Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2012 or fiscal plan year beginning 10/01/2012 and ending 09/30/2013

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
THE RETIREMENT PLAN OF RETIREMENT SYSTEM GROUP INC. IN RSI RETIREMENT TRUST

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 05/01/1941

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

PENTEGRA RETIREMENT SERVICES, INC.

108 CORPORATE PARK DRIVE
WHITE PLAINS, NY 10604

2b Employer Identification Number (EIN)
13-3745616

2c Sponsor's telephone number
914-694-1300

2d Business code (see instructions)
523900

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.	06/18/2014	SUZANNE CHOULJIAN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	06/20/2014	COLLEEN ZANICCHI
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address

PENTEGRA RETIREMENT SERVICES, INC.

108 CORPORATE PARK DRIVE
WHITE PLAINS, NY 10604

3b Administrator's EIN: 13-3745616

3c Administrator's telephone number: 914-694-1300

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	114
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	13
b	Retired or separated participants receiving benefits	**6b**	28
c	Other retired or separated participants entitled to future benefits	**6c**	73
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	114
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	114
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
1A 1G 1I

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

- **(1)** ☒ **H** (Financial Information)
- **(2)** ☐ **I** (Financial Information – Small Plan)
- **(3)** ☐ 0 **A** (Insurance Information)
- **(4)** ☒ **C** (Service Provider Information)
- **(5)** ☒ **D** (DFE/Participating Plan Information)
- **(6)** ☐ **G** (Financial Transaction Schedules)

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 10/01/2012 and ending 09/30/2013

▶ **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
THE RETIREMENT PLAN OF RETIREMENT SYSTEM GROUP INC. IN RSI RETIREMENT TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
PENTEGRA RETIREMENT SERVICES, INC.

D Employer Identification Number (EIN)
13-3745616

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [X] 101-500 [ ] More than 500

Part I Basic Information

1	Enter the valuation date: Month 10 Day 01 Year 2012			
2	Assets:			
	a Market value	2a		4849986
	b Actuarial value	2b		4728998
3	Funding target/participant count breakdown:		(1) Number of participants	(2) Funding Target
	a For retired participants and beneficiaries receiving payment	3a	28	3433444
	b For terminated vested participants	3b	73	2204342
	c For active participants:			
	(1) Non-vested benefits	3c(1)		0
	(2) Vested benefits	3c(2)		684138
	(3) Total active	3c(3)	13	684138
	d Total	3d	114	6321924
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		7.01 %
6	Target normal cost	6		68942

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 — Date: 04/03/2014

MICHAEL J. WOOD, EA, ASA — Type or print name of actuary

14-05252 — Most recent enrollment number

PENTEGRA SERVICES, INC. — Firm name

914-821-9413 — Telephone number (including area code)

108 CORPORATE PARK DRIVE
WHITE PLAINS, NY 10604-3805

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 [ ]

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)	14485	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)		
9	Amount remaining (line 7 minus line 8)	14485	0
10	Interest on line 9 using prior year's actual return of 13.84%	2005	0
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		186
	b Interest on (a) using prior year's effective interest rate of 5.65% except as otherwise provided (see instructions)		11
	c Total available at beginning of current plan year to add to prefunding balance		197
	d Portion of (c) to be added to prefunding balance		
12	Other reductions in balances due to elections or deemed elections		
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	16490	0

Part III Funding Percentages

14	Funding target attainment percentage	14	74.54 %
15	Adjusted funding target attainment percentage	15	74.54 %
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	59.11 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
01/02/2013	166375	0			
05/02/2013	83145	0			
06/18/2013	165511	0			
09/25/2013	164664	0			
			Totals ► 18(b)	579695	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	555041

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [ ] Yes [X] 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:	2nd segment:	3rd segment:	
5.54%	6.85%	7.52 %	☐ N/A, full yield curve used

b Applicable month (enter code)	**21b**	4
22 Weighted average retirement age	**22**	62

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**	68942
b Excess assets, if applicable, but not greater than line 31a	**31b**	0

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	1609416	485544
b Waiver amortization installment	0	0

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**	554486

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement			

36 Additional cash requirement (line 34 minus line 35)	**36**	554486
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	**37**	555041

38 Present value of excess contributions for current year (see instructions)

a Total (excess, if any, of line 37 over line 36)	**38a**	555
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	**38b**	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	**39**	0
40 Unpaid minimum required contributions for all years	**40**	0

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

41 If an election was made to use PRA 2010 funding relief for this plan:

a Schedule elected ☐ 2 plus 7 years ☐ 15 years

b Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011

42 Amount of acceleration adjustment	**42**	
43 Excess installment acceleration amount to be carried over to future plan years	**43**	

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

For calendar plan year 2012 or fiscal plan year beginning 10/01/2012 and ending 09/30/2013

A Name of plan
THE RETIREMENT PLAN OF RETIREMENT SYSTEM GROUP INC. IN RSI RETIREMENT TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
PENTEGRA RETIREMENT SERVICES, INC.

D Employer Identification Number (EIN)
13-3745616

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

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

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

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

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

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

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

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

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

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

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

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

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

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

RSI RETIREMENT TRUST

11-1805969

(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?
21	TRUSTEE	0	Yes [X] No [ ]	Yes [X] No [ ]	40708	Yes [X] No [ ]

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

PENTEGRA SERVICES, INC.

13-3745616

(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	ACTUARIAL	16072	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

PENTEGRA TRUST COMPANY

13-4021417

(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?
27	INVESTMENT ADVISORY	0	Yes [X] No [ ]	Yes [X] No [ ]	3540	Yes [X] No [ ]

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(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 D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 10/01/2012 and ending 09/30/2013

A Name of plan
THE RETIREMENT PLAN OF RETIREMENT SYSTEM GROUP INC. IN RSI RETIREMENT TRUST

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
PENTEGRA RETIREMENT SERVICES, INC.

D Employer Identification Number (EIN)
13-3745616

Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)

(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: 20-PLUS TREASURY BOND FUND E

b Name of sponsor of entity listed in (a): BLACKROCK

c EIN-PN 83-0511929-001 | **d** Entity code C | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 530936

a Name of MTIA, CCT, PSA, or 103-12 IE: EQUITY INDEX FUND E

b Name of sponsor of entity listed in (a): BLACKROCK

c EIN-PN 94-3138576-001 | **d** Entity code C | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 481596

a Name of MTIA, CCT, PSA, or 103-12 IE: US DEBT INDEX FUND E

b Name of sponsor of entity listed in (a): BLACKROCK

c EIN-PN 94-3149397-001 | **d** Entity code C | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 290981

a Name of MTIA, CCT, PSA, or 103-12 IE: LONG TERM CREDIT BOND INDEX FUND E

b Name of sponsor of entity listed in (a): BLACKROCK

c EIN-PN 27-0603616-001 | **d** Entity code C | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 536714

a Name of MTIA, CCT, PSA, or 103-12 IE: VALUE EQUITY COLLECTIVE FUND

b Name of sponsor of entity listed in (a): DEPRINCE, RACE & ZOLLO MASTER TRUST

c EIN-PN 26-3175842-027 | **d** Entity code C | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 244376

a Name of MTIA, CCT, PSA, or 103-12 IE: LARGE CAP GROWTH EQUITY COLLECTIVE

b Name of sponsor of entity listed in (a): UBS

c EIN-PN 36-3762086-055 | **d** Entity code C | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: INTERNATIONAL EQUITY GROUP TRUST

b Name of sponsor of entity listed in (a): ARTIO

c EIN-PN 20-4663328-004 | **d** Entity code C | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

Part II Information on Participating Plans (to be completed by DFEs)

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

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 10/01/2012 and ending 09/30/2013

A Name of plan
THE RETIREMENT PLAN OF RETIREMENT SYSTEM GROUP INC. IN RSI RETIREMENT TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
PENTEGRA RETIREMENT SERVICES, INC.

D Employer Identification Number (EIN)
13-3745616

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	218749	0
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)	3644278	2084603
(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)	986959	3227596
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(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	4849986	5312199
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	4849986	5312199

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)	579695	
	(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)		579695
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)		
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		0
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	43300	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		43300
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		61907
(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)		355968
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		1040870
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	487941	
(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)		487941
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	16072	
(3) Investment advisory and management fees	2i(3)	44248	
(4) Other	2i(4)	30396	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		90716
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		578657
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		462213
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

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

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

(1) Name: PARENTEBEARD, LLC **(2)** EIN: 23-2932984

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

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

Part IV Compliance Questions

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

During the plan year:

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

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		600000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j	X		
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m			
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 10/01/2012 and ending 09/30/2013

A Name of plan
THE RETIREMENT PLAN OF RETIREMENT SYSTEM GROUP INC. IN RSI RETIREMENT TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
PENTEGRA RETIREMENT SERVICES, INC.

D Employer Identification Number (EIN)
13-3745616

Part I Distributions

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

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

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

EIN(s): 11-1805969

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** 0

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

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

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

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

The Retirement Plan of Retirement System Group Inc. in RSI Retirement Trust

Financial Statements and
Supplementary Information

September 30, 2013 and 2012

The Retirement Plan of Retirement System Group Inc. in RSI Retirement Trust

Table of Contents
September 30, 2013 and 2012

	Page
Independent Auditors' Report	1
Financial Statements	
Statement of Net Assets Available for Benefits	3
Statement of Changes in Net Assets Available for Benefits	4
Notes to Financial Statements	5
Supplementary Information	
Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year)	16
Schedule H, Line 4(j) - Schedule of Reportable Transactions	17

ParenteBeard

Independent Auditors' Report

Board of Directors
The Retirement Plan of Retirement System Group Inc. in RSI Retirement Trust

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of The Retirement Plan of Retirement System Group Inc. in RSI Retirement Trust ("the Plan"), which comprise the statement of net assets available for benefits as of September 30, 2013 and 2012, and the related statement of changes in net assets available for benefits for the years ended September 30, 2013 and 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") 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 10, which was certified by Pentegra 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 a certification from the trustee as of September 30, 2013 and 2012 and for the years ended September 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.

Other Matter

The supplemental schedules, (1) Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year) and (2) Schedule H, Line 4(j) - Schedule of Reportable Transactions, as of or for the year ended September 30, 2013, are required by the DOL's Rules and Regulations for Reporting and Disclosures 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 DOL's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Clark, New Jersey
June 17, 2014

The Retirement Plan of Retirement System Group Inc. in RSI Retirement Trust

Statement of Net Assets Available for Benefits
September 30, 2013 and 2012

	2013	2012
Assets		
Investments, at fair value:		
Common collective trust funds	$ 2,084,603	$ 3,644,278
Mutual funds	3,227,596	986,959
Total investments	5,312,199	4,631,237
Employer contribution receivable	-	218,749
Total assets	5,312,199	4,849,986
Liabilities		
Audit fees payable	15,000	14,500
Net assets available for benefits	$ 5,297,199	$ 4,835,486

See notes to financial statements

The Retirement Plan of Retirement System Group Inc. in RSI Retirement Trust

Statement of Changes in Net Assets Available for Benefits
Years Ended September 30, 2013 and 2012

	2013	2012
Additions in Net Assets Attributed to		
Investment income:		
Net appreciation in fair value of investments	$ 369,785	$ 461,370
Interest and dividends	91,390	100,910
Net investment income	461,175	562,280
Employer contributions	579,695	691,809
Total additions	1,040,870	1,254,089
Deductions from Net Assets Attributed to		
Benefits paid to participants	487,941	488,977
Administrative expenses	91,216	114,669
Total deductions	579,157	603,646
Net increase in net assets available for benefits	461,713	650,443
Net Assets Available for Benefits		
Beginning of year	4,835,486	4,185,043
End of year	$ 5,297,199	$ 4,835,486

See notes to financial statements

1. Employer Company

Retirement System Group, Inc. and its subsidiaries were operated as a wholly owned subsidiary of RS Group Holdings, Inc. The subsidiaries were: Retirement System Consultants, Inc., Retirement System Investors, Inc., Retirement System Distributors, Inc., RS Group Trust Co. and RSG Insurance Agency, Inc. All employees of Retirement System Group, Inc. and its subsidiaries (collectively, the "RS Group") were eligible to participate in the Plan.

In August 2008, Pentegra Retirement Services (the "Employer Company") acquired Retirement Systems Group, Inc. Pentegra now acts as the plan sponsor and Employer Company of the RS Group.

2. Description of the Plan

The following brief description of the Retirement Plan of Retirement System Group, Inc. in RSI Retirement Trust, (the "Plan") is provided for general information purposes only. Participants should refer to the Plan Agreement, copies of which are available to plan participants, for more complete information.

The Plan is a defined benefit plan, which covers substantially all employees of the RS Group, and provides for retirement benefits. The Plan is subject to the provisions of the Employee Retirement Income Securities Act of 1974 (“ERISA”). The Employer Company contributes amounts needed to provide assets sufficient to meet the benefits to be paid to plan participants.

The Plan has evaluated subsequent events for recognition or disclosure through June 17, 2014, the date that the financial statements were available to be issued.

Benefit Curtailment

Upon the recommendation of management, the RS Group froze plan benefit accruals and plan participation effective March 31, 2003 ("Plan Freeze Date"). On January 29, 2003 an amendment to the Plan was adopted to provide that effective as of the Plan Freeze Date: (i) there will be no new enrollments in the Plan and (ii) there will be no further benefit accruals under the Plan.

Eligibility

All salaried employees of the RS Group who had attained the age of 21 and completed one year of service prior to the Plan Freeze Date, were eligible to participate in the Plan. The Plan defined a year of service as a computation period in which 1,000 hours of service are completed.

Retirement Dates and Benefits

Normal Retirement

A participant in the Plan prior to October 1, 1988, will be eligible to retire at age 65. Participants in the Plan on or after October 1, 1988, are eligible to retire at the later of age 65 or five years of participation.

Benefits are calculated based on 2% of average annual earnings, as defined, multiplied by the number of years and any fraction thereof of credited service prior to July 1, 1985, plus 1-2/3% of the participant's average annual earnings multiplied by the credited service subsequent to July 1, 1985, reduced by 1-2/3% of the participant's annual primary social security benefits multiplied by the credited service subsequent to September 30, 1976, up to a maximum of 30 years.

The maximum benefit provided is 60% of average annual earnings, as defined. The normal form of this benefit is a single life annuity.

Early Retirement

The Plan permits early retirement with five consecutive years of credited service and age 60 or if the sum of attained age and vested service, as defined, equals or exceeds 75 years (“Rule of 75”).

If the participant's termination of service occurs on or after the attainment of age 62 and the completion of 20 or more years of vested service, the annual benefit shall be an unreduced normal retirement benefit accrued to the date of termination.

If the participant's termination of service occurs prior to the attainment of age 62 but after the completion of 20 or more years of vested service, the annual benefit shall be the normal retirement benefit accrued to the date of termination, reduced by the lesser of 0.4166% for each calendar month benefit payments commence prior to age 62 or the actuarial equivalent of the early retirement benefit that would have been payable if deferred to the normal retirement date.

In all other cases, the annual benefit shall be the normal retirement benefit accrued to date of termination of service, reduced by 0.4166% for each month benefit payments commence prior to normal retirement date, or if the reduction is less, actuarially for commencement of benefits prior to normal retirement date.

The maximum benefit provided is 2% of average annual earnings times credited years of service (maximum of 30 years).

Vested Retirement

Participants are fully vested after five years of vested service, as defined, excluding any service prior to the attainment of age 18. All participants in the Plan are fully vested.

Benefits are determined under the same formula as the normal retirement benefit accrued to date of termination of service, reduced actuarially for commencement of benefits prior to normal retirement date. Benefit payments can commence when the participant would have been eligible for an early retirement benefit.

Disability Retirement

There is no disability retirement provision; however, a participant who is eligible for the Employer Company's long-term disability plan and has completed 10 years of vested service may continue to accrue vested and credited service based on the last rate of pay until normal retirement date, early recovery or death.

Pre-Retirement Death

A participant at date of death while in active service, having an eligible surviving spouse or minor children, and having either attained age 60, met the Rule of 75, or met the eligibility requirements for a vested retirement benefit, will be eligible for pre-retirement death benefits.

The benefit is determined under the same formula as the normal retirement benefit, early or vested retirement benefit, assuming the participant terminated employment at the date of death and elected a 100% Joint and Survivor Benefit. A monthly pre-retirement survivor annuity is paid to and for the life of the surviving spouse or, if there is no surviving spouse or if the surviving spouse subsequently dies, to the eligible children until the youngest child attains age 21.

Contributions

Contributions to the plan are paid by the Employer Company.

3. Summary of Significant Accounting Policies

Basis of Accounting

The 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 plan management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits at the date of financial statements. Actual results could differ from those estimates.

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for a discussion of fair value measurements.

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

Investment Fees

Net investment returns reflect certain fees paid by the investment funds to their affiliated investment advisors, transfer agents, and others as further described in each fund prospectus or other published documents. These fees are deducted prior to allocation of the Plan's investment earnings activity and thus are not separately identifiable as an expense.

The RSI Retirement Trust terminated the public offering of units of beneficial interest in its investment funds and began offering the investment funds on a private placement basis. The Plan is assessed a monthly fee for advisory and related expenses based on a percentage of these investment fund balances which is included in administrative expenses.

Administrative Expenses

All expenses of administering the Plan, including auditing, actuarial and trustee fees, are paid by the Plan unless paid directly by the Employer Company, at its option.

Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those 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) Beneficiaries of employees who have died.

c) Present employees or their beneficiaries.

The actuarial present value of accumulated plan benefits is determined by the consulting actuary and is that 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.

Benefits under the Plan are based on employees' compensation during their last three years of credited service. The accumulated plan benefits for active employees are based on the highest 36 month average of the final 120 months ending on the date as of which the benefit information is presented ("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.

The Plan's benefit accruals were frozen as of March 31, 2003.

The significant actuarial assumptions used in the valuation as of October 1, 2012 and 2011 were:

Actuarial valuation method	Traditional Unit Credit Method
Effective interest rate	The per annum discount rate was 7.01% for 2012 and 5.65% for 2011
Mortality basis	2012 and 2011 Combined male and female static mortality tables per IRS regulation 1.430 (h)(3)-1(e)
Social Security Increase Rates:	
Wage base	4% per annum
Cost of living adjustment	3% per annum

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.

The actuarial present value of accumulated plan benefits as of October 1, 2012 and 2011 is as follows:

	2012	2011
Vested benefits:		
Retirees and beneficiaries	$ 3,186,532	$ 3,310,381
Other participants	2,575,142	2,458,642
Total vested benefits	5,761,674	5,769,023
Nonvested benefits	-	-
Total actuarial present value of accumulated plan benefits	$ 5,761,674	$ 5,769,023

For the year ended October 1, 2012, the actuarial present value of accumulated plan benefits changed as follows:

	2012
Actuarial present value of accumulated plan benefits - beginning	$ 5,769,023
Increase (decrease) during the year attributable to:	
Benefits accrued	8,902
Benefits paid	(488,977)
Change in actuarial assumptions	30,763
Decrease in discount period	441,963
Actuarial present value of accumulated plan benefits - ending	$ 5,761,674

The assumed rate of interest used to value the present value of accumulated plan benefits changed from 5.65% to 7.01% resulting in an increase of $30,763 in actuarial present value of accumulated benefits for the year ended October 1, 2012.

4. Fair Value Measurements

The Plan measures its investments at fair value on a recurring basis in accordance with accounting principles generally accepted in the United States of America. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The framework that the authoritative guidance establishes for measuring fair value includes a hierarchy used to classify the inputs used in measuring fair value. The hierarchy prioritizes the inputs used in determining valuations into three levels. The level in the fair value hierarchy within which the fair value measurement falls is determined based on the lowest level input that is significant to the fair value measurement. The levels of the fair value hierarchy are as follows:

Level 1 - Fair value is based on unadjusted quoted prices in active markets that are accessible to the Plan for identical assets. These generally provide the most reliable evidence and are used to measure fair value whenever available.

Level 2 - Fair value is based on significant inputs, other than Level 1 inputs, that are observable either directly or indirectly for substantially the full term of the asset through corroboration with observable market data. Level 2 inputs include quoted market prices in active markets for similar assets or liabilities, quoted market prices in inactive markets for identical or similar assets, and other observable inputs.

Level 3 - Fair value would be based on significant unobservable inputs. Examples of valuation methodologies that would result in Level 3 classification include option pricing models, discounted cash flows, and similar techniques.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in methodologies used at September 30, 2013 and 2012.

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

The collective trust funds are valued based upon the units of the collective trust funds held by the Plan at year end, times the respective unit value. The unit value of the collective trust funds is based upon significant observable inputs, however it is not based upon quoted market prices in an active market. The investment has no unfunded commitments or significant redemption restrictions.

The preceding methods may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan's management believes the valuation methodologies are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain investments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets measured at fair value as of September 30, 2013 and 2012:

	Assets at Fair Value as of September 30, 2013			
	Level 1	**Level 2**	**Level 3**	**Total**
Common collective trust funds:				
Fixed income	$ -	$ 1,358,631	$ -	$ 1,358,631
U.S. equity	-	725,972	-	725,972
Mutual funds:				
U.S. equity	1,637,059	-	-	1,637,059
Fixed income	1,116,572	-	-	1,116,572
Non-U.S. equity	473,965	-	-	473,965
Total	$ 3,227,596	$ 2,084,603	$ -	$ 5,312,199

	Assets at Fair Value as of September 30, 2012			
Common collective trust funds:				
Fixed income	$ -	$ 2,444,111	$ -	$ 2,444,111
U.S. equity	-	826,927	-	826,927
Non-U.S. equity	-	373,240	-	373,240
Mutual funds:				
U.S. equity	986,959	-	-	986,959
Total	$ 986,959	$ 3,644,278	$ -	$ 4,631,237

Common Collective Trust Funds

Artio International Equity Group Trust Fund - invests in equity securities of issuers located in international markets, with at least 35% in emerging markets and 65% in no fewer than three different countries outside of the United States.

BlackRock BGI Equity Index Fund - invests at least 90% in common stocks and equity-based securities.

DRZ Value Equity Collective Fund - primarily invests in selected securities from Russell 1000 Value Index.

BlackRock BGI U.S. Debt Index Fund E - invests in U.S. Government and Corporate debt securities.

UBS U.S. Large Cap growth Equity Collective Fund - invests at least 90% in U.S. common stocks and equity-based securities.

BlackRock Credit Bond Index Fund E - primarily invests in debt securities with the objective of approximating as closely as practicable the total rate of return of the Barclays U.S. Credit Bond Index.

BlackRock 20+ Treasury Fund E - primarily invests in a portfolio of debt securities with the objective of approximating as closely as practicable the returns of the long-term sector of the United States fixed income market as defined by the Barclays 20+ Treasury Bond Index.

5. Funding Policy

The Employer Company's funding policy is to make annual contributions to the Plan as determined by the Plan's actuary in amounts necessary to provide the Plan with assets sufficient to fund participants' benefits by the time they retire. The Plan met the minimum funding requirements established of ERISA for 2013 and 2012.

Although it has not expressed any intention to do so, the Employer Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject of the provisions set forth in ERISA.

6. 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 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 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"), (a U.S. governmental agency), up to the applicable limitations as discussed below.

c) All other vested benefits, that is, vested benefits not insured by the PBGC.

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, a statutory ceiling exists, 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 Employer Company and the level of benefits guaranteed by the PBGC.

7. Investments

The following table presents investments that represent 5% or more of the Plan's net assets available for benefits at September 30, 2013 and 2012:

	2013	2012
Batterymarch US Small Cap Equity Institutional	$ 565,686	$ 418,785
BlackRock Long-Term Credit Bond Index Fund E	536,714	-
Vanguard Long-Term Bond Index Institutional	533,697	-
BlackRock 20 + Treasury Fund E	530,936	-
BlackRock BGI Equity Index Fund E	481,596	385,493
LSV Conservative Value Equity Fund	427,455	322,104
T. Rowe Price Institutional Large Cap Growth	340,084	-
J.P. Morgan Large Cap Growth Fund R6	303,834	246,070
Dodge and Cox Income Fund	293,230	-
BlackRock BGI U.S. Debt Index Fund E	290,981	-
PIMCO Total Return Institutional	289,645	-
Barclays Global Investments US Debt Index Fund	-	2,444,111
Artio International Equity Group Trust Fund	-	373,240
UBS US Large Cap Growth Equity Fund	-	259,018

The following schedule reconciles the net appreciation in fair value of investments as certified by the trustee to the financial statements:

	2013	2012
Net appreciation in fair value of investments as certified by the Trustee	$ 417,876	$ 555,553
Reclassification of dividend and interest income	(48,091)	(94,183)
Net appreciation in fair value of investments as presented in the financial statements	$ 369,785	$ 461,370

In 2013 and 2012, the Plan's investments (including gains and losses on investments sold as well as held during the year), appreciated in value as follows:

	2013	2012
Common collective trust funds	$ 48,935	$ 308,650
Mutual funds	320,850	152,720
Net appreciation in fair value of investments	$ 369,785	$ 461,370

8. Related Party Transactions

The Plan's investments in RSI Retirement Trust are administered by Pentegra Trust Company, the trustee of the Plan. Contributions are held and managed by the Pentegra Trust Company, who invests cash received, interest, and dividend income and makes distributions to participants. These transactions qualify as party-in-interest transactions. Administrative expenses totaling $16,072 and $31,119 were paid to Pentegra Trust Company by the Plan for the years ended September 30, 2013 and 2012, respectively.

During 2013 and 2012, the Plan was also charged $44,248 and $44,727, respectively, for advisory and other services provided to the RSI Trust investment funds.

The Plan's actuary is Pentegra Retirement Services which provides various administrative, reporting and actuarial services to the Plan.

Certain administrative functions of the Plan are performed by officers or employees of the Employer Company. No such officer or employee receives compensation from the Plan.

9. Tax Status

The Internal Revenue Service ("IRS") has determined and informed the Employer Company by a letter dated July, 24, 2012 that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code ("IRC") and, therefore, is not subject to tax under present income tax laws.

Accounting principles generally accepted in the United States of America require management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan and had concluded that as of September 30, 2013, there are no uncertain positions taken, or expected to be taken, that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

10. Information Certified by Trustee

The plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA for 2013 and 2012. Accordingly, Pentegra Trust Company, the trustee of the Plan, has certified to the completeness and accuracy of all investments reported in the accompanying Statement of Net Assets Available for Benefits as of September 30, 2013 and 2012, the supplemental Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year) as of September 30, 2013, the related investment activity reported in the Statement of Changes in Net Assets Available for Benefits for the years ended September 30, 2013 and 2012, and the supplemental Schedule H, Line 4(j) - Schedule of Reportable Transactions for the year ended September 30, 2013.

11. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits on the financial statements to Form 5500 at September 30, 2013 and 2012:

	2013	2012
Net assets as presented in the financial statements	$ 5,297,199	$ 4,835,486
Audit fees payable	15,000	14,500
Net assets as reported on Form 5500	$ 5,312,199	$ 4,849,986

The following is a reconciliation of total administrative expenses on the financial statements to Form 5500 for the year ended September 30, 2013:

Total administrative expenses on the financial statements	$ 91,216
Increase in audit fees payable	(500)
Total administrative expenses on Form 5500	$ 90,716

12. Risks and Uncertainties

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, employee compensation and demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions 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.

In addition the Plan holds investments in mutual funds and common collective trust funds. Such investments are subject to various risks, such as interest rate, credit, and market risks. Due to the level of risk associated with the investments, it is reasonably possible that changes in the values of the investments will occur in the near term and that such changes could materially affect the amounts reported in the Statement of Net Assets Available for Benefits.

The Retirement Plan of Retirement System Group Inc. in RSI Retirement Trust

Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year)
EIN: 13-3745616 Plan Number: 001
September 30, 2013

(a)	Identity of Issue (b)	Description of Investment (c)	Cost (d)	Current Value (e)
	Common Collective Trusts:			
	DePrince, Race & Zollo Master Trust	Value Equity Collective Trust	$ 152,443	$ 244,376
	BlackRock	BGI U.S. Debt Index Fund E	294,683	290,981
	BlackRock	BGI Equity Index Fund E	290,968	481,596
	BlackRock	20+ Treasury Fund E	549,305	530,936
	BlackRock	Long-Term Credit Bond Index Fund E	549,504	536,714
		Total common collective trusts	1,836,903	2,084,603
	Mutual Funds:			
	Harding Loevner	International Equity Institutional	201,621	226,554
	Dodge & Cox	International Stock	205,390	247,411
	PIMCO	Total Return Institutional	301,061	289,645
	Dodge & Cox	Income Fund	301,864	293,230
	JPMorgan	Large Cap Growth Fund R6	266,659	303,834
	T.Rowe Price	Institutional Large Cap Growth	304,956	340,084
	LSV	Conservative Value Equity Fund	328,750	427,455
	Vanguard	Long-Term Bond Index Institutional	548,215	533,697
	LeggMason Batterymarch	US Small Cap Equity Institutional	362,808	565,686
		Total mutual funds	2,821,324	3,227,596
		Total investments	$ 4,658,227	$ 5,312,199

The Retirement Plan of Retirement System Group Inc. in RSI Retirement Trust

Schedule H, Line 4(j) - Schedule of Reportable Transactions
EIN: 13-3745616 Plan Number: 001
Year Ended September 30, 2013

Identity of Party (a)	Description of Asset (b)	Purchase Price (c)	Selling Price (d)	Lease Rental (e)	Expenses (f)	Cost (g)	Current Value (h)	Net Gain (Loss) (i)
Single transactions								
Artio	International Equity Group Trust	$ -	$ 379,930	$ -	$ -	$ 351,824	$ 379,930	$ 28,106
Series transactions								
BlackRock	20+ Treasury Fund E	$ 566,740	$ -	$ -	$ -	$ 566,740	$ 566,740	$ -
BlackRock	BGI U.S. Debt Index Fund E	239,519	-	-	-	239,519	239,519	-
BlackRock	Long Term Credit Bond Index Fund E	566,877	-	-	-	566,877	566,877	-
Dodge & Cox	Income Fund	750,101	-	-	-	750,101	750,101	-
PIMCO	Total Return Fund-Institutional	749,855	-	-	-	749,855	749,855	-
T. Rowe Price	Institutional Large Cap Growth	318,571	-	-	-	318,571	318,571	-
Vanguard	Long-Term Bond Index Fund	269,467	-	-	-	269,467	269,467	-
Vanguard	Long-Term Bond Index Fund Institutional	554,307	-	-	-	554,307	554,307	-
BlackRock	BGI U.S. Debt Index Fund E	-	2,396,262	-	-	1,985,757	2,396,262	410,505
Dodge & Cox	Income Fund	-	443,688	-	-	454,394	443,688	(10,706)
PIMCO	Total Return Fund-Institutional	-	436,762	-	-	454,965	436,762	(18,203)
UBS	U.S. Large Cap Growth Equity Collective Fund	-	319,159	-	-	282,384	319,159	36,775
Vanguard	Long-Term Bond Index Fund	-	263,083	-	-	271,880	263,083	(8,797)

The Retirement Plan of Retirement System Group

Actuarial Valuation at 10/1/2012 for Plan Year 10/1/2012 to 9/30/2013

2012 Form 5500 Schedule SB, line 26 - Schedule of Active Participant Data
(EIN: 13-3745616/PN: 001)

	Years of Credited Service																					
	< 1		1-4		5-9		10-14		15-19		20-24		25-29		30-34		35-39		40+			
Age	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.		
< 25	0		0		0		0		0		0		0		0		0		0			
25-29	0		0		0		0		0		0		0		0		0		0			
30-34	0		0		0		0		0		0		0		0		0		0			
35-39	0		0		0		5		0		0		0		0		0		0			
40-44	0		0		0		0		0		0		0		0		0		0			
45-49	0		0		0		1		2		0		0		0		0		0			
50-54	0		0		0		1		1		0		0		0		0		0			
55-59	0		0		0		0		0		2		0		0		0		0			
60-64	0		0		0		0		0		0		0		0		0		0			
65-69	0		0		0		0		0		0		1		0		0		0			
> 69	0		0		0		0		0		0		0		0		0		0			
Total	0		0		0		7		3		2		1		0		0		0			

Grand Total: 13

PENTEGRA RETIREMENT SERVICES

The Retirement Plan of Retirement System Group

Actuarial Valuation at 10/1/2012 for Plan Year 10/1/2012 to 9/30/2013

2012 Form 5500 Schedule SB, Part V - Statement of Actuarial Assumptions/Methods (EIN: 13-3745616/PN: 001)

Actuarial Cost Method

Liabilities shown in this report are computed in accordance with the Pension Protection Act of 2006 and subsequent guidance issued by the Internal Revenue Service. The target normal cost is the present value of all benefits that have accrued or have been earned (or that are expected to accrue or to be earned) under the plan during the plan year. The benefits that have been accrued or have been earned (or that are expected to accrue or to be earned) under a plan during a plan year include any increase in benefits during the plan year that is a result of any actual or projected increase in compensation during the current plan year, even if that increase in benefits is with respect to benefits attributable to services performed in a preceding plan year. The funding target of the plan for the plan year is the present value of all benefits that have been accrued or earned under the plan as of the first day of the plan year.

The benefits taken into account in determining the funding target and target normal cost are all benefits earned or accrued under the plan, including retirement-type and ancillary benefits. The determination of the funding target and target normal cost is based on plan provisions that are adopted no later than the valuation date for the plan year and that become effective during that plan year.

Assets	Two-year smoothed value of plan assets determined in accordance with IRS Notice 2009-22.
Three-Segment Interest Rates	Years: 1-5, 6-20, 21+ — Percent: 5.54%, 6.85%, 7.52%
Effective Interest Rate	7.01%
Compensation Increases	None
Mortality	2012 Combined male and female static mortality tables for non-annuitants and annuitants as published in IRS final regulation 1.430(h)(3)-1(e).

PENTEGRA RETIREMENT SERVICES

The Retirement Plan of Retirement System Group

Actuarial Valuation at 10/1/2012 for Plan Year 10/1/2012 to 9/30/2013

2012 Form 5500 Schedule SB, Part V - Statement of Actuarial Assumptions/Methods (EIN: 13-3745616/PN: 001)

Termination Rates

Heavy termination rates have been assumed. Illustrative rates assumed at various representative ages are as follows:

Age	Years of Service (Male and Female %)					
	0-1	1-2	2-3	3-4	4-5	5 or more
25	47.40	47.40	41.47	35.56	29.63	23.70
30	35.40	35.40	30.97	26.56	22.13	17.70
35	25.20	25.20	22.06	18.90	15.76	12.60
40	21.60	21.60	18.90	16.20	13.50	10.80
45	15.60	15.60	13.66	11.70	9.76	7.80
50	9.60	9.60	8.40	7.20	6.00	4.80
55	8.40	8.40	7.36	6.30	5.26	4.20
60	7.20	7.20	6.30	5.40	4.50	3.60

Retirement Rates

Representative rates, based on the medium retirement table, are as follows:

Age	Male and Female %
55	4.00
60	8.00
62	15.00
64	30.00

Disability

None

Marriage

It is assumed that 80% of active participants are married, with males three years older than their spouses.

Social Security Increase Rates

Wage Base: 4.00% per annum.

Cost-of-living Adj.: 3.00% per annum.

Expenses

Administrative-related expenses paid from the plan during the previous year are added to the target normal cost.

The Retirement Plan of Retirement System Group

Actuarial Valuation at 10/1/2012 for Plan Year 10/1/2012 to 9/30/2013

2012 Form 5500 Schedule SB, Part V - Statement of Actuarial Assumptions/Methods (EIN: 13-3745616/PN: 001)

Summary of Plan Sponsor Elections for October 1, 2012 Valuation

Interest rates used for determining funding target	Three-segment rates based on 24-month segment rates for June 2012, as adjusted by MAP-21.
Asset valuation method	Two-year smoothed value per IRS Notice 2009-22
Mortality basis	2012 Combined Static
Deemed reduction of carryover balance	None
Deemed reduction of prefunding balance	None
Amount added to the prefunding balance	$0
Choice to reflect amendment effective after 10/1/2012	Not Applicable

PENTEGRA RETIREMENT SERVICES

Retirement System Group Inc Defined Benefit Plan

Account #: 21 — Schedule of 5% Reportable Transactions For: 10/01/2012 to 09/30/2013

Beginning Value of Account: **$4,631,236.81**

5% Value of Account: **$231,561.84**

Security	Transaction Type	Settlement Date	Price	Cash	Cost	Expenses	Gain/Loss	Percent of Beginning Value
BlackRock 20+ Treasury Fund E	Purchase	Various	$14.6935	($566,740.24)	$566,740.24	$0.00	$0.00	12.2373%
BlackRock BGI U.S. Debt Index Fund E	Purchase	Various	$37.0050	($239,518.76)	$239,518.76	$0.00	$0.00	5.1718%
BlackRock Long Term Credit Bond Index Fund E	Purchase	Various	$14.1000	($566,876.54)	$566,876.54	$0.00	$0.00	12.2403%
Dodge & Cox Income Fund	Purchase	Various	$13.9112	($750,100.97)	$750,100.97	$0.00	$0.00	16.1966%
PIMCO Total Return Fund-Institutional	Purchase	Various	$11.2763	($749,854.99)	$749,854.99	$0.00	$0.00	16.1912%
T. Rowe Price Institutional Large Cap Growth	Purchase	Various	$21.7231	($318,571.02)	$318,571.02	$0.00	$0.00	6.8787%
Vanguard Long-Term Bond Index Fund	Purchase	Various	$13.7804	($269,466.53)	$269,466.53	$0.00	$0.00	5.8185%
Vanguard Long-Term Bond Index Fund Institutional	Purchase	Various	$12.9705	($554,307.09)	$554,307.09	$0.00	$0.00	11.9689%
Artio International Equity Group Trust	Sale	10/05/2012	$92.5600	$379,930.20	($351,823.78)	$0.00	$28,106.42	8.2036%
BlackRock BGI U.S. Debt Index Fund E	Sale	Various	$37.1544	$2,396,261.61	($1,985,756.97)	$0.00	$410,504.64	51.7413%
Dodge & Cox Income Fund	Sale	Various	$13.5930	$443,687.75	($454,393.96)	$0.00	($10,706.21)	9.5803%
PIMCO Total Return Fund-Institutional	Sale	Various	$10.8396	$436,761.73	($454,964.48)	$0.00	($18,202.75)	9.4308%
UBS U.S. Large Cap Growth Equity Collective Fund	Sale	Various	$502.1224	$319,159.33	($282,383.52)	$0.00	$36,775.81	6.8914%
Vanguard Long-Term Bond Index Fund	Sale	Various	$13.3232	$263,083.44	($271,879.70)	$0.00	($8,796.26)	5.6806%

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 10/01/2012 and ending 09/30/2013

▶ **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
THE RETIREMENT PLAN OF RETIREMENT SYSTEM GROUP INC. IN RSI RETIREMENT TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
PENTEGRA RETIREMENT SERVICES, INC.

D Employer Identification Number (EIN)
13-3745616

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [X] 101-500 [ ] More than 500

Part I Basic Information

1 Enter the valuation date: Month 10 Day 01 Year 2012

2 Assets:

a Market value	2a	4849986
b Actuarial value	2b	4728998

3 Funding target/participant count breakdown:

		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a	28	3433444
b For terminated vested participants	3b	73	2204342
c For active participants:			
(1) Non-vested benefits	3c(1)		0
(2) Vested benefits	3c(2)		684138
(3) Total active	3c(3)	13	684138
d Total	3d	114	6321924

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	7.01%
6 Target normal cost	6	68942

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 — Date: 4/3/2014

MICHAEL J. WOOD, EA, ASA — Type or print name of actuary

1405252 — Most recent enrollment number

PENTEGRA SERVICES, INC. — Firm name

914-821-9413 — Telephone number (including area code)

108 CORPORATE PARK DRIVE

WHITE PLAINS NY 10604-3805 — 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 [ ]

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)	14485	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)		
9	Amount remaining (line 7 minus line 8)	14485	0
10	Interest on line 9 using prior year's actual return of 13.84%	2005	0
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		186
	b Interest on (a) using prior year's effective interest rate of 5.65% except as otherwise provided (see instructions)		11
	c Total available at beginning of current plan year to add to prefunding balance		197
	d Portion of (c) to be added to prefunding balance		
12	Other reductions in balances due to elections or deemed elections		
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	16490	0

Part III Funding Percentages

14	Funding target attainment percentage	14	74.54%
15	Adjusted funding target attainment percentage	15	74.54%
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	59.11%
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.	17	%

Part IV Contributions and liquidity shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
01/02/2013	166375	0			
05/02/2013	83145	0			
06/18/2013	165511	0			
09/25/2013	164664	0			
			Totals ► 18(b)	579695	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	555041

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [ ] Yes [X] No

c If 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:	2nd segment:	3rd segment:	
5.54%	6.85%	7.52%	☐ N/A, full yield curve used

b Applicable month (enter code)	**21b**	4
22 Weighted average retirement age	**22**	62

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**	68942
b Excess assets, if applicable, but not greater than line 31a	**31b**	0

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	1609416	485544
b Waiver amortization installment	0	0

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**	554486

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement			

36 Additional cash requirement (line 34 minus line 35)	**36**	554486
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	**37**	555041

38 Present value of excess contributions for current year (see instructions)

a Total (excess, if any, of line 37 over line 36)	**38a**	555
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	**38b**	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	**39**	0
40 Unpaid minimum required contributions for all years	**40**	0

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

41 If an election was made to use PRA 2010 funding relief for this plan:

a Schedule elected ☐ 2 plus 7 years ☐ 15 years

b Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011

42 Amount of acceleration adjustment	**42**	
43 Excess installment acceleration amount to be carried over to future plan years	**43**	

The Retirement Plan of Retirement System Group

Actuarial Valuation at 10/1/2012 for Plan Year 10/1/2012 to 9/30/2013

2012 Form 5500 Schedule SB, line 22 - Description of Weighted Average Retirement Age (EIN: 13-3745616/PN: 001)

Retirement Rates

Calculation of expected retirement age:

Age	Probability of Retirement	lx	Retirement	Rate of Retirement	Retirement
55	4.00%	1,000,000	40,000	4.00%	2.2000
56	4.50%	960,000	43,200	4.32%	2.4192
57	5.00%	916,800	45,840	4.58%	2.6129
58	6.00%	870,960	52,258	5.23%	3.0310
59	7.00%	818,702	57,309	5.73%	3.3812
60	8.00%	761,393	60,911	6.09%	3.6547
61	10.00%	700,482	70,048	7.00%	4.2729
62	15.00%	630,434	94,565	9.46%	5.8630
63	20.00%	535,869	107,174	10.72%	6.7520
64	30.00%	428,695	128,609	12.86%	8.2310
65	100.00%	300,086	300,086	30.01%	19.5056
		Expected Retirement Age		61.9235	

PENTEGRA RETIREMENT SERVICES

The Retirement Plan of Retirement System Group

Actuarial Valuation at 10/1/2012 for Plan Year 10/1/2012 to 9/30/2013

2012 Form 5500 Schedule SB, line 19 - Discounted Employer Contributions

(EIN: 13-3745616/PN: 001)

Date	Applicable Plan Year	Amount of Contribution	Amount of Contribution that is Timely	Effective Interest Rate for Timely Contributions	Discount Period for Timely Contributions	Amount of Contribution for Late Quarterly Installment	Effective Interest Rate for Late Quarterly Installments	Discount Period for Late Quarterly not subject to Penalty Interest	Discount Period for Late Quarterly Penalty Interest	Interest Adjusted Contribution
01/02/2013	2012	166,375	166,375	7.01%	0.25479	0	12.01%	0.00000	0.00000	163,527
05/02/2013	2012	83,145	0	7.01%	0.58356	83,145	12.01%	0.53699	0.04658	79,752
06/18/2013	2012	165,511	165,511	7.01%	0.71233	0	12.01%	0.00000	0.00000	157,713
09/25/2013	2012	164,664	164,664	7.01%	0.98356	0	12.01%	0.00000	0.00000	154,049
Total		**579,695**								**555,041**

The Retirement Plan of Retirement System Group

Actuarial Valuation at 10/1/2012 for Plan Year 10/1/2012 to 9/30/2013

2012 Form 5500 Schedule SB, Part V - Summary of Plan Provisions (EIN: 13-3745616/PN: 001)

Presented below are the principal components of your current plan provisions. For a complete description and definition of plan provisions, always refer to your plan document.

Plan History

The plan was effective October 22, 1940. Effective March 31, 2003 the plan was frozen.

Eligibility Requirements

- **Plan Participation**
  Eligible Employee
  Effective March 31, 2003 the plan has ceased benefit accruals. After April 1, 2003 no further employees are eligible to participate in the plan.

- **Normal Retirement (Date)**
  The first day of the calendar month coincident with or next following the later of the date of attainment of age 65 or 5 years of participation. However, a participant in the plan prior to October 1, 1988 will be eligible at age 65.

- **Early Retirement**
  A participant who at time of termination of service has completed 5 consecutive years of Credited Service, and attained age 60, or met the Rule of 75 (attained age plus Vested Service with this Employer and any prior Participating Employer), will be eligible.

- **Vested Retirement**
  A participant who at time of termination of service has completed 5 years of Vested Service after age 18 will be eligible.

- **Disability Retirement**
  See Disability Retirement Benefit later in this section.

- **Death Benefit**
  See Preretirement Death Benefit later in this section.

Definitions

- **Vested Service**
  Service from the first day of the month employment begins.

The Retirement Plan of Retirement System Group

Actuarial Valuation at 10/1/2012 for Plan Year 10/1/2012 to 9/30/2013

2012 Form 5500 Schedule SB, Part V - Summary of Plan Provisions (EIN: 13-3745616/PN: 001)

- **Credited Service**

  Service from date of plan participation. A participant may receive service for employment after age 25, which precedes eligibility to participate, up to a maximum of one year.

  A participant in the plan prior to October 1, 1985 but after September 30, 1976 will receive service from date of employment after age 25 (previous minimum age for participation).

  A participant in the plan prior to October 1, 1976 will receive service from date of employment.

  Credited Service accruals are frozen as of April 1, 2003.

- **Compensation**

  Base Earnings including amounts deferred under IRC Sections 125 and 401(k). However, compensation amounts are frozen as of April 1, 2003.

- **Average Annual Earnings**

  The average annual Compensation during the 36 consecutive calendar months within the final 120 consecutive calendar months of Credited Service producing the highest average.

Retirement Income

- **Normal Retirement Benefit**

  The sum of (i) and (ii) less (iii):

  (i) 2% of Average Annual Earnings times Credited Service (prior to July 1, 1985)

  (ii) 1-2/3% of Average Annual Earnings times Credited Service (after June 30, 1985)

  (iii) 1-2/3% of the Primary Social Security Benefit times Credited Service (after September 30, 1976, maximum of 30 years)

  The maximum benefit provided is 60% of Average Annual Earnings.

- **Normal Retirement Benefit**

  The Normal Form of this benefit is a 50% Joint and Survivor for married participants and Straight Life Annuity for single participants. Participants can also elect a 100% Joint and Survivor Benefit or a, 5-Year, 10-Year, 15-Year Period Certain and Life Benefit. Additionally, commencing March 28, 2005, the retirement benefit is payable in the form of a lump sum if it is greater than $1,000 and less than or equal to $5,000.

  Effective October 28, 1993, any employee whose job is eliminated as a result of the outsourcing of defined contribution administrative operations, may elect to receive his benefit in the form of a single lump sum payment.

The Retirement Plan of Retirement System Group

Actuarial Valuation at 10/1/2012 for Plan Year 10/1/2012 to 9/30/2013

2012 Form 5500 Schedule SB, Part V - Summary of Plan Provisions (EIN: 13-3745616/PN: 001)

- **Early Retirement Benefit**

  A participant who at time of termination of service has attained age 62 and completed 20 years of Vested Service, an unreduced Normal Retirement Benefit accrued to date of termination of service. The Primary Social Security Benefit is the actual amount available to the participant at the date of termination of service.

  A participant who at time of termination of service has completed 20 years of Vested Service, but has not attained age 62, the Normal Retirement Benefit accrued to date of termination of service, reduced 0.4166% for each month benefit payments commence prior to age 62, or if the reduction is less, actuarially for commencement of benefits prior to Normal Retirement Date.

  In all other cases, the Normal Retirement Benefit accrued to date of termination of service, reduced 0.4166% for each month benefit payments commence prior to Normal Retirement Date, or if the reduction is less, actuarially for commencement of benefits prior to Normal Retirement Date.

  For a participant who at time of termination of service has not attained age 62 and completion of 20 years of Vested Service, the Primary Social Security Benefit is determined based on the compensation in effect as of the date of termination of service, or Average Annual Earnings, if greater, to continue to Normal Retirement Date. However, if the participant would have completed 30 years of Credited Service if they continued employment to Normal Retirement Date, the maximum Primary Social Security Benefit is 50% of such value, times a fraction, the numerator of which is equal to Credited Service to date of termination of service and the denominator of which is equal to Credited Service projected to Normal Retirement Date. In addition, for a participant who at termination of service has completed 20 years of Vested Service and has not attained age 62, the Primary Social Security Benefit is further reduced by .5555% for each calendar month benefit payments commence prior to Normal Retirement Date up to a maximum of 60 months plus .2777% for each calendar month benefit payments commence prior to age 60 up to a maximum of 60 months plus the actuarial reduction for each month benefit payments commence prior to age 55.

  The maximum benefit provided is 2% of Average Annual Earnings times Credited Service (maximum of 30 years).

- **Vested Retirement Benefit**

  The Normal Retirement Benefit accrued to date of termination of service, reduced actuarially for commencement of benefits prior to Normal Retirement Date. Benefit payments can commence when the participant would have been eligible for an Early Retirement Benefit.

  The Primary Social Security Benefit is determined in the same manner as an Early Retirement Benefit.

  The maximum benefit provided is 2% of Average Annual Earnings times Credited Service (maximum of 30 years).

PENTEGRA RETIREMENT SERVICES

The Retirement Plan of Retirement System Group

Actuarial Valuation at 10/1/2012 for Plan Year 10/1/2012 to 9/30/2013

2012 Form 5500 Schedule SB, Part V - Summary of Plan Provisions (EIN: 13-3745616/PN: 001)

- **Disability Retirement Benefit**

  None provided. However, a participant who is eligible for the Employer's long-term disability plan (LTD) and has completed 10 years of Vested Service may continue to accrue Vested and Credited Service based on the last rate of pay until Normal Retirement Date, early recovery or death.

- **Preretirement Death Benefit**

  A participant at date of death while in active service, having an eligible surviving spouse or minor children, and having either attained age 60, met the Rule of 65, or was eligible for a Vested Retirement Benefit, will be eligible.

  The Normal, Early or Vested Retirement Benefit, assuming the participant terminated employment at date of death and elected a 100% Joint and Survivor Benefit is payable to the surviving spouse or, if there is no surviving spouse, their children, until the youngest child attains age 21.

Summary of Significant Plan Changes Since October 1, 2011.

None.

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

Name of Plan:

► THE RETIREMENT PLAN OF RETIREMENT SYSTEM GROUP, INC. IN RSI RETIREMENT TRUST

Employer Identification Number:► 13-3745616

For plan year (beginning/ending):► OCTOBER 1, 2012 - SEPTEMBER 30, 2013 **Plan No:►** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	CASH	CASH	0.00	0.00
	BLACKROCK	BGI EQUITY INDEX FUND E	290,968.00	481,596.00
	BLACKROCK	20+ TREASURY FUND E	549,305.00	530,936.00
	BLACKROCK	BGI U.S. DEBT INDEX FUND E	294,683.00	290,981.00
	BLACKROCK	LONG TERM CREDIT BOND INDEX FUND E	549,504.00	536,714.00
	DEPRINCE, RACE & ZOLLO MT	VALUE EQUITY COLLECTIVE TRUST	152,443.00	244,376.00
	DODGE & COX	INTERNATIONAL STOCK	205,390.00	247,411.00
	DODGE & COX	INCOME FUND	301,864.00	293,230.00
	HARDING LOEVNER	INTERNATIONAL EQUITY INSTITUTIONAL	201,621.00	226,554.00
	JPMORGAN	LARGE CAP GROWTH FUND R6	266,659.00	303,834.00
	LEGGMASON BATTERYMARCH	US SMALL CAP EQUITY INST. CLASS	362,808.00	565,686.00
	LSV	CONSERVATIVE VALUE EQUITY FD	328,750.00	427,455.00
	PIMCO	TOTAL RETURN FUND INSTITUTIONAL	301,061.00	289,645.00
	T. ROWE PRICE	INSTITUTIONAL LARGE CAP GROWTH	304,956.00	340,084.00
	VANGUARD	LONG-TERM BOND INDEX	0.00	0.00
	VANGUARD	LONG-TERM BOND INDEX - INSTITUTIONAL	548,215.00	533,697.00
			4,658,227	**5,312,199**

The Retirement Plan of Retirement System Group

Actuarial Valuation at 10/1/2012 for Plan Year 10/1/2012 to 9/30/2013

2012 Form 5500 Schedule SB, line 32 - Schedule of Amortization Bases
(EIN: 13-3745616/PN: 001)

Type of Base	Present Value of Any Remaining Installments	Valuation Date	Years Remaining	Amortization Installment
Shortfall	(770,747)	10/1/2012	7	(130,815)
Shortfall	913,429	10/1/2011	6	174,989
Shortfall	456,558	10/1/2010	5	101,414
Shortfall	186,419	10/1/2009	4	50,439
Shortfall	823,757	10/1/2008	3	289,517
Total	**1,609,416**			**485,544**