08	55.570	0.00	0.00
1,359.00 6/28/13	HOME DEPOT INC COM CUSIP: 437076102 2000132	70,479.03	105,281.73	0.10	77.470	2,120.04	2.01
1,900.00 6/28/13	KOHL'S CORP COM CUSIP: 500255104 1042087	92,465.31	95,969.00	0.10	50.510	2,660.00	2.77
2,420.00 6/28/13	MACY'S INC CUSIP: 55616P104 2000132	63,651.14	116,160.00	0.12	48.000	2,420.00	2.08
1,814.00 6/28/13	MICHAEL KORS HOLDINGS LTD CUSIP: G60754101 2000132	69,996.27	112,504.28	0.11	62.020	0.00	0.00
2,798.00 6/28/13	NEWELL RUBBERMAID INC COM CUSIP: 651229106 2000132	51,409.06	73,447.50	0.07	26.250	1,678.80	2.29
1,034.00 6/28/13	PENN NATL GAMING INC CUSIP: 707569109 2000132	52,286.11	54,719.28	0.05	52.920	0.00	0.00
3,400.00 6/28/13	SIMPSON MANUFACTURING COMPANY INC CUSIP: 829073105 1041263	102,623.55	100,028.00	0.10	29.420	1,700.00	1.70
1,807.00 6/28/13	STARBUCKS CORP COM CUSIP: 855244109 2000132	82,548.11	118,376.57	0.12	65.510	1,517.88	1.28
1,700.00 6/28/13	TIME WARNER CABLE INC CUSIP: 88732J207 1042087	129,846.00	191,216.00	0.19	112.480	4,420.00	2.31
TOTAL CONSUMER DISCRETIONARY		1,545,250.78	2,080,839.61	2.05		29,328.12	1.41
CONSUMER STAPLES							
2,000.00 6/28/13	BEAM INC CUSIP: 073730103 1042087	97,186.75	126,220.00	0.13	63.110	1,800.00	1.43

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1,975.00 6/28/13	COCA COLA CO COM CUSIP: 191216100 2000132	83,991.64	79,217.25	0.08	40.110	2,212.00	2.79
2,300.00 6/28/13	COCA-COLA ENTERPRISES INC CUSIP: 19122T109 2000132	52,535.98	80,868.00	0.08	35.160	1,840.00	2.28
1,515.00 6/28/13	COSTCO WHOLESALE CORP COM CUSIP: 22160K105 2000132	132,652.80	167,513.55	0.17	110.570	1,878.60	1.12
1,798.00 6/28/13	CVS/CAREMARK CORP CUSIP: 126650100 2000132	105,227.32	102,809.64	0.10	57.180	1,618.20	1.57
2,568.00 6/28/13	HILLSHIRE BRANDS COMPANY CUSIP: 432589109 2000132	79,183.43	84,949.44	0.08	33.080	1,284.00	1.51
2,416.00 6/28/13	KRAFT FOODS GROUP INC CUSIP: 50076Q106 2000132	117,340.97	134,981.92	0.13	55.870	4,832.00	3.58
1,550.00 6/28/13	MEDIFAST INC CUSIP: 58470H101 1041263	42,613.35	39,928.00	0.04	25.760	0.00	0.00
3,008.00 6/28/13	MONDELEZ INTERNATIONAL INC CUSIP: 609207105 2000132	81,956.29	85,818.24	0.09	28.530	1,564.16	1.82
1,700.00 6/28/13	PHILIP MORRIS INTL INC CUSIP: 718172109 1042087	123,104.24	147,254.00	0.15	86.520	5,780.00	3.93
2,100.00 6/28/13	PROCTER & GAMBLE CO COM CUSIP: 742718109 1042087	136,560.40	161,679.00	0.16	76.990	5,052.60	3.13
2,122.00 6/28/13	PROCTER & GAMBLE CO COM CUSIP: 742718109 2000132	147,796.13	163,372.78	0.16	76.990	5,105.53	3.13
988.00 6/28/13	THE HERSHEY COMPANY CUSIP: 427866108 2000132	83,222.64	88,208.64	0.09	89.280	1,659.84	1.88
3,600.00 6/28/13	WAL MART STORES INC COM CUSIP: 931142103 1042087	189,114.83	268,164.00	0.26	74.490	6,768.00	2.52

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	TOTAL CONSUMER STAPLES	1,472,486.77	1,730,984.46	1.70		41,394.93	2.39
	ENERGY						
994.00 6/28/13	ANADARKO PETROLEUM CORP CUSIP: 032511107	79,831.81	85,414.42	0.08	85.930	357.84	0.42
	2000132						
2,000.00 6/28/13	APACHE CORP COM CUSIP: 037411105	236,229.04	167,660.00	0.17	83.830	1,600.00	0.96
	1042087						
675.00 6/28/13	CARBO CERAMICS INC COMMON CUSIP: 140781105	67,043.31	45,515.25	0.05	67.430	729.00	1.60
	1041263						
2,800.00 6/28/13	CHEVRON CORP CUSIP: 166764100	249,747.16	331,352.00	0.33	118.340	11,200.00	3.38
	1042087						
1,219.00 6/28/13	CHEVRON CORP CUSIP: 166764100	117,356.37	144,256.46	0.14	118.340	4,876.00	3.38
	2000132						
2,700.00 6/28/13	CONOCOPHILLIPS CUSIP: 20825C104	146,454.73	163,350.00	0.16	60.500	7,452.00	4.56
	1042087						
1,725.00 6/28/13	CONTANGO OIL & GAS COMPANY CUSIP: 21075N204	94,113.66	58,218.75	0.06	33.750	0.00	0.00
	1041263						
716.00 6/28/13	EOG RESOURCES INC COM CUSIP: 26875P101	80,326.66	94,282.88	0.09	131.680	537.00	0.57
	2000132						
2,672.00 6/28/13	EXXON MOBIL CORP CUSIP: 30231G102	202,661.77	241,415.20	0.24	90.350	6,733.44	2.79
	2000132						
3,900.00 6/28/13	HALLIBURTON HLDG CO COM CUSIP: 406216101	138,016.76	162,708.00	0.16	41.720	1,950.00	1.20
	1042087						
3,170.00 6/28/13	HALLIBURTON HLDG CO COM CUSIP: 406216101	136,879.02	132,252.40	0.13	41.720	1,585.00	1.20
	2000132						

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3,400.00 6/28/13	HESS CORPORATION CUSIP: 42809H107 1042087	188,370.33	226,066.00	0.22	66.490	1,360.00	0.60
2,400.00 6/28/13	OCCIDENTAL PETROLEUM CORP COMMON CUSIP: 674599105 1042087	201,411.24	214,152.00	0.21	89.230	6,144.00	2.87
1,972.00 6/28/13	OCCIDENTAL PETROLEUM CORP COMMON CUSIP: 674599105 2000132	152,710.94	175,961.56	0.17	89.230	5,048.32	2.87
TOTAL ENERGY		2,091,152.80	2,242,604.92	2.20		49,572.60	2.21
FINANCIALS							
3,200.00 6/28/13	ALLSTATE CORP CUSIP: 020002101 1042087	96,936.96	153,984.00	0.15	48.120	3,200.00	2.08
3,400.00 6/28/13	AMERICAN EXPRESS CO CUSIP: 025816109 1042087	166,317.82	254,184.00	0.25	74.760	3,128.00	1.23
4,200.00 6/28/13	AMERICAN INTERNATIONAL GROUP CUSIP: 026874784 1042087	161,769.30	187,740.00	0.19	44.700	0.00	0.00
1,075.00 6/28/13	AMERIPRISE FINANCIAL INC CUSIP: 03076C106 2000132	87,337.61	86,946.00	0.09	80.880	2,236.00	2.57
5,300.00 6/28/13	BANK NEW YORK MELLON CORP CUSIP: 064058100 1042087	142,048.29	148,665.00	0.15	28.050	3,180.00	2.14
503.00 6/28/13	BLACKROCK INC CUSIP: 09247X101 2000132	96,366.62	129,195.55	0.13	256.850	3,380.16	2.62
3,588.00 6/28/13	CITIGROUP INC CUSIP: 172967424 2000132	120,773.22	172,116.36	0.17	47.970	143.52	0.08
6,661.00 6/28/13	FIFTH THIRD BANCORP COM CUSIP: 316773100 2000132	88,969.72	120,231.05	0.12	18.050	3,197.28	2.66

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2,128.00 6/28/13	GALLAGHER ARTHUR J. & CO CUSIP: 363576109 2000132	82,572.84	92,972.32	0.09	43.690	2,979.20	3.21
1,100.00 6/28/13	GOLDMAN SACHS GROUP INC COM CUSIP: 38141G104 1042087	145,065.08	166,375.00	0.16	151.250	2,200.00	1.32
0.00 6/28/13	GRANITE REAL ESTATE INC REIT CUSIP: 387437114 2003201	0.00	0.00	0.00	34.550	0.00	0.00
5,300.00 6/28/13	JPMORGAN CHASE & CO CUSIP: 46625H100 1042087	184,508.44	279,787.00	0.28	52.790	8,056.00	2.88
3,136.00 6/28/13	JPMORGAN CHASE & CO CUSIP: 46625H100 2000132	104,014.93	165,549.44	0.16	52.790	4,766.72	2.88
2,600.00 6/28/13	LINCOLN NATIONAL CORP COMMON CUSIP: 534187109 2000132	85,052.58	94,822.00	0.09	36.470	1,248.00	1.32
2,995.00 6/28/13	NASDAQ OMX GROUP INC CUSIP: 631103108 2000132	70,412.48	98,206.05	0.10	32.790	1,557.40	1.59
1,198.00 6/28/13	THE TRAVELERS COMPANIES INC CUSIP: 89417E109 2000132	82,543.72	95,744.16	0.10	79.920	2,396.00	2.50
4,200.00 6/28/13	U S BANCORP DEL COM NEW CUSIP: 902973304 1042087	100,091.56	151,830.00	0.15	36.150	3,864.00	2.55
828.00 6/28/13	VISA INC CUSIP: 92826C839 2000132	113,009.17	151,317.00	0.15	182.750	1,092.96	0.72
9,000.00 6/28/13	WELLS FARGO & CO CUSIP: 949746101 1042087	232,868.28	371,430.00	0.37	41.270	10,800.00	2.91
4,034.00 6/28/13	WELLS FARGO & CO CUSIP: 949746101 2000132	123,099.58	166,483.18	0.16	41.270	4,840.80	2.91
2,025.00 6/28/13	WESTWOOD HOLDINGS GROUP INC CUSIP: 961765104 1041263	80,610.62	86,913.00	0.09	42.920	3,240.00	3.73

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SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
	TOTAL FINANCIALS	2,364,368.82	3,174,491.11	3.12		65,506.04	2.06
	HEALTH CARE						
2,300.00 6/28/13	ABAXIS INC CUSIP: 002567105	64,348.21	109,273.00	0.11	47.510	0.00	0.00
	1041263						
7,450.00 6/28/13	ACCELRYX INC CUSIP: 00430U103	63,283.23	62,580.00	0.06	8.400	0.00	0.00
	1041263						
3,150.00 6/28/13	ALIGN TECHNOLOGY INCORPORATED CUSIP: 016255101	63,531.18	116,676.00	0.12	37.040	0.00	0.00
	1041263						
1,060.00 6/28/13	ALLERGAN INC CUSIP: 018490102	107,166.78	89,294.40	0.09	84.240	212.00	0.24
	2000132						
4,900.00 6/28/13	AMERISOURCE BERGEN CORP CUSIP: 03073E105	200,614.82	273,567.00	0.27	55.830	4,116.00	1.51
	1042087						
1,320.00 6/28/13	AMGEN INC COM CUSIP: 031162100	113,639.77	130,231.20	0.13	98.660	2,481.60	1.91
	2000132						
3,400.00 6/28/13	BAXTER INTERNATIONAL CUSIP: 071813109	201,382.49	235,518.00	0.23	69.270	6,664.00	2.83
	1042087						
636.00 6/28/13	CELGENE CORP COM CUSIP: 151020104	63,108.81	74,399.28	0.07	116.980	0.00	0.00
	2000132						
2,700.00 6/28/13	EXPRESS SCRIPTS HOLDING C CUSIP: 30219G108	138,585.87	166,698.00	0.16	61.740	0.00	0.00
	1042087						
1,552.00 6/28/13	EXPRESS SCRIPTS HOLDING C CUSIP: 30219G108	92,269.03	95,820.48	0.10	61.740	0.00	0.00
	2000132						
2,746.00 6/28/13	GILEAD SCIENCES INC COM CUSIP: 375558103	76,953.03	140,787.42	0.14	51.270	0.00	0.00
	2000132						

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SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
2,182.00 6/28/13	HCA HOLDINGS INC CUSIP: 40412C101	79,906.77	78,682.92	0.08	36.060	0.00	0.00
3,325.00 6/28/13	HEALTHSTREAM INC CUSIP: 42222N103	28,815.58	84,189.00	0.08	25.320	0.00	0.00
1,469.00 6/28/13	JOHNSON & JOHNSON CUSIP: 478160104	124,892.88	126,128.34	0.12	85.860	3,878.16	3.08
1,300.00 6/28/13	LABORATORY CRP OF AMER HLDGS COM NEW CUSIP: 50540R409	125,437.00	130,130.00	0.13	100.100	0.00	0.00
585.00 6/28/13	MCKESSON CORPORATION COM CUSIP: 58155Q103	59,332.80	66,982.50	0.07	114.500	468.00	0.70
1,325.00 6/28/13	MEDIDATA SOLUTIONS INC CUSIP: 58471A105	55,543.71	102,621.25	0.10	77.450	0.00	0.00
4,025.00 6/28/13	MERIDIAN BIOSCIENCE INC CUSIP: 589584101	96,976.31	86,537.50	0.09	21.500	3,059.00	3.54
3,825.00 6/28/13	NATIONAL RESEARCH CORP CUSIP: 637372202	43,784.77	68,850.00	0.07	18.000	0.00	0.00
637.00 6/28/13	NATIONAL RESEARCH CORP CUSIP: 637372301	7,891.76	22,256.78	0.02	34.940	789.88	3.55
2,100.00 6/28/13	NEOGEN CORPORATION CUSIP: 640491106	78,248.42	116,676.00	0.12	55.560	0.00	0.00
9,156.00 6/28/13	PFIZER INC CUSIP: 717081103	189,789.49	256,459.56	0.25	28.010	8,789.76	3.43
550.00 6/28/13	TECHNE CORP CUSIP: 878377100	36,783.40	37,994.00	0.04	69.080	660.00	1.74
7,100.00 6/28/13	WARNER CHILCOTT PLC-CL A CUSIP: G94368100	141,781.61	141,353.90	0.14	19.909	3,550.00	2.51

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SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
	TOTAL HEALTH CARE	2,253,067.72	2,813,706.53	2.77		34,668.40	1.23
	INFORMATION TECHNOLOGY						
2,593.00 6/28/13	ACACIA RESEARCH-ACACIA TECH CUSIP: 003881307 1041263	51,209.54	57,953.55	0.06	22.350	1,296.50	2.24
2,850.00 6/28/13	ACI WORLDWIDE INC CUSIP: 004498101 1041263	100,885.38	132,468.00	0.13	46.480	0.00	0.00
3,475.00 6/28/13	ADVENT SOFTWARE INC CUSIP: 007974108 1041263	94,900.07	121,833.50	0.12	35.060	0.00	0.00
3,000.00 6/28/13	AGILENT TECHNOLOGIES INC COM CUSIP: 00846U101 1042087	116,176.52	128,280.00	0.13	42.760	1,440.00	1.12
500.00 6/28/13	APPLE INC CUSIP: 0378333100 1042087	198,815.24	198,265.00	0.20	396.530	6,100.00	3.08
535.00 6/28/13	APPLE INC CUSIP: 0378333100 2000132	72,314.44	212,143.55	0.21	396.530	6,527.00	3.08
3,050.00 6/28/13	BLACKBAUD INC CUSIP: 09227Q100 1041263	81,776.84	99,338.50	0.10	32.570	1,464.00	1.47
5,000.00 6/28/13	BOTTOMLINE TECHNOLOGIES INC CUSIP: 101388106 1041263	102,821.52	126,450.00	0.13	25.290	0.00	0.00
2,806.00 6/28/13	BROADCOM CORP CL A CUSIP: 111320107 2000132	97,714.93	94,828.77	0.09	33.795	1,234.64	1.30
838.00 6/28/13	COGNIZANT TECHNOLOGY SOLUTIONS CORP CUSIP: 192446102 2000132	55,032.83	52,492.32	0.05	62.640	0.00	0.00
3,800.00 6/28/13	EBAY INC COM CUSIP: 278642103 1042087	115,036.14	196,536.00	0.19	51.720	0.00	0.00

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SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
5,900.00 6/28/13	EMC CORP MASS COM CUSIP: 268648102 1042087	124,117.12	139,358.00	0.14	23.620	2,360.00	1.69
6,692.00 6/28/13	EMC CORP MASS COM CUSIP: 268648102 2000132	169,112.22	158,065.04	0.16	23.620	2,676.80	1.69
550.00 6/28/13	FACTSET RESEARCH SYSTEMS INC CUSIP: 303075105 1041263	51,183.02	56,067.00	0.06	101.940	770.00	1.37
2,225.00 6/28/13	FARO TECHNOLOGIES INC CUSIP: 311642102 1041263	104,312.63	75,249.50	0.07	33.820	0.00	0.00
963.00 6/28/13	F5 NETWORKS INC CUSIP: 315616102 2000132	89,016.24	66,254.40	0.07	68.800	0.00	0.00
318.00 6/28/13	GOOGLE INC CL A CUSIP: 38259P508 2000132	196,023.17	279,957.66	0.28	880.370	0.00	0.00
1,575.00 6/28/13	HITTITE MICROWAVE CORP CUSIP: 43365Y104 1041263	96,079.01	91,350.00	0.09	58.000	0.00	0.00
765.00 6/28/13	IBM CORPORATION CUSIP: 459200101 2000132	151,320.21	146,199.15	0.14	191.110	2,907.00	1.99
6,000.00 6/28/13	INTEL CORP COM CUSIP: 458140100 1042087	132,781.27	145,380.00	0.14	24.230	5,400.00	3.72
1,664.00 6/28/13	INTUIT INC COM CUSIP: 461202103 2000132	104,140.96	101,570.56	0.10	61.040	1,131.52	1.12
4,800.00 6/28/13	MICROSOFT CORP CUSIP: 594918104 1042087	125,037.61	165,816.00	0.16	34.545	4,416.00	2.66
1,974.00 6/28/13	MICROSOFT CORP CUSIP: 594918104 2000132	62,457.56	68,191.83	0.07	34.545	1,816.08	2.66
4,425.00 6/28/13	NIC INCORPORATED CUSIP: 62914B100 1041263	45,108.72	73,145.25	0.07	16.530	0.00	0.00

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825.00 NVE CORPORATION 6/28/13 CUSIP: 629445206 1041263		46,536.40	38,626.50	0.04	46.820	0.00	0.00
2,275.00 OMNICELL INCORPORATED 6/28/13 CUSIP: 68213N109 1041263		43,450.91	46,751.25	0.05	20.550	0.00	0.00
4,300.00 ORACLE CORPORATION COM 6/28/13 CUSIP: 68389X105 1042087		140,103.20	132,053.00	0.13	30.710	2,064.00	1.56
5,932.00 ORACLE CORPORATION COM 6/28/13 CUSIP: 68389X105 2000132		180,810.98	182,171.72	0.18	30.710	2,847.36	1.56
5,200.00 PROS HOLDINGS INC 6/28/13 CUSIP: 74346Y103 1041263		81,419.69	155,740.00	0.15	29.950	0.00	0.00
3,000.00 SANDISK CORP COM 6/28/13 CUSIP: 80004C101 1042087		129,217.72	183,300.00	0.18	61.100	0.00	0.00
3,725.00 SCIOQUEST INC 6/28/13 CUSIP: 80908T101 1041263		64,230.91	93,311.25	0.09	25.050	0.00	0.00
2,325.00 SOURCEFIRE INC 6/28/13 CUSIP: 83616T108 1041263		60,200.12	129,153.75	0.13	55.550	0.00	0.00
400.00 SPS COMMERCE INC 6/28/13 CUSIP: 78463M107 1041263		21,821.16	22,000.00	0.02	55.000	0.00	0.00
3,750.00 STAMPS.COM INC 6/28/13 CUSIP: 852857200 1041263		91,340.53	147,712.50	0.15	39.390	0.00	0.00
1,250.00 STRATASYS LTD 6/28/13 CUSIP: M85548101 1041263		91,262.50	104,675.00	0.10	83.740	0.00	0.00
2,095.00 TIBCO SOFTWARE INC COM 6/28/13 CUSIP: 88632Q103 2000132		42,028.99	44,843.48	0.05	21.405	0.00	0.00
2,150.00 TYLER TECHNOLOGIES INC 6/28/13 CUSIP: 902252105 1041263		46,294.08	147,382.50	0.15	68.550	0.00	0.00

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SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
	TOTAL INFORMATION TECHNOLOGY	3,576,090.38	4,414,914.53	4.34		44,450.90	1.01
	UTILITIES						
3,554.00 6/28/13	CENTERPOINT ENERGY INC CUSIP: 15189T107 2000132	83,433.32	83,483.46	0.08	23.490	2,949.82	3.53
2,500.00 6/28/13	NEXTERA ENERGY INC CUSIP: 65339F101 1042087	138,895.30	203,700.00	0.20	81.480	6,600.00	3.24
4,900.00 6/28/13	PUBLIC SVC ENTERPRISE GROUP INC CUSIP: 744573106 1042087	157,657.05	160,034.00	0.16	32.660	7,056.00	4.41
	TOTAL UTILITIES	379,985.67	447,217.46	0.44		16,605.82	3.71
	COMMON STOCK						
300.00 6/28/13	CORE LABORATORIES N V CUSIP: N22717107 1041263	27,608.37	45,498.00	0.05	151.660	384.00	0.84
	TOTAL COMMON STOCK	27,608.37	45,498.00	0.05		384.00	0.84
	MISCELLANEOUS						
3,400.00 6/28/13	XL GROUP PLC CUSIP: G98290102 2000132	70,948.75	103,088.00	0.10	30.320	1,904.00	1.85
	TOTAL MISCELLANEOUS	70,948.75	103,088.00	0.10		1,904.00	1.85

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	TOTAL COMMON EQUITY SECURITIES	17,211,686.77	21,262,809.33	20.90		357,601.79	1.68
	PREFERRED EQUITY SECURITIES						
220,000.00 6/30/13	MORGAN STANLEY PFD CUSIP: 61761H772 2000129	2,200,000.00	2,336,400.00	2.30	10.620	0.00	0.00
	TOTAL PREFERRED EQUITY SECURITIES	2,200,000.00	2,336,400.00	2.30		0.00	0.00
	DOMESTIC EQUITY MUTUAL FUNDS						
530,367.04 6/28/13	PIMCO COMMODITY RR STRATEGY FD -D CUSIP: 722005550 2000129	3,724,320.98	2,895,804.02	2.85	5.460	44,275.04	1.53
49,247.35 6/30/13	SPRUCROVE US GROUP TRUST CUSIP: 2309373Y8 910118157	936,550.47	2,583,245.12	2.54	52.454	0.00	0.00
122,353.11 6/28/13	VANGUARD INSTITUTIONAL INDEX CL I CUSIP: 922040100 910118124	11,838,129.51	17,995,696.01	17.69	147.080	376,725.24	2.09
207,576.54 6/28/13	VANGUARD S/C VALUE INDEX-INS CUSIP: 922908785 2000129	4,000,000.00	4,176,440.07	4.11	20.120	95,070.06	2.28
	TOTAL DOMESTIC EQUITY MUTUAL FUNDS	20,499,000.96	27,651,185.22	27.17		516,070.34	1.87

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INTERNATIONAL FUNDS							
174,716.29 6/28/13	ARTISAN INTERNATIONAL FUND CL-INV CUSIP: 04314H204 2000129	3,661,349.64	4,553,106.44	4.48	26.060	48,046.98	1.06
125,498.89 6/28/13	DODGE AND COX INTERNATIONAL STOCK FD CUSIP: 256206103 2000129	4,062,938.10	4,581,964.51	4.50	36.510	93,747.67	2.05
TOTAL INTERNATIONAL FUNDS		7,724,287.74	9,135,070.95	8.98		141,794.65	1.55
TOTAL EQUITIES		47,634,975.47	60,385,465.50	59.34		1,015,466.78	1.68
TOTAL INVESTMENT PORTFOLIO		87,471,216.73	101,759,229.99	100.00		2,058,481.46	2.02
Due from Broker:		(35,766)	(35,766)				
		87,435,451	101,723,464				

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SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
CASH & CASH EQUIVALENTS							
=====							
CASH							

24,082.77	PENDING CASH	24,082.77	24,082.77	0.06			
	1041264						
-18,634.86	PENDING CASH	-18,634.86	-18,634.86	-0.05			
	2000137						
151.62	PRINCIPAL CASH	151.62	151.62	0.00			
	2000137						
37,855.41	PRINCIPAL CASH	37,855.41	37,855.41	0.10			
	910112127						
TOTAL CASH							
		43,454.94	43,454.94	0.11		0.00	0.00

MONEY MARKET FUNDS							

9,141.97	WILMINGTON US TREASURY MMKT CL SLCT	9,141.97	9,141.97	0.02	1.000	0.92	0.01
3/08/12	CUSIP: 97181C514						
	1041264						
25,686.89	WILMINGTON US TREASURY MMKT CL SLCT	25,686.89	25,686.89	0.07	1.000	2.59	0.01
3/08/12	CUSIP: 97181C514						
	1042086						
82,146.23	WILMINGTON US TREASURY MMKT CL SLCT	82,146.23	82,146.23	0.21	1.000	8.30	0.01
3/08/12	CUSIP: 97181C514						
	1043663						
1,070,389.03	WILMINGTON US TREASURY MMKT CL SLCT	1,070,389.03	1,070,389.03	2.76	1.000	108.11	0.01
3/08/12	CUSIP: 97181C514						
	2000134						
78,020.21	WILMINGTON US TREASURY MMKT CL SLCT	78,020.21	78,020.21	0.20	1.000	7.88	0.01
3/08/12	CUSIP: 97181C514						
	2000137						

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
35,365.24 3/08/12	WILMINGTON US TREASURY MMKT CL SLCT CUSIP: 97181C514	35,365.24	35,365.24	0.09	1.000	3.57	0.01
1,229.87 3/08/12	WILMINGTON US TREASURY MMKT CL SLCT CUSIP: 97181C514	1,229.87	1,229.87	0.00	1.000	0.12	0.01
TOTAL MONEY MARKET FUNDS		1,301,979.44	1,301,979.44	3.36		131.50	0.01
TOTAL CASH & CASH EQUIVALENTS		1,345,434.38	1,345,434.38	3.47		131.50	0.01

FIXED INCOME

U.S. TREASURY OBLIGATIONS

140,000.00 6/28/13	U.S. TREASURY BONDS CUSIP: 912810QT8	154,199.30	131,250.00	0.34	93.750	4,375.00	3.33
335,000.00 6/28/13	U.S. TREASURY NOTES CUSIP: 912828SC5	338,089.23	334,477.40	0.86	99.844	2,931.25	0.88
305,000.00 6/28/13	U.S. TREASURY NOTES CUSIP: 912828SF8	314,959.29	298,305.25	0.77	97.805	6,100.00	2.05
155,000.00 6/28/13	U.S. TREASURY NOTES CUSIP: 912828QF0	163,659.28	160,958.20	0.42	103.844	3,100.00	1.93
90,000.00 6/28/13	U.S. TREASURY NOTES CUSIP: 912828RR3	93,559.02	88,445.70	0.23	98.273	1,800.00	2.04

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85,000.00 6/28/13	US TREASURY NOTE CUSIP: 912828SK7 1043663	85,168.77	85,099.45	0.22	100.117	318.75	0.38
TOTAL U.S. TREASURY OBLIGATIONS		1,149,634.89	1,098,536.00	2.83		18,625.00	1.70

U.S. GOVERNMENT AGENCIES

150,000.00 6/28/13	FAMC MTN CUSIP: 31315PGT0 1043663	149,646.45	155,074.50	0.40	103.383	3,187.50	2.06
56,971.10 6/28/13	FHLMC GD PL #A88163 CUSIP: 312935B81 1043663	61,617.81	60,809.24	0.16	106.737	2,848.55	4.69
89,955.72 6/28/13	FHLMC GD PL #A89148 CUSIP: 312936EV5 1043663	96,083.95	93,563.84	0.24	104.011	3,598.23	3.85
88,423.52 6/28/13	FHLMC GD PL #C03830 CUSIP: 31292LHF5 1043663	95,165.82	92,202.74	0.24	104.274	3,536.94	3.84
45,704.64 6/28/13	FNMA PL #AB1231 CUSIP: 31416WLM2 1043663	50,317.95	50,019.62	0.13	109.441	2,285.23	4.57
41,466.53 6/28/13	FNMA PL #AB3509 CUSIP: 31416Y3T3 1043663	44,796.82	43,657.62	0.11	105.284	1,658.66	3.80
82,571.37 6/28/13	FNMA PL #AB4438 CUSIP: 31417A4Y2 1043663	87,757.89	84,148.48	0.22	101.910	2,890.00	3.44
76,118.05 6/28/13	FNMA PL #AB5907 CUSIP: 31417CR56 1043663	79,900.16	78,449.55	0.20	103.063	2,283.54	2.91
172,828.76 6/28/13	FNMA PL #AB6228 CUSIP: 31417C4N2 1043663	185,385.84	176,008.81	0.45	101.840	6,049.01	3.44

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SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
80,748.89 FNMA PL #AH5574 6/28/13 CUSIP: 3138A7FQ6 1043663	4.000% 2/01/41	87,814.41	84,521.48	0.22	104.672	3,229.96	3.82
53,620.88 FNMA PL #AH6301 6/28/13 CUSIP: 3138A8AB2 1043663	4.000% 5/01/26	57,407.87	56,540.54	0.15	105.445	2,144.84	3.79
125,389.77 FNMA PL #AH854 6/28/13 CUSIP: 3138AAZU8 1043663	4.500% 4/01/41	137,301.78	133,748.25	0.35	106.666	5,642.54	4.22
109,464.02 FNMA PL #AK9382 6/28/13 CUSIP: 3138EEM89 1043663	4.000% 4/01/42	119,982.83	114,709.54	0.30	104.792	4,378.56	3.82
23,247.41 FNMA PL #AL2877 6/28/13 CUSIP: 3138EKF77 1043663	3.500% 1/01/28	24,921.95	24,250.30	0.06	104.314	813.66	3.36
28,647.23 FNMA PL #AQ5095 6/28/13 CUSIP: 3138MLUV4 1043663	3.000% 11/01/27	30,648.06	29,573.11	0.08	103.232	859.42	2.91
148,474.75 FNMA PL #AR8929 6/28/13 CUSIP: 3138W64P8 1043663	3.000% 1/01/43	154,228.14	145,272.15	0.38	97.843	4,454.24	3.07
135,761.91 FNMA POOL #AJ2212 6/28/13 CUSIP: 3138ATN63 1043663	4.500% 10/01/41	148,659.29	145,876.17	0.38	107.450	6,109.29	4.19
78,561.26 GNMA II PL #MA0155 6/28/13 CUSIP: 36179ME48 1043663	4.000% 6/20/42	86,540.14	82,671.59	0.21	105.232	3,142.45	3.80
49,397.79 GNMA PL #AD8801 6/28/13 CUSIP: 36180MX69 1043663	3.500% 3/15/43	53,943.94	50,775.00	0.13	102.788	1,728.92	3.41
21,097.41 GNMA PL #782916 6/28/13 CUSIP: 36241LGZ3 1043663	5.500% 2/15/40	23,556.57	23,000.19	0.06	109.019	1,160.36	5.05
TOTAL U.S. GOVERNMENT AGENCIES		1,775,677.67	1,724,872.72	4.45		62,001.89	3.60

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CORPORATE & FOREIGN BONDS							
10,000.00 6/28/13	ABB FINANCE USA INC CUSIP: 00037BAB8 1043663	10,470.10	9,580.60	0.03	95.806	287.50	3.00
15,000.00 6/28/13	ABBVIE INC CUSIP: 00287YAA7 1043663	14,989.95	15,016.50	0.04	100.110	180.00	1.20
10,000.00 6/28/13	ABBVIE INC CUSIP: 00287YAC3 1043663	9,935.60	9,351.40	0.03	93.514	290.00	3.10
5,000.00 6/28/13	ALTERA CORP CUSIP: 021441AD2 1043663	5,088.85	4,956.85	0.01	99.137	87.50	1.77
4,000.00 6/28/13	ALTRIA GROUP INC CUSIP: 02209SAD5 1043663	5,713.56	5,317.64	0.01	132.941	388.00	7.30
35,000.00 6/28/13	AMER EXPRESS CR MTN CUSIP: 0258MODE6 1043663	35,847.35	35,474.95	0.09	101.357	612.50	1.73
15,000.00 6/28/13	AMERICAN EXPRESS CUSIP: 025816BPF5 1043663	14,492.70	13,114.65	0.03	87.431	607.50	4.63
15,000.00 6/28/13	ANALOG DEVICES MTN CUSIP: 032654AG0 1043663	15,894.00	15,667.65	0.04	104.451	450.00	2.87
30,000.00 6/28/13	APPLE INC CUSIP: 037833AK6 1043663	29,960.10	27,823.80	0.07	92.746	720.00	2.59
20,000.00 6/28/13	APPLIED MATERIALS CUSIP: 038222AE5 1043663	21,074.80	20,729.20	0.05	103.646	530.00	2.56
25,000.00 6/28/13	AT&T INC CUSIP: 00206REL5 1043663	24,992.00	24,885.75	0.07	99.543	200.00	0.80
15,000.00 6/28/13	AT&T INC CUSIP: 04650NAB0 1043663	18,639.75	15,177.60	0.04	101.184	802.50	5.29

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SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
25,000.00 6/28/13	BANK NOVA SCOTIA CUSIP: 064159BA3 1043663	24,999.25	24,892.00	0.07	99.568	187.50	0.75
15,000.00 6/28/13	BANK OF AMERICA MTN CUSIP: 06051GDZ9 1043663	19,069.95	18,026.70	0.05	120.178	1,143.75	6.35
10,000.00 6/28/13	BAXTER INTL CUSIP: 071813BD0 1043663	10,418.20	10,060.60	0.03	100.606	185.00	1.84
20,000.00 6/28/13	BAXTER INTL CUSIP: 071813BL2 1043663	19,937.00	19,617.60	0.05	98.088	640.00	3.26
75,000.00 6/28/13	BEAR STEARNS CMO CUSIP: 07388LAE0 1043663	85,910.16	82,935.75	0.21	110.581	4,155.00	5.01
60,000.00 6/28/13	BEAR STEARNS CO CUSIP: 073902RU4 1043663	74,787.60	71,444.40	0.19	119.074	4,350.00	6.09
15,000.00 6/28/13	BECTON DICKINSON CUSIP: 075887AW9 1043663	16,390.20	15,168.15	0.04	101.121	487.50	3.21
15,000.00 6/28/13	BHP FINANCE USA LTD CUSIP: 055451AP3 1043663	15,350.40	14,927.40	0.04	99.516	243.75	1.63
10,000.00 6/28/13	BOSTON PROP LP CUSIP: 10112RAV6 1043663	9,937.90	9,237.00	0.02	92.370	312.50	3.38
25,000.00 6/28/13	BP CAPITAL PLC CUSIP: 05565QCB2 1043663	24,827.00	22,781.50	0.06	91.126	625.00	2.74
20,000.00 6/28/13	BP CAPITAL PLC CUSIP: 05565QBP2 1043663	23,268.00	21,697.80	0.06	108.489	900.00	4.15
10,000.00 6/28/13	BURLINGTON CORP CUSIP: 12189TAR5 1043663	14,485.90	13,204.00	0.04	132.040	795.00	6.02
10,000.00 6/28/13	CAMERON INTL CORP CUSIP: 13342BAC9 1043663	12,102.20	11,727.50	0.03	117.275	637.50	5.44

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SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
20,000.00 6/28/13	CAN IMPERIAL BK CUSIP: 136069DS7 1043663	21,011.80	20,692.00	0.05	103.460	470.00	2.27
20,000.00 6/28/13	CANADIAN NATL RESOUR CUSIP: 136385AR2 1043663	21,463.80	19,987.60	0.05	99.938	690.00	3.45
30,000.00 6/28/13	CAPITAL ONE FINL CUSIP: 14040HAZ8 1043663	30,642.00	30,472.80	0.08	101.576	645.00	2.12
15,000.00 6/28/13	CARDINAL HEALTH CUSIP: 14149YAY4 1043663	14,968.95	13,998.30	0.04	93.322	480.00	3.43
15,000.00 6/28/13	CATERPILLAR FINL MTN CUSIP: 14912L5D9 1043663	15,190.50	15,081.45	0.04	100.543	165.00	1.10
20,000.00 6/28/13	CATERPILLAR FINL MTN CUSIP: 14912L5E7 1043663	20,440.00	19,873.80	0.05	99.369	325.00	1.64
15,000.00 6/28/13	CITIGROUP INC CUSIP: 172967FA4 1043663	16,318.35	16,018.80	0.04	106.792	901.50	5.63
25,000.00 6/28/13	CITIGROUP INC CUSIP: 172967EV9 1043663	33,721.05	31,500.75	0.08	126.003	2,125.00	6.75
15,000.00 6/28/13	CNA FINANCIAL CUSIP: 126117AP5 1043663	18,582.10	18,162.15	0.05	121.081	1,102.50	6.07
30,000.00 6/28/13	COMCAST CORP CUSIP: 20030NAR2 1043663	36,213.00	35,025.60	0.09	116.752	1,762.50	5.03
10,000.00 6/28/13	CONAGRA FOODS INC CUSIP: 205887BR2 1043663	9,975.40	9,562.70	0.03	95.627	320.00	3.35
15,000.00 6/28/13	COOPER US INC CUSIP: 216871AE3 1043663	16,153.50	15,427.20	0.04	102.848	581.25	3.77
15,000.00 6/28/13	COOPER US INC CUSIP: 216871AC7 1043663	17,877.75	17,155.65	0.05	114.371	915.00	5.33

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10,000.00 6/28/13	COVIDIEN INTL CUSIP: 22303QAK6 1043663	10,523.40	10,350.20	0.03	103.502	280.00	2.71
15,000.00 6/28/13	DIAGEO CAPITAL CUSIP: 25243YAR0 1043663	15,302.70	14,864.70	0.04	99.098	225.00	1.51
20,000.00 6/28/13	DIRECTV HOLDINGS LLC CUSIP: 25459HAT2 1043663	22,282.40	21,594.40	0.06	107.972	1,040.00	4.82
5,000.00 6/28/13	DIRECTV HOLDINGS LLC CUSIP: 25459HAQ8 1043663	6,145.60	5,219.30	0.01	104.386	317.50	6.08
15,000.00 6/28/13	DOW CHEMICAL CO CUSIP: 260543CC5 1043663	16,696.65	15,795.90	0.04	105.306	637.50	4.04
10,000.00 6/28/13	DUKE CAPITAL CUSIP: 26439VAB3 1043663	10,684.60	10,500.60	0.03	105.006	566.80	5.40
15,000.00 6/28/13	DUPONT EI NEMOUR CUSIP: 263534CK3 1043663	14,994.75	14,292.60	0.04	95.284	420.00	2.94
15,000.00 6/28/13	EATON CORP CUSIP: 27805BDD1 1043663	17,739.00	17,071.65	0.04	113.811	840.00	4.92
15,000.00 6/28/13	EBAY INC CUSIP: 278642AG8 1043663	15,133.50	14,742.75	0.04	98.285	202.50	1.37
25,000.00 6/28/13	EMC CORP CUSIP: 268648AP7 1043663	24,985.75	24,712.50	0.06	98.850	468.75	1.90
15,000.00 6/28/13	ENERGY TRAN PTNR CUSIP: 29273RAL3 1043663	16,645.05	15,868.80	0.04	105.792	1,275.00	8.04
10,000.00 6/28/13	ENERGY TRAN PTNR CUSIP: 29273RAM1 1043663	12,753.40	12,722.20	0.03	127.222	900.00	7.08
15,000.00 6/28/13	ENTERPRISE PRODUCTS CUSIP: 29379VAG8 1043663	18,032.85	16,681.20	0.04	111.208	918.75	5.51

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
10,000.00 6/28/13	ERP OPERATING-LP CUSIP: 26884ABA0 1043663	9,911.00	9,190.20	0.02	91.902	300.00	3.27
5,000.00 6/28/13	EXELON GENERATION CUSIP: 30161MAG8 1043663	5,855.35	5,438.50	0.02	108.770	312.50	5.75
15,000.00 6/28/13	FORD CREDIT ABS CUSIP: 34530CAC5 1043663	14,998.53	14,833.95	0.04	98.893	90.00	0.61
10,000.00 6/28/13	FRANCE TELECOM CUSIP: 35177PAS6 1043663	10,479.40	10,298.80	0.03	102.988	437.50	4.25
5,000.00 6/28/13	GEN ELEC CAP CRP CUSIP: 369622SM8 1043663	5,741.55	5,484.85	0.02	109.697	265.00	4.83
30,000.00 6/28/13	GEN ELEC CAP CRP MTN CUSIP: 36962G4J0 1043663	35,580.00	33,824.70	0.09	112.749	1,650.00	4.88
10,000.00 6/28/13	GEN ELEC CAP CRP MTN CUSIP: 36962G3P7 1043663	12,154.80	11,007.60	0.03	110.076	587.50	5.34
5,000.00 6/28/13	GENZYME CORP CUSIP: 372917AS3 1043663	6,034.45	5,601.10	0.02	112.022	250.00	4.46
20,000.00 6/28/13	GILEAD SCIENCES CUSIP: 375558AR4 1043663	20,717.25	20,444.60	0.05	102.223	480.00	2.35
35,000.00 6/28/13	GLAXOSMITHKLINE CAP CUSIP: 377373AC9 1043663	35,685.10	34,762.70	0.09	99.322	525.00	1.51
25,000.00 6/28/13	GOLDMAN SACHS GROUP CUSIP: 38141GFG4 1043663	28,038.55	27,971.00	0.07	111.884	1,487.50	5.32
15,000.00 6/28/13	HALLIBURTON CO CUSIP: 406216AZ4 1043663	16,319.55	15,216.15	0.04	101.441	487.50	3.20
15,000.00 6/28/13	HCP INC CUSIP: 40414LAD1 1043663	17,410.35	16,271.10	0.04	108.474	806.25	4.96

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10,000.00 6/28/13	HEALTH CARE REIT CUSIP: 42217RAY2 1043663	10,962.50	10,459.90	0.03	104.599	412.50	3.94
10,000.00 6/28/13	HEALTH CARE REIT CUSIP: 42217RAW6 1043663	11,277.20	10,747.70	0.03	107.477	525.00	4.89
10,000.00 6/28/13	HOME DEPOT INC CUSIP: 43707GAZ5 1043663	9,984.40	9,480.60	0.03	94.806	270.00	2.85
20,000.00 6/28/13	HUMANA INC CUSIP: 444859BA9 1043663	19,831.85	18,560.60	0.05	92.803	630.00	3.40
20,000.00 6/28/13	HUSKY ENERGY INC CUSIP: 448055AJ2 1043663	21,228.40	20,298.80	0.05	101.494	790.00	3.89
10,000.00 6/28/13	HUSKY ENERGY INC CUSIP: 448055AE3 1043663	10,915.00	10,461.80	0.03	104.618	590.00	5.64
15,000.00 6/28/13	INTEL CORP CUSIP: 458140AL4 1043663	14,984.10	14,679.30	0.04	97.862	202.50	1.38
10,000.00 6/28/13	INTEL CORP CUSIP: 458140AJ9 1043663	10,996.70	10,036.80	0.03	100.368	330.00	3.29
5,000.00 6/28/13	JOHN DEERE CAP CUSIP: 24422ERS0 1043663	5,044.65	5,025.40	0.01	100.508	47.50	0.95
20,000.00 6/28/13	JOHN DEERE CAP MTN CUSIP: 24422ESB6 1043663	19,953.80	19,373.60	0.05	96.868	260.00	1.34
25,000.00 6/28/13	JOHNSON CONTROLS CUSIP: 478366AV9 1043663	25,404.25	25,184.00	0.07	100.736	437.50	1.74
20,000.00 6/17/13	JPMCB COMMERCIAL CMO CUSIP: 46639NAR2 1043663	20,646.03	20,692.18	0.05	103.461	631.40	3.05
10,000.00 6/28/13	KEYCORP MTN CUSIP: 49326EED1 1043663	11,495.80	11,125.60	0.03	111.256	510.00	4.59

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5,000.00 6/28/13	KRAFT FOODS GROUP CUSIP: 50076QAK2 1043663	5,084.40	5,053.30	0.01	101.066	81.25	1.61
15,000.00 6/28/13	LIBERTY MUTUAL CUSIP: 53079EAV6 1043663	16,348.05	15,822.60	0.04	105.484	750.00	4.74
15,000.00 6/28/13	MARATHON OIL CORP CUSIP: 565849AD8 1043663	17,854.50	17,177.40	0.05	114.516	900.00	5.24
15,000.00 6/28/13	MERRILL LYNCH & CO CUSIP: 590188JF6 1043663	16,907.85	16,830.15	0.04	112.201	975.00	5.79
30,000.00 6/28/13	MERRILL LYNCH MTN CUSIP: 59018XJ69 1043663	33,924.60	33,874.80	0.09	112.916	1,920.00	5.67
15,000.00 6/28/13	MORGAN STANLEY MTN CUSIP: 61746BDG8 1043663	14,971.65	14,860.05	0.04	99.067	262.50	1.77
15,000.00 6/28/13	MORGAN STANLEY MTN CUSIP: 61746BDJ2 1043663	14,945.55	14,344.20	0.04	95.628	562.50	3.92
10,000.00 6/28/13	NATL RURAL UTILS CUSIP: 637432HT5 1043663	11,675.00	11,323.10	0.03	113.231	545.00	4.81
35,000.00 6/28/13	NISSAN AUTO LEA ABS CUSIP: 654761ACS 1043663	34,998.37	34,871.20	0.09	99.632	203.00	0.58
20,000.00 6/28/13	NOVARTIS CAPITAL CRP CUSIP: 66989HAC2 1043663	21,293.20	20,847.40	0.05	104.237	580.00	2.78
15,000.00 6/28/13	ONEOK PARTNERS CUSIP: 68268NAG8 1043663	17,585.55	15,483.00	0.04	103.220	918.75	5.93
20,000.00 6/28/13	ORACLE CORP CUSIP: 68389XAN5 1043663	19,965.40	19,424.40	0.05	97.122	240.00	1.24
15,000.00 6/28/13	PEPSICO INC CUSIP: 713448BT4 1043663	15,880.80	15,607.80	0.04	104.052	375.00	2.40

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10,000.00 6/28/13	PEPSICO INC CUSIP: 713448CG1 1043663	9,990.40	9,461.80	0.03	94.618	275.00	2.91
5,000.00 6/28/13	PETROBRAS INTL CUSIP: 71645WAU5 1043663	5,181.45	4,977.75	0.01	99.555	175.00	3.52
5,000.00 6/28/13	PETROBRAS INTL CUSIP: 71645WAQ4 1043663	6,479.75	5,047.40	0.01	100.948	343.75	6.81
15,000.00 6/28/13	PHILIPS ELECTRONICS CUSIP: 500472AB1 1043663	18,150.30	17,372.10	0.05	115.814	862.50	4.97
25,000.00 6/28/13	PHILLIPS PETE CO CUSIP: 718507BH8 1043663	31,470.25	29,966.25	0.08	119.865	1,662.50	5.55
10,000.00 6/28/13	PHILLIPS 66 CUSIP: 718546AE4 1043663	10,232.10	10,155.10	0.03	101.551	195.00	1.92
15,000.00 6/28/13	PHILLIPS 66 CUSIP: 718546AC8 1043663	16,407.45	15,498.30	0.04	103.322	645.00	4.16
15,000.00 6/28/13	PNC FUNDING CORP CUSIP: 693476BN2 1043663	15,948.75	14,418.90	0.04	96.126	495.00	3.43
15,000.00 6/28/13	PNC FUNDING CORP CUSIP: 693476BG7 1043663	16,347.00	15,949.20	0.04	106.328	637.50	4.00
10,000.00 6/28/13	PRECISION CAST CUSIP: 740189AJ4 1043663	9,997.00	9,941.20	0.03	99.412	70.00	0.71
10,000.00 6/28/13	PRIDE INTL INC CUSIP: 74153QAH5 1043663	12,601.30	11,868.10	0.03	118.681	687.50	5.79
15,000.00 6/28/13	RABOBANK MTN CUSIP: 21685WBL0 1043663	15,283.20	15,350.85	0.04	102.339	318.75	2.08
15,000.00 6/28/13	ROGERS COMM INC CUSIP: 77509NAK9 1043663	15,767.55	15,488.10	0.04	103.254	825.00	5.33

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45,000.00 6/28/13	ROYAL BK CANADA CUSIP: 780111DAD6 1043663	44,973.45	44,734.50	0.12	99.410	281.25	0.63
15,000.00 6/28/13	ROYAL BK CANADA MTN CUSIP: 78008T2C7 1043663	15,197.25	15,115.50	0.04	100.770	172.50	1.14
25,000.00 6/28/13	SANOFI CUSIP: 801060AB0 1043663	24,890.25	24,214.75	0.06	96.859	312.50	1.29
15,000.00 6/28/13	SANOFI-AVENTIS CUSIP: 80105NAG0 1043663	16,660.20	15,998.40	0.04	106.656	600.00	3.75
10,000.00 6/28/13	SEMPRA ENERGY CUSIP: 816851AN9 1043663	11,684.20	11,466.90	0.03	114.669	650.00	5.67
45,000.00 6/28/13	SHELL INTL FIN CUSIP: 822582AU6 1043663	44,989.20	44,949.15	0.12	99.887	281.25	0.63
25,000.00 6/28/13	SIMON PROP GP CUSIP: 828807BZ9 1043663	30,500.50	29,372.25	0.08	117.489	1,531.25	5.21
10,000.00 6/28/13	SPECTRA ENERGY CUSIP: 84756NAB5 1043663	10,891.90	10,187.70	0.03	101.877	460.00	4.52
15,000.00 6/28/13	SPECTRA ENERGY CAP CUSIP: 84755TAD9 1043663	17,390.85	16,639.05	0.04	110.927	847.50	5.09
20,000.00 6/28/13	ST JUDE MEDICAL INC CUSIP: 790849AH6 1043663	20,768.00	20,548.60	0.05	102.743	500.00	2.43
30,000.00 6/28/13	STATE STREET CORP CUSIP: 857477AH6 1043663	31,993.20	31,324.50	0.08	104.415	862.50	2.75
15,000.00 6/28/13	SUNTRUST BANKS INC CUSIP: 867914BE2 1043663	15,786.90	15,697.05	0.04	104.647	525.00	3.35
20,000.00 6/28/13	TEVA PHAR II/III CUSIP: 88166CAA6 1043663	21,257.05	20,781.40	0.05	103.907	600.00	2.89

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SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
15,000.00 6/28/13	TIME WARNER CABLE CUSIP: 88732JAL2 1043663	18,325.50	17,169.75	0.05	114.465	1,012.50	5.90
15,000.00 6/28/13	TOYOTA MTR CRED MTN CUSIP: 89233P5S1 1043663	15,592.05	15,172.35	0.04	101.149	307.50	2.03
15,000.00 6/28/13	TRANS-CANADA PL CUSIP: 8935268Z9 1043663	24,034.80	20,327.85	0.05	135.519	1,143.75	5.63
10,000.00 6/28/13	TYCO ELECTRONICS CUSIP: 902133AF4 1043663	12,151.80	11,576.00	0.03	115.760	655.00	5.66
15,000.00 6/28/13	UNION ELECTRIC CUSIP: 906548CG5 1043663	19,257.30	18,293.25	0.05	121.955	1,005.00	5.49
10,000.00 6/28/13	UNITED PARCEL SERV CUSIP: 911312AP1 1043663	9,983.50	9,784.50	0.03	97.845	112.50	1.15
35,000.00 6/28/13	UNITED TECH CORP CUSIP: 913017BU2 1043663	36,140.50	35,128.10	0.09	100.366	630.00	1.79
15,000.00 6/28/13	UNITEDHEALTH GROUP CUSIP: 91324PAQ5 1043663	17,216.40	16,614.45	0.04	110.763	806.25	4.85
10,000.00 6/28/13	UNITEDHEALTH GRP CUSIP: 91324PCAB 1043663	9,773.00	8,604.00	0.02	86.040	395.00	4.59
20,000.00 6/28/13	US BANCORP MTN CUSIP: 91159HHD5 1043663	20,461.60	19,938.20	0.05	99.691	330.00	1.66
5,000.00 6/28/13	VALERO ENERGY CORP CUSIP: 91913YANO 1043663	6,778.65	6,556.20	0.02	131.124	468.75	7.15
20,000.00 6/28/13	VERIZON COMM INC CUSIP: 92343VEA1 1043663	20,516.60	20,201.40	0.05	101.007	390.00	1.93
5,000.00 6/28/13	VERIZON COMM INC CUSIP: 92343VBC7 1043663	5,556.25	5,022.05	0.01	100.441	175.00	3.49

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15,000.00 6/28/13	VERIZON WIRELESS CUSIP: 923444SAK6 1043663	20,992.35	19,482.00	0.05	129.880	1,275.00	6.55
20,000.00 6/28/13	VODAFONE GROUP PLC CUSIP: 92857WAX8 1043663	20,373.60	19,513.00	0.05	97.565	325.00	1.67
25,000.00 6/28/13	VOLKSWAGEN AUTO ABS CUSIP: 92867KAC8 1043663	25,148.44	25,043.75	0.07	100.175	217.50	0.87
30,000.00 6/28/13	WACHOVIA CORP MTN CUSIP: 92976WBH8 1043663	35,878.20	34,552.80	0.09	115.176	1,725.00	4.99
10,000.00 6/28/13	WALGREEN CO CUSIP: 931422AH2 1043663	9,988.90	9,476.70	0.03	94.767	310.00	3.27
25,000.00 6/28/13	WELLPOINT INC CUSIP: 94973VAS6 1043663	27,812.75	26,622.25	0.07	106.489	1,087.50	4.09
5,000.00 6/28/13	WESTAR ENERGY INC CUSIP: 95709TAA8 1043663	5,483.85	5,253.10	0.01	105.062	300.00	5.71
10,000.00 6/28/13	WILLIAMS COS INC CUSIP: 969457BU3 1043663	9,972.20	9,290.80	0.02	92.908	370.00	3.98
10,000.00 6/28/13	WILLIS NORTH AMERI CUSIP: 970648AD3 1043663	11,480.30	11,136.50	0.03	111.365	620.00	5.57
30,000.00 6/28/13	XCEL ENERGY INC CUSIP: 98389BAK6 1043663	35,169.30	33,702.90	0.09	112.343	1,683.90	5.00
TOTAL CORPORATE & FOREIGN BONDS		2,595,073.14	2,497,170.22	6.44		90,182.10	3.61

TAXABLE FIXED INCOME FUNDS

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147,049.56 6/28/13	EATON VANCE FLOATING-RATE FD-I CUSIP: 277911491 2000134	1,340,682.26	1,341,091.96	3.46	9.120	58,084.57	4.33
76,686.37 6/28/13	NUVEEN PREFERRED SECURITIES FUND - I CUSIP: 670700400 2000134	1,274,720.27	1,328,974.72	3.43	17.330	83,281.39	6.27
47,007.30 6/28/13	VANGUARD INFLATION-PROTECTED CL ADML CUSIP: 922031737 2000134	1,215,722.22	1,232,531.46	3.18	26.220	31,165.84	2.53
235,949.36 6/28/13	VANGUARD SHORT-TERM INV GRD CL ADML CUSIP: 922031836 2000134	2,547,553.23	2,515,220.22	6.48	10.660	51,672.91	2.06
TOTAL TAXABLE FIXED INCOME FUNDS		6,378,677.98	6,417,818.36	16.54		224,204.72	3.49
CLOSED-END FIXED INCOME FUNDS							
144,955.91 6/30/13	JPMCB CORE BOND FUND CUSIP: 4812990A4 2000134	1,549,578.66	2,335,239.68	6.02	16.110	0.00	0.00
TOTAL CLOSED-END FIXED INCOME FUNDS		1,549,578.66	2,335,239.68	6.02		0.00	0.00
TOTAL FIXED INCOME		13,448,642.34	14,073,636.98	36.27		395,013.71	2.81

EQUITIES

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
COMMON EQUITY SECURITIES							
MATERIALS							
885.00 6/28/13	BALCHEM CORPORATION CLASS B CUSIP: 057665200 1041264	30,018.92	39,603.75	0.10	44.750	194.70	0.49
2,200.00 6/28/13	FREEPORT-MCMORAN COPPER & GOLD INC CUSIP: 35671D857 1042086	99,342.34	60,742.00	0.16	27.610	2,750.00	4.53
984.00 6/28/13	INTERNATIONAL PAPER CO COM CUSIP: 460146103 2000137	36,597.15	43,601.04	0.11	44.310	1,180.80	2.71
609.00 6/28/13	MONSANTO COMPANY CUSIP: 61166W101 2000137	54,513.43	60,169.20	0.16	98.800	913.50	1.52
800.00 6/28/13	MOSAIC CO THE CUSIP: 61945C103 1042086	46,111.55	43,048.00	0.11	53.810	800.00	1.86
1,775.00 6/28/13	RAVEN INDUSTRIES INC CUSIP: 754212108 1041264	44,585.36	53,214.50	0.14	29.980	852.00	1.60
1,687.00 6/28/13	SUN HYDRAULICS CORPORATION CUSIP: 866942105 1041264	42,038.05	52,769.36	0.14	31.280	607.32	1.15
TOTAL MATERIALS		353,206.80	353,147.85	0.91		7,298.32	2.07
INDUSTRIALS							
800.00 6/28/13	AAON INC CUSIP: 000360206 1041264	18,932.41	26,464.00	0.07	33.080	240.00	0.91
750.00 6/28/13	ADVISORY BOARD CO (THE) CUSIP: 00762W107 1041264	18,512.96	40,987.50	0.11	54.650	0.00	0.00

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675.00 6/28/13	AEROVIRONMENT INC CUSIP: 008073108 1041264	16,501.51	13,621.50	0.04	20.180	0.00	0.00
520.00 6/28/13	BE AEROSPACE INC CUSIP: 073302101 2000137	33,452.47	32,801.60	0.09	63.080	0.00	0.00
625.00 6/28/13	COSTAR GROUP INCORPORATED CUSIP: 22160N109 1041264	34,574.92	80,668.75	0.21	129.070	0.00	0.00
1,035.00 6/28/13	DANAHER CORP COM CUSIP: 235851102 2000137	34,651.54	65,515.50	0.17	63.300	103.50	0.16
800.00 6/28/13	DEERE & CO COMMON CUSIP: 244199105 1042086	60,711.92	65,000.00	0.17	81.250	1,632.00	2.51
1,200.00 6/28/13	DOVER CORP COMMON CUSIP: 260003108 1042086	74,969.52	93,192.00	0.24	77.660	1,680.00	1.80
1,370.00 6/28/13	FLIR SYSTEMS INC CUSIP: 302445101 2000137	33,991.52	36,948.90	0.10	26.970	493.20	1.34
735.00 6/28/13	FLOWERVE CORP COM CUSIP: 34354P105 2000137	35,541.60	39,697.35	0.10	54.010	411.60	1.04
6,000.00 6/28/13	GENERAL ELECTRIC COMPANY CUSIP: 369604103 1042086	128,977.28	139,140.00	0.36	23.190	4,560.00	3.28
475.00 6/28/13	GEOSPACE TECHNOLOGIES CORPORATION CUSIP: 37364X109 1041264	38,202.43	32,813.00	0.09	69.080	0.00	0.00
1,000.00 6/28/13	HONEYWELL INTL INC COM CUSIP: 438516106 1042086	57,269.90	79,340.00	0.21	79.340	1,640.00	2.07
722.00 6/28/13	INGERSOLL-RAND PUBLIC LTD CO CUSIP: G47791101 2000137	40,030.97	40,085.44	0.10	55.520	606.48	1.51
1,550.00 6/28/13	INNERWORKINGS INC CUSIP: 45773Y105 1041264	13,757.80	16,817.50	0.04	10.850	0.00	0.00

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150.00 MESA LABS INC 6/28/13 CUSIP: 59064R109 1041264		7,923.25	8,119.50	0.02	54.130	84.00	1.04
375.00 MORNINGSTAR INC 6/28/13 CUSIP: 617700109 1041264		19,793.25	29,092.50	0.08	77.580	187.50	0.65
616.00 PALL CORP COM 6/28/13 CUSIP: 696429307 2000137		31,409.48	40,920.88	0.11	66.430	616.00	1.51
750.00 PROTO LABS INC 6/28/13 CUSIP: 743713109 1041264		24,902.96	48,727.50	0.13	64.970	0.00	0.00
1,525.00 ROLLINS INCORPORATED 6/28/13 CUSIP: 775711104 1041264		30,232.38	39,497.50	0.10	25.900	549.00	1.39
449.00 ROPER INDUSTRIES INC 6/28/13 CUSIP: 776696106 2000137		23,023.56	55,774.78	0.14	124.220	296.34	0.53
267.00 UNION PACIFIC CORP COM 6/28/13 CUSIP: 907818108 2000137		25,294.24	41,192.76	0.11	154.280	736.92	1.79
800.00 UNITED TECHNOLOGIES CORP COM 6/28/13 CUSIP: 913017109 1042086		67,920.64	74,352.00	0.19	92.940	1,712.00	2.30
TOTAL INDUSTRIALS		870,578.51	1,140,770.46	2.94		15,548.54	1.36
TELECOMMUNICATION SERVICES							
2,900.00 AT&T INC 6/28/13 CUSIP: 00206R102 1042086		88,892.17	102,660.00	0.27	35.400	5,220.00	5.09
TOTAL TELECOMMUNICATION SERVICES		88,892.17	102,660.00	0.27		5,220.00	5.09
CONSUMER DISCRETIONARY							

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SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
1,242.00 6/28/13	BEST BUY COMPANY INC CUSIP: 086516101 2000137	31,082.76	33,943.86	0.09	27.330	844.56	2.49
700.00 6/28/13	BORG WARNER INC COM CUSIP: 099724106 1042086	44,896.75	60,305.00	0.16	86.150	700.00	1.16
420.00 6/28/13	BRINKER INTL INC COM CUSIP: 109641100 2000137	15,794.64	16,560.60	0.04	39.430	336.00	2.03
1,200.00 6/28/13	CBS CORP CL B CUSIP: 124857202 1042086	37,934.40	58,644.00	0.15	48.870	576.00	0.98
1,515.00 6/28/13	COMCAST CORP NEW A CUSIP: 20030N101 2000137	33,808.68	63,251.25	0.16	41.750	1,181.70	1.87
742.00 6/28/13	DELPHI AUTOMOTIVE PLC CUSIP: G27823106 2000137	30,724.04	37,611.98	0.10	50.690	504.56	1.34
480.00 6/28/13	DISCOVERY COMMUNICATIONS INC CUSIP: 25470F104 2000137	29,985.35	37,075.20	0.10	77.240	0.00	0.00
355.00 6/28/13	DISNEY WALT CO CUSIP: 254687106 2000137	22,012.78	22,418.25	0.06	63.150	266.25	1.19
872.00 6/28/13	GAP INC COM CUSIP: 364760108 2000137	31,805.45	36,388.56	0.09	41.730	523.20	1.44
950.00 6/28/13	GRAND CANYON EDUCATION INC CUSIP: 38526M106 1041264	17,919.87	30,618.50	0.08	32.230	0.00	0.00
550.00 6/28/13	HIBBETT SPORTS INC CUSIP: 428567101 1041264	25,827.82	30,563.50	0.08	55.570	0.00	0.00
522.00 6/28/13	HOME DEPOT INC COM CUSIP: 437076102 2000137	27,251.37	40,439.34	0.11	77.470	814.32	2.01
800.00 6/28/13	KOHL'S CORP COM CUSIP: 500255104 1042086	38,771.93	40,408.00	0.11	50.510	1,120.00	2.77

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ACCOUNT 910112002C

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
921.00 6/28/13	MACY'S INC CUSIP: 55616P104 2000137	24,415.73	44,208.00	0.11	48.000	921.00	2.08
693.00 6/28/13	MICHAEL KORS HOLDINGS LTD CUSIP: G60754101 2000137	26,943.51	42,979.86	0.11	62.020	0.00	0.00
1,063.00 6/28/13	NEWELL RUBBERMAID INC COM CUSIP: 651229106 2000137	19,678.31	27,903.75	0.07	26.250	637.80	2.29
385.00 6/28/13	PENN NATL GAMING INC CUSIP: 707569109 2000137	19,467.49	20,374.20	0.05	52.920	0.00	0.00
1,375.00 6/28/13	SIMPSON MANUFACTURING COMPANY INC CUSIP: 829073105 1041264	41,377.54	40,452.50	0.11	29.420	687.50	1.70
685.00 6/28/13	STARBUCKS CORP COM CUSIP: 855244109 2000137	31,358.35	44,874.35	0.12	65.510	575.40	1.28
700.00 6/28/13	TIME WARNER CABLE INC CUSIP: 88732J207 1042086	54,436.90	78,736.00	0.20	112.480	1,820.00	2.31
TOTAL CONSUMER DISCRETIONARY		605,493.67	807,756.70	2.08		11,508.29	1.43
CONSUMER STAPLES							
800.00 6/28/13	BEAM INC CUSIP: 073730103 1042086	40,454.18	50,488.00	0.13	63.110	720.00	1.43
755.00 6/28/13	COCA COLA CO COM CUSIP: 191216100 2000137	32,107.87	30,283.05	0.08	40.110	845.60	2.79
878.00 6/28/13	COCA-COLA ENTERPRISES INC CUSIP: 19122T109 2000137	20,379.17	30,870.48	0.08	35.160	702.40	2.28
574.00 6/28/13	COSTCO WHOLESALE CORP COM CUSIP: 22160K105 2000137	50,383.51	63,467.18	0.16	110.570	711.76	1.12

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
688.00 6/28/13	CVS/CAREMARK CORP CUSIP: 126650100 2000137	40,264.74	39,339.84	0.10	57.180	619.20	1.57
984.00 6/28/13	HILLSHIRE BRANDS COMPANY CUSIP: 432589109 2000137	30,432.72	32,550.72	0.08	33.080	492.00	1.51
922.00 6/28/13	KRAFT FOODS GROUP INC CUSIP: 50076Q106 2000137	44,835.75	51,512.14	0.13	55.870	1,844.00	3.58
475.00 6/28/13	MEDIFAST INC CUSIP: 58470H101 1041264	13,572.97	12,236.00	0.03	25.760	0.00	0.00
1,144.00 6/28/13	MONDELEZ INTERNATIONAL INC CUSIP: 609207105 2000137	31,232.89	32,638.32	0.09	28.530	594.88	1.82
600.00 6/28/13	PHILIP MORRIS INTL INC CUSIP: 718172109 1042086	40,901.46	51,972.00	0.13	86.620	2,040.00	3.93
800.00 6/28/13	PROCTER & GAMBLE CO COM CUSIP: 742718109 1042086	52,215.60	61,592.00	0.16	76.990	1,924.80	3.13
812.00 6/28/13	PROCTER & GAMBLE CO COM CUSIP: 742718109 2000137	56,683.54	62,515.88	0.16	76.990	1,953.67	3.13
376.00 6/28/13	THE HERSHEY COMPANY CUSIP: 427866108 2000137	31,690.50	33,569.28	0.09	89.280	631.68	1.88
1,400.00 6/28/13	WAL MART STORES INC COM CUSIP: 931142103 1042086	75,741.18	104,286.00	0.27	74.490	2,632.00	2.52
TOTAL CONSUMER STAPLES		560,896.08	657,320.89	1.69		15,711.99	2.39
ENERGY							
378.00 6/28/13	ANADARKO PETROLEUM CORP CUSIP: 032511107 2000137	30,407.74	32,481.54	0.08	85.930	136.08	0.42

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800.00 6/28/13	APACHE CORP COM CUSIP: 037411105 1042086	94,038.36	67,064.00	0.17	83.830	640.00	0.96
250.00 6/28/13	CARBO CERAMICS INC COMMON CUSIP: 140781105 1041264	24,826.32	16,857.50	0.04	67.430	270.00	1.60
1,100.00 6/28/13	CHEVRON CORP CUSIP: 166764100 1042086	101,975.13	130,174.00	0.34	118.340	4,400.00	3.38
463.00 6/28/13	CHEVRON CORP CUSIP: 166764100 2000137	44,726.70	54,791.42	0.14	118.340	1,852.00	3.38
1,000.00 6/28/13	CONOCOPHILLIPS CUSIP: 20825C104 1042086	54,450.37	60,500.00	0.16	60.500	2,760.00	4.56
650.00 6/28/13	CONTANGO OIL & GAS COMPANY CUSIP: 21075N204 1041264	36,409.38	21,937.50	0.06	33.750	0.00	0.00
273.00 6/28/13	EOG RESOURCES INC COM CUSIP: 26875P101 2000137	30,750.83	35,948.64	0.09	131.680	204.75	0.57
1,020.00 6/28/13	EXXON MOBIL CORP CUSIP: 30231G102 2000137	77,502.28	92,157.00	0.24	90.350	2,570.40	2.79
1,500.00 6/28/13	HALLIBURTON HLDG CO COM CUSIP: 406216101 1042086	53,321.65	62,580.00	0.16	41.720	750.00	1.20
1,209.00 6/28/13	HALLIBURTON HLDG CO COM CUSIP: 406216101 2000137	52,147.52	50,439.48	0.13	41.720	604.50	1.20
1,300.00 6/28/13	HESS CORPORATION CUSIP: 42809H107 1042086	72,174.82	86,437.00	0.22	66.490	520.00	0.60
900.00 6/28/13	OCCIDENTAL PETROLEUM CORP COMMON CUSIP: 674599105 1042086	74,931.69	80,307.00	0.21	89.230	2,304.00	2.87
753.00 6/28/13	OCCIDENTAL PETROLEUM CORP COMMON CUSIP: 674599105 2000137	58,321.22	67,190.19	0.17	89.230	1,927.68	2.87

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SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
	TOTAL ENERGY	805,984.01	858,865.27	2.21		18,939.41	2.21
	FINANCIALS						
1,300.00 6/28/13	ALLSTATE CORP CUSIP: 020002101 1042086	38,896.40	62,556.00	0.16	48.120	1,300.00	2.08
1,200.00 6/28/13	AMERICAN EXPRESS CO CUSIP: 025816109 1042086	59,159.40	89,712.00	0.23	74.760	1,104.00	1.23
1,600.00 6/28/13	AMERICAN INTERNATIONAL GROUP CUSIP: 026874784 1042086	61,626.40	71,520.00	0.19	44.700	0.00	0.00
410.00 6/28/13	AMERIPRISE FINANCIAL INC CUSIP: 03076C106 2000137	33,310.29	33,160.80	0.09	80.880	852.80	2.57
2,100.00 6/28/13	BANK NEW YORK MELLON CORP CUSIP: 064058100 1042086	56,240.36	58,905.00	0.15	28.050	1,260.00	2.14
195.00 6/28/13	BLACKROCK INC CUSIP: 09247X101 2000137	37,752.17	50,085.75	0.13	256.850	1,310.40	2.62
1,369.00 6/28/13	CITIGROUP INC CUSIP: 172967424 2000137	46,322.74	65,670.93	0.17	47.970	54.76	0.08
2,543.00 6/28/13	FIFTH THIRD BANCORP COM CUSIP: 316773100 2000137	34,099.80	45,901.15	0.12	18.050	1,220.64	2.66
810.00 6/28/13	GALLAGHER ARTHUR J. & CO CUSIP: 363576109 2000137	31,459.61	35,388.90	0.09	43.690	1,134.00	3.21
400.00 6/28/13	GOLDMAN SACHS GROUP INC COM CUSIP: 38141G104 1042086	53,418.90	60,500.00	0.16	151.250	800.00	1.32
0.00 6/28/13	GRANITE REAL ESTATE INC REIT CUSIP: 387437114 2003202	0.00	0.00	0.00	34.550	0.00	0.00

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
2,000.00 6/28/13	JPMORGAN CHASE & CO CUSIP: 46625H100 1042086	69,017.20	105,580.00	0.27	52.790	3,040.00	2.88
1,202.00 6/28/13	JPMORGAN CHASE & CO CUSIP: 46625H100 2000137	40,276.93	63,453.58	0.16	52.790	1,827.04	2.88
996.00 6/28/13	LINCOLN NATIONAL CORP COMMON CUSIP: 534187109 2000137	32,577.29	36,324.12	0.09	36.470	478.08	1.32
1,145.00 6/28/13	NASDAQ OMX GROUP INC CUSIP: 631103108 2000137	27,118.35	37,544.55	0.10	32.790	595.40	1.59
456.00 6/28/13	THE TRAVELERS COMPANIES INC CUSIP: 89417E109 2000137	31,511.48	36,443.52	0.09	79.920	912.00	2.50
1,500.00 6/28/13	U S BANCORP DEL COM NEW CUSIP: 902973304 1042086	36,059.25	54,225.00	0.14	36.150	1,380.00	2.55
323.00 6/28/13	VISA INC CUSIP: 92826C839 2000137	44,427.91	59,028.25	0.15	182.750	426.36	0.72
3,300.00 6/28/13	WELLS FARGO & CO CUSIP: 949746101 1042086	85,732.68	136,191.00	0.35	41.270	3,960.00	2.91
1,541.00 6/28/13	WELLS FARGO & CO CUSIP: 949746101 2000137	47,222.25	63,597.07	0.16	41.270	1,849.20	2.91
825.00 6/28/13	WESTWOOD HOLDINGS GROUP INC CUSIP: 961765104 1041264	32,676.89	35,409.00	0.09	42.920	1,320.00	3.73
TOTAL FINANCIALS		898,906.30	1,201,196.62	3.10		24,824.68	2.07
HEALTH CARE							
850.00 6/28/13	ABAXIS INC CUSIP: 002567105 1041264	23,569.41	40,383.50	0.11	47.510	0.00	0.00

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SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
3,000.00 6/28/13	ACCELRYX INC CUSIP: 00430U103 1041264	25,726.58	25,200.00	0.07	8.400	0.00	0.00
1,350.00 6/28/13	ALIGN TECHNOLOGY INCORPORATED CUSIP: 016255101 1041264	27,284.96	50,004.00	0.13	37.040	0.00	0.00
406.00 6/28/13	ALLERGAN INC CUSIP: 018490102 2000137	41,032.87	34,201.44	0.09	84.240	81.20	0.24
2,000.00 6/28/13	AMERISOURCE BERGEN CORP CUSIP: 03073E105 1042086	82,831.97	111,660.00	0.29	55.830	1,680.00	1.51
499.00 6/28/13	AMGEN INC COM CUSIP: 031162100 2000137	42,907.48	49,231.34	0.13	98.660	938.12	1.91
1,300.00 6/28/13	BAXTER INTERNATIONAL CUSIP: 071813109 1042086	75,554.40	90,051.00	0.23	69.270	2,548.00	2.83
248.00 6/28/13	CELGENE CORP COM CUSIP: 151020104 2000137	24,783.65	29,011.04	0.08	116.980	0.00	0.00
1,000.00 6/28/13	EXPRESS SCRIPTS HOLDING C CUSIP: 30219G108 1042086	51,328.10	61,740.00	0.16	61.740	0.00	0.00
597.00 6/28/13	EXPRESS SCRIPTS HOLDING C CUSIP: 30219G108 2000137	35,473.06	36,858.78	0.10	61.740	0.00	0.00
1,052.00 6/28/13	GILEAD SCIENCES INC COM CUSIP: 375558103 2000137	30,004.41	53,936.04	0.14	51.270	0.00	0.00
837.00 6/28/13	HCA HOLDINGS INC CUSIP: 40412C101 2000137	30,722.52	30,182.22	0.08	36.060	0.00	0.00
1,225.00 6/28/13	HEALTHSTREAM INC CUSIP: 42222N103 1041264	9,493.01	31,017.00	0.08	25.320	0.00	0.00
556.00 6/28/13	JOHNSON & JOHNSON CUSIP: 478160104 2000137	47,270.58	47,738.16	0.12	85.860	1,467.84	3.08

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500.00 6/28/13	LABORATORY CRP OF AMER HLDGS COM NEW CUSIP: 50540R409 1042086	48,248.70	50,050.00	0.13	100.100	0.00	0.00
227.00 6/28/13	MCKESSON CORPORATION COM CUSIP: 58155Q103 2000137	23,063.85	25,991.50	0.07	114.500	181.60	0.70
450.00 6/28/13	MEDIDATA SOLUTIONS INC CUSIP: 58471A105 1041264	18,008.88	34,852.50	0.09	77.450	0.00	0.00
1,426.00 6/28/13	MERIDIAN BIOSCIENCE INC CUSIP: 589584101 1041264	34,276.62	30,659.00	0.08	21.500	1,083.76	3.54
1,425.00 6/28/13	NATIONAL RESEARCH CORP CUSIP: 637372202 1041264	16,194.96	25,650.00	0.07	18.000	0.00	0.00
237.00 6/28/13	NATIONAL RESEARCH CORP CUSIP: 637372301 1041264	2,915.11	8,280.78	0.02	34.940	293.88	3.55
775.00 6/28/13	NEOGEN CORPORATION CUSIP: 640491106 1041264	28,580.05	43,059.00	0.11	55.560	0.00	0.00
3,500.00 6/28/13	PFIZER INC CUSIP: 717081103 2000137	72,748.24	98,035.00	0.25	28.010	3,360.00	3.43
300.00 6/28/13	TECHNE CORP CUSIP: 878377100 1041264	20,076.60	20,724.00	0.05	69.080	360.00	1.74
2,700.00 6/28/13	WARNER CHILCOTT PLC-CL A CUSIP: G94368100 1042086	53,955.07	53,754.30	0.14	19.909	1,350.00	2.51
TOTAL HEALTH CARE		866,051.08	1,082,270.60	2.79		13,344.40	1.23
INFORMATION TECHNOLOGY							
1,083.00 6/28/13	ACACIA RESEARCH-ACACIA TECH CUSIP: 003881307 1041264	23,889.38	24,205.05	0.06	22.350	541.50	2.24

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SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
1,050.00 6/28/13	ACT WORLDWIDE INC CUSIP: 004498101 1041264	37,157.39	48,804.00	0.13	46.480	0.00	0.00
1,225.00 6/28/13	ADVENT SOFTWARE INC CUSIP: 007974108 1041264	33,577.10	42,948.50	0.11	35.060	0.00	0.00
1,100.00 6/28/13	AGILENT TECHNOLOGIES INC COM CUSIP: 00846U101 1042086	42,364.08	47,036.00	0.12	42.760	528.00	1.12
200.00 6/28/13	APPLE INC CUSIP: 037833100 1042086	79,657.56	79,306.00	0.21	396.530	2,440.00	3.08
206.00 6/28/13	APPLE INC CUSIP: 037833100 2000137	29,806.53	81,685.18	0.21	396.530	2,513.20	3.08
1,125.00 6/28/13	BLACKBAUD INC CUSIP: 09227Q100 1041264	29,748.65	36,641.25	0.10	32.570	540.00	1.47
1,750.00 6/28/13	BOTTOMLINE TECHNOLOGIES INC CUSIP: 101388106 1041264	36,074.59	44,257.50	0.12	25.290	0.00	0.00
1,074.00 6/28/13	BROADCOM CORP CL A CUSIP: 111320107 2000137	37,396.04	36,295.83	0.09	33.795	472.56	1.30
320.00 6/28/13	COGNIZANT TECHNOLOGY SOLUTIONS CORP CUSIP: 192446102 2000137	21,014.98	20,044.80	0.05	62.640	0.00	0.00
1,400.00 6/28/13	EBAY INC COM CUSIP: 278642103 1042086	42,310.35	72,408.00	0.19	51.720	0.00	0.00
2,200.00 6/28/13	EMC CORP MASS COM CUSIP: 268648102 1042086	46,280.96	51,964.00	0.13	23.620	880.00	1.69
2,553.00 6/28/13	EMC CORP MASS COM CUSIP: 268648102 2000137	64,438.57	60,301.86	0.16	23.620	1,021.20	1.69
225.00 6/28/13	FACTSET RESEARCH SYSTEMS INC CUSIP: 303075105 1041264	21,126.18	22,936.50	0.06	101.940	315.00	1.37

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825.00 6/28/13	FARO TECHNOLOGIES INC CUSIP: 311642102 1041264	38,855.86	27,901.50	0.07	33.820	0.00	0.00
366.00 6/28/13	F5 NETWORKS INC CUSIP: 315616102 2000137	33,806.83	25,180.80	0.07	68.800	0.00	0.00
119.00 6/28/13	GOOGLE INC CL A CUSIP: 38259P508 2000137	73,396.88	104,764.03	0.27	880.370	0.00	0.00
575.00 6/28/13	HITTITE MICROWAVE CORP CUSIP: 43365Y104 1041264	35,059.46	33,350.00	0.09	58.000	0.00	0.00
289.00 6/28/13	IBM CORPORATION CUSIP: 459200101 2000137	57,232.83	55,230.79	0.14	191.110	1,098.20	1.99
2,400.00 6/28/13	INTEL CORP COM CUSIP: 458140100 1042086	53,059.07	58,152.00	0.15	24.230	2,160.00	3.72
634.00 6/28/13	INTUIT INC COM CUSIP: 461202103 2000137	39,683.45	38,699.36	0.10	61.040	431.12	1.12
1,800.00 6/28/13	MICROSOFT CORP CUSIP: 594918104 1042086	46,212.68	62,181.00	0.16	34.545	1,656.00	2.66
754.00 6/28/13	MICROSOFT CORP CUSIP: 594918104 2000137	23,856.64	26,046.93	0.07	34.545	693.68	2.66
1,650.00 6/28/13	NIC INCORPORATED CUSIP: 62914B100 1041264	18,159.77	27,274.50	0.07	16.530	0.00	0.00
300.00 6/28/13	NVE CORPORATION CUSIP: 629445206 1041264	17,006.67	14,046.00	0.04	46.820	0.00	0.00
850.00 6/28/13	OMNICELL INCORPORATED CUSIP: 68213N109 1041264	15,932.11	17,467.50	0.05	20.550	0.00	0.00
1,600.00 6/28/13	ORACLE CORPORATION COM CUSIP: 68389X105 1042086	51,994.29	49,136.00	0.13	30.710	768.00	1.56

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SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
2,261.00 6/28/13	ORACLE CORPORATION COM CUSIP: 68389X105 2000137	68,967.99	69,435.31	0.18	30.710	1,085.28	1.56
1,925.00 6/28/13	PROS HOLDINGS INC CUSIP: 74346Y103 1041264	28,984.92	57,653.75	0.15	29.950	0.00	0.00
1,100.00 6/28/13	SANDISK CORP COM CUSIP: 80004C101 1042086	47,783.89	67,210.00	0.17	61.100	0.00	0.00
1,375.00 6/28/13	SCITECH INC CUSIP: 80908T101 1041264	23,728.02	34,443.75	0.09	25.050	0.00	0.00
850.00 6/28/13	SOURCEFIRE INC CUSIP: 83616T108 1041264	22,004.21	47,217.50	0.12	55.550	0.00	0.00
150.00 6/28/13	SPS COMMERCE INC CUSIP: 78463M107 1041264	8,182.94	8,250.00	0.02	55.000	0.00	0.00
1,425.00 6/28/13	STAMPS.COM INC CUSIP: 852857200 1041264	34,959.12	56,130.75	0.15	39.390	0.00	0.00
475.00 6/28/13	STRATASYS LTD CUSIP: M85548101 1041264	34,679.75	39,776.50	0.10	83.740	0.00	0.00
798.00 6/28/13	TIBCO SOFTWARE INC COM CUSIP: 88632Q103 2000137	16,009.85	17,081.19	0.05	21.405	0.00	0.00
800.00 6/28/13	TYLER TECHNOLOGIES INC CUSIP: 902252105 1041264	17,218.43	54,840.00	0.14	68.550	0.00	0.00
TOTAL INFORMATION TECHNOLOGY		1,351,618.02	1,660,303.63	4.28		17,143.74	1.03
UTILITIES							
1,356.00 6/28/13	CENTERPOINT ENERGY INC CUSIP: 15189T107 2000137	31,844.93	31,852.44	0.08	23.490	1,125.48	3.53

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SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
1,000.00 6/28/13	NEXTERA ENERGY INC CUSIP: 65339F101 1042086	55,468.16	81,480.00	0.21	81.480	2,640.00	3.24
1,800.00 6/28/13	PUBLIC SVC ENTERPRISE GROUP INC CUSIP: 744573106 1042086	58,065.66	58,788.00	0.15	32.660	2,592.00	4.41
	TOTAL UTILITIES	145,378.75	172,120.44	0.44		6,357.48	3.69
	COMMON STOCK						
100.00 6/28/13	CORE LABORATORIES N V CUSIP: N22717107 1041264	9,220.11	15,166.00	0.04	151.660	128.00	0.84
	TOTAL COMMON STOCK	9,220.11	15,166.00	0.04		128.00	0.84
	MISCELLANEOUS						
1,297.00 6/28/13	XL GROUP PLC CUSIP: G98290102 2000137	27,277.47	39,325.04	0.10	30.320	726.32	1.85
	TOTAL MISCELLANEOUS	27,277.47	39,325.04	0.10		726.32	1.85
	TOTAL COMMON EQUITY SECURITIES	6,583,502.97	8,090,903.50	20.85		136,751.17	1.69
	PREFERRED EQUITY SECURITIES						
88,000.00 6/30/13	MORGAN STANLEY PFD CUSIP: 61761H772 2000134	880,000.00	934,560.00	2.41	10.620	0.00	0.00

SHARES/ PAR VALUE DATE PRICED	DESCRIPTION	COST VALUE	MARKET VALUE	% OF MARKET	MARKET PRICE	EST. ANNUAL INCOME	MARKET YIELD
	TOTAL PREFERRED EQUITY SECURITIES	880,000.00	934,560.00	2.41		0.00	0.00
	DOMESTIC EQUITY MUTUAL FUNDS						
210,312.25 6/28/13	PIMCO COMMODITY RR STRATEGY FD -D CUSIP: 722005550 2000134	1,473,333.87	1,148,304.86	2.96	5.460	17,556.87	1.53
21,132.88 6/30/13	SPRUCROVE US GROUP TRUST CUSIP: 2309373Y8 910112150	392,116.59	1,108,514.65	2.86	52.454	0.00	0.00
48,470.44 6/28/13	VANGUARD INSTITUTIONAL INDEX CL I CUSIP: 922040100 910112127	4,882,458.75	7,129,032.90	18.37	147.080	149,240.50	2.09
77,841.20 6/28/13	VANGUARD S/C VALUE INDEX-INS CUSIP: 922908785 2000134	1,500,000.00	1,566,165.02	4.04	20.120	35,651.27	2.28
	TOTAL DOMESTIC EQUITY MUTUAL FUNDS	8,247,909.21	10,952,017.43	28.22		202,448.63	1.85
	INTERNATIONAL FUNDS						
65,215.17 6/28/13	ARTISAN INTERNATIONAL FUND CL-INV CUSIP: 04314H204 2000134	1,376,240.44	1,699,507.41	4.38	26.060	17,934.17	1.06
46,780.33 6/28/13	DODGE AND COX INTERNATIONAL STOCK FD CUSIP: 256206103 2000134	1,511,317.82	1,707,949.96	4.40	36.510	34,944.91	2.05

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	TOTAL INTERNATIONAL FUNDS	2,887,558.26	3,407,457.37	8.78		52,879.08	1.55
	TOTAL EQUITIES	18,598,970.44	23,384,938.30	60.27		392,078.89	1.68
	TOTAL INVESTMENT PORTFOLIO	33,393,047.16	38,804,009.66	100.00		787,224.10	2.03
	Due from Broker:	(5,448)	(5,448)				
		33,387,599	38,798,562				

Retirement Plan for Non-Bargaining Unit Employees of the Altoona Regional Health System

EIN 23-1352155 PN 001

Schedule H, Line 4j – Schedule of Reportable Transactions

Year Ended June 30, 2013

Identity	Description	Total Number of Purchases	Total Number of Sales	Purchase Price	Selling Price	Net Gain or (Loss)
Category (i) – Single Transaction in Excess of 5% of Plan Assets						
Vanguard	Vanguard Short-Term Inv Grd CL Adml	\$ 1	\$ -	\$ 6,800,000	\$ -	\$ -
Wilmington Trust	U.S. Treasury Money Market Fund Select Shares	1	-	9,597,960	-	-
Wilmington Trust	U.S. Treasury Money Market Fund Select Shares	-	1	-	6,638,277	-
Wilmington Trust	U.S. Treasury Money Market Fund Select Shares	1	-	6,800,000	-	-
Wilmington Trust	U.S. Treasury Money Market Fund Select Shares	-	1	-	6,800,000	-
Category (iii) – Series of Transactions in Excess of 5% of Plan Assets						
Vanguard	Vanguard Short-Term Inv Grd CL Adml	2	2	\$ 8,800,000 -	\$ - 5,100,000	\$ - 30,194
M&T Bank	U.S. Treasury Money Market Select Shares	619	407	56,113,511 -	- 57,924,311	- -

There were no (ii) or (iv) reportable transactions during the year.