

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2013 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>RETIREMENT PLAN FOR EMPLOYEES OF JAMESON HEALTH SYSTEM INC.</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>07/01/1968</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>07/01/1968</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>07/01/1968</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>JAMESON HEALTH SYSTEM INC.</u> <u>1211 WILMINGTON AVENUE</u> <u>NEW CASTLE, PA 16105-2516</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>25-1536036</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>724-658-9001</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>622000</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>25-1536036</u>	2c Sponsor's telephone number <u>724-658-9001</u>	2d Business code (see instructions) <u>622000</u>	
2b Employer Identification Number (EIN) <u>25-1536036</u>					
2c Sponsor's telephone number <u>724-658-9001</u>					
2d Business code (see instructions) <u>622000</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	10/07/2014 Date	NEIL CHESSIN Enter name of individual signing as plan administrator
SIGN HERE	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address HUMAN RESOURCE COMMITTEE 1211 WILMINGTON AVENUE NEW CASTLE, PA 16105-2516		3b Administrator's EIN 25-1637970 3c Administrator's telephone number 724-658-9001
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 1442
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 730
b Retired or separated participants receiving benefits		6b 364
c Other retired or separated participants entitled to future benefits		6c 290
d Subtotal. Add lines 6a , 6b , and 6c		6d 1384
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e 19
f Total. Add lines 6d and 6e		6f 1403
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 1
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 1I 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ <u>0</u> 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 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

▶ **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 <u>RETIREMENT PLAN FOR EMPLOYEES OF JAMESON HEALTH SYSTEM INC.</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>JAMESON HEALTH SYSTEM INC.</u>	D Employer Identification Number (EIN) <u>25-1536036</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2013</u>	
2 Assets:	
a Market value	2a <u>36691193</u>
b Actuarial value	2b <u>36778346</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>359</u> <u>17778377</u>
b For terminated vested participants.....	3b <u>285</u> <u>4445751</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>43098</u>
(2) Vested benefits	3c(2) <u>21613363</u>
(3) Total active.....	3c(3) <u>798</u> <u>21656461</u>
d Total.....	3d <u>1442</u> <u>43880589</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐	
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b
5 Effective interest rate	5 <u>6.61</u> %
6 Target normal cost	6 <u>0</u>

Statement by Enrolled Actuary

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

SIGN HERE		<u>09/24/2014</u>
	Signature of actuary	Date
<u>ROBERT CRNJARICH</u>	Type or print name of actuary	<u>14-05141</u>
		Most recent enrollment number
<u>COWDEN ASSOCIATES, INC.</u>	Firm name	<u>412-394-9951</u>
		Telephone number (including area code)
<u>444 LIBERTY AVENUE, SUITE 650</u> <u>PITTSBURGH, PA 15222-1222</u>	Address of the firm	

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

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

Schedule SB (Form 5500) 2013
v. 130118

Part II Beginning of Year Carryover and Prefunding Balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	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)	0	0
10 Interest on line 9 using prior year's actual return of <u>11.07</u> %	0	0
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		0
b Interest on (a) using prior year's effective interest rate of <u>6.95</u> % except as otherwise provided (see instructions)		0
c Total available at beginning of current plan year to add to prefunding balance		0
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)	0	0

Part III Funding Percentages		
14 Funding target attainment percentage	14	83.81 %
15 Adjusted funding target attainment percentage	15	81.08 %
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	81.67 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/15/2013	344506	0			
07/15/2013	344506	0			
10/15/2013	344506	0			
01/15/2014	344506	0			
09/15/2014	598012	0			
			Totals ►	18(b)	1976036
				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	1857370
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No		
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No		
c If line 20a is "Yes," see instructions and complete the following table as applicable:		

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

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

21 Discount rate:			
a Segment rates:	1st segment: 5.23%	2nd segment: 6.51%	3rd segment: 7.16 %
			☐ N/A, full yield curve used
b Applicable month (enter code).....			21b 4
22 Weighted average retirement age			22 63
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute			

Part VI Miscellaneous Items

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....		31a	0
b Excess assets, if applicable, but not greater than line 31a		31b	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment.....	7102243	1857370	
b Waiver amortization installment			
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount		33	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) ..		34	1857370
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....			0
36 Additional cash requirement (line 34 minus line 35).....	36	1857370	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	1857370	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)		38a	0
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	0	
43 Excess installment acceleration amount to be carried over to future plan years	43	0	

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2013
		This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013	
A Name of plan RETIREMENT PLAN FOR EMPLOYEES OF JAMESON HEALTH SYSTEM INC.	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 JAMESON HEALTH SYSTEM INC.	D Employer Identification Number (EIN) 25-1536036

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a** Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☐ Yes ☒ No
- b** If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

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

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

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

HUNTINGTON BANK

25-3429877

(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 28 51	TRUSTEE AND INVESTMENT M	349741	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 ☐

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) 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 2013 This Form is Open to Public Inspection
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>		
A Name of plan <u>RETIREMENT PLAN FOR EMPLOYEES OF JAMESON HEALTH SYSTEM INC.</u>		B Three-digit plan number (PN) ► <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>JAMESON HEALTH SYSTEM INC.</u>		D Employer Identification Number (EIN) <u>25-1536036</u>

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	520119	942518
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	80432	85024
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	2765668	4114074
(2) U.S. Government securities	1c(2)	4041483	3792191
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	3944217	4217874
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	401103	118400
(B) Common	1c(4)(B)	14016053	14570052
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	0	0
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	9943674	12819659
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	988889	724435

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	36701638	41384227

Liabilities

g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	76133	92396
k Total liabilities (add all amounts in lines 1g through 1j)	1k	76133	92396

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	36625505	41291831
---	----	----------	----------

Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	1976036	
(B) Participants	2a(1)(B)	0	
(C) Others (including rollovers)	2a(1)(C)	0	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1976036

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	1599	
(B) U.S. Government securities	2b(1)(B)	61314	
(C) Corporate debt instruments	2b(1)(C)	186518	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	0	
(F) Other	2b(1)(F)	40670	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		290101

(2) Dividends: (A) Preferred stock	2b(2)(A)	99696	
(B) Common stock	2b(2)(B)	211152	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	394164	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		705012

(3) Rents	2b(3)		0
-----------------	-------	--	---

(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	25296615	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	24833508	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		463107

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	4699633	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		4699633

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		227421
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		8361310

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	3345243	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		3345243
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	349741	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	0	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		349741
j Total expenses. Add all expense amounts in column (b) and enter total	2j		3694984

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		4666326
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

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

(1) Name: CARBIS WALKER, LLP

(2) EIN: 25-0988255

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

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

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)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ☐ Yes ☒ No ☐ Not determined

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

<div>SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>		<div>Retirement Plan Information</div> <div>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).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2013</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013					
A Name of plan RETIREMENT PLAN FOR EMPLOYEES OF JAMESON HEALTH SYSTEM INC.				B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 JAMESON HEALTH SYSTEM INC.				D Employer Identification Number (EIN) 25-1536036	
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): 25-3429877					
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	35
Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)					
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?..... ☐ Yes ☒ No ☐ N/A					
If the plan is a defined benefit plan, go to line 8.					
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____					
If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.					
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....				6a	
b Enter the amount contributed by the employer to the plan for this plan year.....				6b	
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)				6c	
If you completed line 6c, skip lines 8 and 9.					
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?..... ☐ Yes ☐ No ☐ N/A					
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?..... ☐ Yes ☐ No ☒ N/A					
Part III Amendments					
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					
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.					
Schedule R (Form 5500) 2013 v. 130118					

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: 36.1% Investment-Grade Debt: 0.0% High-Yield Debt: 0.0% Real Estate: 0.0% Other: 63.9%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☒ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate line 19(b)?

☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☒ Other (specify): NO DEBT

RETIREMENT PLAN FOR EMPLOYEES OF JAMESON HEALTH SYSTEM, INC.

Financial Report
December 31, 2013



Carbis Walker LLP

Certified Public Accountants & Consultants

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INDEPENDENT AUDITORS' REPORT

Human Resources Committee of the
Board of Directors of Jameson Health System, Inc.
Retirement Plan for Employees of Jameson Health System, Inc.
New Castle, Pennsylvania

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Retirement Plan for Employees of Jameson Health System, Inc. (Plan), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified or provided by The Huntington National Bank, the Trustee of the Plan, except for comparing this 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 assets and executes transactions. The Plan Administrator has obtained certifications from the Trustee as of and for the years ended December 31, 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.

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Other Matter

The supplemental schedule of assets held at end of year as of December 31, 2013, and the schedule of reportable transactions for the year ended December 31, 2013, are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purposes of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules.

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 or provided by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.


Certified Public Accountants

New Castle, Pennsylvania
September 26, 2014

**RETIREMENT PLAN FOR EMPLOYEES OF
JAMESON HEALTH SYSTEM, INC.**

**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2013 and 2012**

	2013	2012
ASSETS		
Investments at fair value:		
Common stocks	\$ 14,570,052	\$ 14,016,053
Mutual funds	12,819,659	9,943,674
Fixed income securities	8,010,065	7,985,700
Collateralized mortgage obligations	724,435	988,889
Money market investments	4,114,074	2,765,668
Preferred stocks	118,400	401,103
	<hr/>	<hr/>
Total investments	40,356,685	36,101,087
	<hr/>	<hr/>
Receivables:		
Employer contributions	942,518	520,119
Accrued interest and dividends	85,024	80,432
	<hr/>	<hr/>
Total receivables	1,027,542	600,551
	<hr/>	<hr/>
Total assets	41,384,227	36,701,638
LIABILITIES		
Accrued administrative expenses	92,396	76,133
	<hr/>	<hr/>
Net assets available for benefits	\$ 41,291,831	\$ 36,625,505
	<hr/>	<hr/>

See Notes to Financial Statements.

**RETIREMENT PLAN FOR EMPLOYEES OF
JAMESON HEALTH SYSTEM, INC.**

**STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Years Ended December 31, 2013 and 2012**

	2013	2012
Additions to net assets attributed to:		
Investment income:		
Net appreciation in fair value of investments	\$ 5,390,161	\$ 3,117,151
Interest and dividend income	995,113	896,783
Total investment income	6,385,274	4,013,934
Employer contributions	1,976,036	1,450,225
Total additions	8,361,310	5,464,159
Deductions from net assets attributed to:		
Benefits paid to participants	3,345,243	2,663,953
Administrative expenses	349,741	314,603
Total deductions	3,694,984	2,978,556
Net increase	4,666,326	2,485,603
Net assets available for benefits:		
Beginning of year	36,625,505	34,139,902
End of year	\$ 41,291,831	\$ 36,625,505

See Notes to Financial Statements.

**RETIREMENT PLAN FOR EMPLOYEES OF
JAMESON HEALTH SYSTEM, INC.**

NOTES TO FINANCIAL STATEMENTS

Note 1. Description of the Plan

The following is a brief description of the Retirement Plan for Employees of Jameson Health System, Inc. (Plan) and is provided for general information purposes only. Participants should refer to the Plan document for a complete description of the Plan's provisions.

General: The Plan is a noncontributory defined benefit retirement plan covering approximately 1,450 employees and retirees of the Plan Sponsor, Jameson Health System, Inc. (System). The Plan is intended to satisfy all requirements for a qualified retirement plan under appropriate provisions of the Internal Revenue Code (IRC) and similar state tax laws. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan was most recently amended and restated effective January 1, 2011.

Eligibility: The Plan provided for participation after completion of 1,000 hours of service in a Plan year and employees were 100% vested after three years of credited service.

The Plan was established July 1, 1968, and was restated on April 25, 2000, effective May 1, 2000, to include a cash accumulation option. Active participants as of April 30, 2000, were given a one-time irrevocable election to remain under the traditional retirement structure or to participate in the cash accumulation option. New employees on and/or after May 1, 2000, were only able to participate in the cash accumulation provision of the Plan.

Effective November 1, 2006, participation in the Plan was frozen. In addition, participants no longer accrue credited service subsequent to November 1, 2006.

Benefits: Under the traditional retirement structure, employees with five or more years of service are entitled to monthly pension benefits beginning at normal retirement age of 65. The amount of the normal monthly pension benefit is equal to the greater of (a) 1.25% of average compensation for each year of service, or (b) \$ 10 for each year of service. The Plan permits early retirement after age 55 and five years of service.

Under the cash accumulation structure, employees with five or more years of service are entitled to benefits that are determined through the accumulation of an account balance. The account accrues interest based on the average interest rate on 30-year treasury securities in effect for the month of November of the previous Plan year. Each participant is credited with a monthly contribution derived as a percentage of compensation based on their attained age varying between 3% and 6%.

During the year beginning January 1, 2011, lump sum payments were limited to 50 percent of the accrued benefit value due to the funding status of the Plan since the Funding Target Attainment Percentage fell below 80 percent. If the benefit due to a participant was less than the de minimis lump sum limit, a lump sum payment was allowed. This restriction was lifted on December 1, 2012.

The vested benefits liability (Note 2) equals the present value, on the valuation date, of accumulated Plan benefits that are nonforfeitable under the Plan.

The calculations of the present value of accumulated Plan benefits under the Plan and of the actuarially determined prior service costs were made by consulting the enrolled actuary, Cowden Associates, Inc., as of January 1, 2013 and 2012.

Death and disability benefits: If an active or terminated employee dies before retirement benefits commence, a death benefit equal to the value of the employee's accumulated pension benefit is paid to the employee's beneficiary. Active employees who become totally disabled receive annual disability benefits that are equal to the normal retirement benefits they have accumulated as of the time they become disabled. Disability benefits are paid until normal retirement age at which time disabled participants begin receiving normal retirement benefits computed as though they had been employed to normal retirement age with their annual compensation remaining the same as at the time they became disabled.

NOTES TO FINANCIAL STATEMENTS

Note 2. Summary of Significant Accounting Policies

The accounting policies followed by the Plan and the method of applying those policies which materially affect the determination of net assets available for benefits and changes in net assets available for benefits are as follows:

Basis of accounting: The financial statements of the Plan are prepared under the accrual method of accounting.

Investment valuation and income recognition: Investments are stated 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 as of the measurement date. See Note 4 for discussion of fair value measurements.

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

Contributions: Contributions to the Plan are made at various times throughout the year. In the event that a contribution of the current Plan year is not received by the end of the Plan year (December 31), the financial statements would recognize a receivable from the System for Plan contributions.

Payments of benefits: Benefits are recorded when paid.

Administrative expenses: The Plan's administrative expenses are paid by either the Plan or the Plan Sponsor as provided by the Plan document.

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

Actuarial present value of accumulated Plan benefits: The actuarial present value of accumulated Plan benefits presented below is based upon actuarial valuation as of January 1, 2013 and 2012, prepared by the Plan's actuary, Cowden Associates, Inc., using the projected unit credit cost method.

Accumulated Plan benefits are those future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to service rendered by employees up to November 1, 2006. Calculated benefits for participants who opted under the cash accumulation structure increased by an interest factor based on the number of months worked each year. Accumulated Plan benefits include benefits expected to be paid to (1) retired or terminated employees or their beneficiaries, (2) beneficiaries of employees who have died, and (3) present employees or their beneficiaries. The actuarial present value of accumulated Plan benefits is determined by an independent 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.

NOTES TO FINANCIAL STATEMENTS

Note 2. Summary of Significant Accounting Policies (Continued)

Actuarial present value of accumulated Plan benefits (continued):

The actuarial present value of accumulated Plan benefits as of January 1 is as follows:

	2013	2012
Actuarial present value of accumulated Plan benefits:		
Vested benefits:		
Retired participants and beneficiaries	\$ 16,462,644	\$ 15,981,217
Other participants	22,688,764	23,453,398
Total vested benefits	39,151,408	39,434,615
Nonvested benefits	57,900	54,600
Actuarial present value of accumulated Plan benefits	\$ 39,209,308	\$ 39,489,215

The changes in actuarial present value of accumulated Plan benefits during 2013 and 2012 are as follows:

	2013	2012
Actuarial present value of accumulated Plan benefits as of January 1:		
Beginning of year	\$ 39,489,215	\$ 38,405,838
Increase (decrease) during the year attributable to:		
Benefits accumulated and Plan experience	(137,433)	(288,381)
Increase for interest due to decrease in discounted period	3,053,987	2,971,297
Changes in actuarial assumptions	(516,148)	979,327
Benefits paid	(2,680,313)	(2,578,866)
Actuarial present value of accumulated Plan benefits at end of year	\$ 39,209,308	\$ 39,489,215

Significant assumptions underlying the actuarial computations are:

Assumed rate of return on investments – 8% for 2013 and 2012.

Mortality rates for minimum and maximum funding – based in accordance with IRS 2013 Static Mortality Table for 2013 and with IRS 2012 Static Mortality Table for 2012.

Mortality rates for present value of accumulated Plan benefits – based on RP-2000 Generational with Scale AA for Healthy Participants for 2013 and 2012.

NOTES TO FINANCIAL STATEMENTS

Note 2. Summary of Significant Accounting Policies (Continued)

Actuarial present value of accumulated Plan benefits (continued):

The rates of retirement used in the 2013 calculation are shown in the following table:

Attained Age	Percentage Assumed to Retire Per Year			
	Traditional Structure		Cash Accumulation Structure	
55-59	5	%	5	%
60	10		10	
61	5		10	
62-64	20		10	
65	50		30	
66-69	20		20	
70	100		100	

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. If the Plan were to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated Plan benefits.

Subsequent events: In preparing these financial statements, the System evaluated events that occurred through September 26, 2014, the date of the financial statements were available to be issued, for potential recognition or disclosure.

Note 3. Information Certified and Provided by The Huntington National Bank

The following is a summary of the investment information as of and for the years ended December 31, 2013 and 2012, included throughout the Plan's financial statements and supplemental schedules, that was prepared by or derived from information provided by the Trustee, The Huntington National Bank, and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the Trustee that information provided to the Plan Administrator by the Trustee related to the following investments is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under the ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to information which appears throughout the financial statements and supplemental schedules related to the following investments as of December 31:

	2013	2012
Investments at fair value:		
Common stocks	\$ 14,570,052	\$ 14,016,053
Mutual funds	12,819,659	9,943,674
Fixed income securities	8,010,065	7,985,700
Collateralized mortgage obligations	724,435	988,889
Money market investments	4,114,074	2,765,668
Preferred stocks	118,400	401,103
	<u>\$ 40,356,685</u>	<u>\$ 36,101,087</u>

NOTES TO FINANCIAL STATEMENTS

Note 3. Information Certified and Provided by The Huntington National Bank (Continued)

The Huntington National Bank also certified to the completeness and accuracy of \$ 5,390,161 and \$ 3,117,151 of net appreciation in fair value of investments, and \$ 995,113 and \$ 896,783 of interest and dividends related to the aforementioned investments for the years ended December 31, 2013 and 2012, respectively.

During 2013 and 2012 the Plan's investments (including investments purchased, sold, as well as held during the year) had net appreciation (depreciation) in fair values for the years ended December 31 as follows:

	2013	2012
Common stocks	\$ 3,586,131	\$ 2,030,896
Mutual funds	244,216	206,820
Fixed income securities	1,602,151	825,969
Collateralized mortgage obligations	(38,891)	(21,452)
Preferred stocks	(3,446)	74,918
	<u>\$ 5,390,161</u>	<u>\$ 3,117,151</u>

Note 4. Investments and Fair Value Measurements

Authoritative guidance regarding *Fair Value Measurements* establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level I measurements) and the lowest priority to unobservable inputs (Level III measurements). The three levels of the fair value hierarchy under the authoritative guidance are described below:

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

Level II Inputs to the valuation methodology include:

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

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

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

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

NOTES TO FINANCIAL STATEMENTS

Note 4. Investments and Fair Value Measurements (Continued)

Following are descriptions of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used as of December 31, 2013 or 2012.

Common stocks: Valued at the closing price reported in the active market in which the individual securities are traded. Investments in certain restricted stocks are valued at the quoted market price of the issuer's unrestricted stock less an appropriate discount. If a quoted market price for unrestricted stock of the issuer is not available, restricted stocks are valued at a multiple of current earnings less an appropriate discount. The multiple chosen is consistent with multiples of similar companies based on current market prices.

Mutual funds: Valued based on quoted market prices.

Fixed income securities: Valued at the closing price reported in the active market in which the individual securities are traded.

Collateralized mortgage obligations: Valued based on characteristics of a given tranche, a volatility-driven, multi-dimensional, single cash flow stream, or option-adjusted spread model.

Money market investments: Valued at \$ 1 per unit based on number of units held by the Plan at year end.

Preferred stocks: Valued pursuant to the taxable high yield methodology. This valuation includes seeking quote information from market sources for these stocks on a daily basis and may include accrued interest.

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

NOTES TO FINANCIAL STATEMENTS

Note 4. Investments and Fair Value Measurements (Continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2013. Aside from the iShares S&P 500 Index Fund and the Federated Prime Obligations money market investment account included below, there are no other assets that represent five percent or more of the Plan's net assets:

	Assets at Fair Value as of December 31, 2013			
	Total	Level I	Level II	Level III
Common stock:				
Common stock, domestic:				
Financials	\$ 1,344,922	\$ 1,344,922	\$ -	\$ -
Telecommunication services	48,108	48,108	-	-
Health care	1,155,315	1,155,315	-	-
Consumer staples	950,312	950,312	-	-
Consumer discretionary	1,938,448	1,938,448	-	-
Information technology	2,454,085	2,454,085	-	-
Industrials	1,656,489	1,656,489	-	-
Energy	634,171	634,171	-	-
Materials	598,646	598,646	-	-
Common stock, international:				
Financials	777,916	777,916	-	-
Telecommunication services	59,767	59,767	-	-
Health care	437,695	437,695	-	-
Consumer staples	301,056	301,056	-	-
Consumer discretionary	1,017,209	1,017,209	-	-
Information technology	603,136	603,136	-	-
Industrials	407,669	407,669	-	-
Energy	55,387	55,387	-	-
Materials	60,994	60,994	-	-
Miscellaneous industries	68,727	68,727	-	-
Mutual funds, domestic:				
iShares S&P 500 Index Fund	8,474,923	8,474,923	-	-
All other domestic mutual funds	4,344,736	4,344,736	-	-
Fixed income securities, domestic				
U.S. government obligations	2,248,708	2,248,708	-	-
U.S. government mortgage backed securities	123,685	123,685	-	-
U.S. government agencies	1,419,792	1,419,792	-	-
Corporate obligations	4,097,307	4,097,307	-	-
Fixed income securities, foreign				
Corporate obligations	120,573	120,573	-	-
Collateralized mortgage obligations, domestic	724,435	-	724,435	-
Money market investments, domestic:				
Federated Prime Obligation Fund	3,885,137	3,885,137	-	-
Other domestic money market investment	228,937	228,937	-	-
Preferred stocks, domestic:				
Financials	118,400	-	118,400	-
	\$ 40,356,685	\$ 39,513,850	\$ 842,835	\$ -

NOTES TO FINANCIAL STATEMENTS

Note 4. Investments and Fair Value Measurements (Continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012. Aside from the iShares S&P 500 Index Fund included below, there are no other assets that represent five percent or more of the Plan's net assets:

	Assets at Fair Value as of December 31, 2012			
	Total	Level I	Level II	Level III
Common stock:				
Common stock, domestic:				
Financials	\$ 1,102,482	\$ 1,102,482	\$ -	\$ -
Telecommunication services	42,361	42,361	-	-
Health care	1,192,282	1,192,282	-	-
Consumer staples	801,844	801,844	-	-
Consumer discretionary	1,597,339	1,597,339	-	-
Information technology	2,413,732	2,413,732	-	-
Industrials	1,548,582	1,548,582	-	-
Energy	634,128	634,128	-	-
Materials	567,767	567,767	-	-
Utilities	63,840	63,840	-	-
Common stock, international:	2,644	2,644	-	-
Financials				
Telecommunication services	669,268	669,268	-	-
Health care	89,242	89,242	-	-
Consumer staples	468,871	468,871	-	-
Consumer discretionary	298,654	298,654	-	-
Information technology	985,878	985,878	-	-
Industrials	648,716	648,716	-	-
Energy	386,279	386,279	-	-
Materials	282,819	282,819	-	-
Utilities	124,916	124,916	-	-
Miscellaneous industries	94,409	94,409	-	-
Mutual funds, domestic:				
iShares S&P 500 Index Fund	6,441,300	6,441,300	-	-
All other domestic mutual funds	3,502,374	3,502,374	-	-
Fixed income securities, domestic				
U.S. government obligations	2,537,269	2,537,269	-	-
U.S. government mortgage backed securities	185,354	185,354	-	-
U.S. government agencies	1,318,863	1,318,863	-	-
Corporate obligations	3,944,214	3,944,214	-	-
Collateralized mortgage obligations, domestic	988,889	-	988,889	-
Money market investment, domestic	2,765,668	2,765,668	-	-
Preferred stocks, domestic:				
Financials	401,103	-	401,103	-
	<u>\$ 36,101,087</u>	<u>\$ 34,711,095</u>	<u>\$ 1,389,992</u>	<u>\$ -</u>

NOTES TO FINANCIAL STATEMENTS

Note 5. Funding Policy

Contributions required to fund benefits are determined using the projected unit credit cost method. The System's contributions to the Plan are designed to annually fund current service costs and to fund prior service costs over approximately 30 years. In addition, the contribution includes interest at 7.0% and 6.2% for the years ended December 31, 2013 and 2012, respectively, from the beginning of the Plan year to the date of the payment. The System's contributions for 2013 and 2012 exceeded or met the minimum funding requirements of the Employee Retirement Income Security Act of 1974.

Note 6. Plan Termination

Although it has not expressed any intent to do so, the System has the right under the Plan to terminate the Plan at any time subject to the provisions of the ERISA. In the event of Plan termination, the net assets of the Plan will be allocated as prescribed by the ERISA and its regulations, generally to provide the following benefits in the order indicated:

1. Annuity benefits that former employees or their beneficiaries have been receiving for at least three years, or that employees eligible to retire for that three-year period would have been receiving if they had retired with benefits in the normal form of annuity under the Plan. The annuity amount is limited to the lowest benefits that would be payable under the Plan provisions in effect at any time during the five years preceding Plan termination.
2. Other vested benefits insured by the Pension Benefit Guaranty Corporation (PBGC), a U.S. government agency, up to applicable limits.
3. All other uninsured, vested benefits.
4. All non-vested benefits.

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivors' pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination. However, there is a statutory ceiling, which is adjusted periodically, on the amount of an individual's monthly benefit that the PBGC guarantees. That ceiling applies to those participants who elect to receive their benefits in the form of a single-life annuity and are at least 65 years old at the time of retirement or Plan termination (whichever comes later). For younger annuitants or for those who elect to receive their benefits in some form more valuable than a single-life annuity, the corresponding ceiling is actuarially adjusted downward.

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

Note 7. Tax Status

The Internal Revenue Service has determined and informed the System by a letter dated June 5, 2012, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan Administrator believes that the Plan is designed and is currently being operated in compliance with applicable requirements of the IRC.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the appropriate taxing authority. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. Generally, tax returns for the years ended December 31, 2010, and thereafter remain subject to examination by the appropriate taxing authorities.

NOTES TO FINANCIAL STATEMENTS

Note 8. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported on the statements of net assets available for benefits. During 2013, the credit and liquidity environment in the United States and throughout the global financial system resulted in substantial volatility in financial markets and the banking system.

Plan contributions are made and the actuarial present value of accumulated Plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates, and employee demographics, all of which are subject to change. Due to uncertainties inherent in the 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.

Note 9. Related Party Transactions

Certain Plan investments are managed by The Huntington National Bank. The Huntington National Bank is the Trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Certain administrative functions are performed by officers or employees of the System. No such officers or employees receive compensation from the Plan.

RETIREMENT PLAN FOR EMPLOYEES OF
JAMESON HEALTH SYSTEM, INC.

EIN 25-1536036, Plan No. 001

FORM 5500, SCHEDULE H, PART IV, LINE 4i
SCHEDULE OF ASSETS HELD AT END OF YEAR
December 31, 2013
See Independent Auditors' Report

See Attached Schedules

RETIREMENT PLAN FOR EMPLOYEES OF
JAMESON HEALTH SYSTEM, INC.

EIN 25-1536036, PLAN No. 001

FORM 5500, SCHEDULE H, PART IV, LINE 4j
SCHEDULE OF REPORTABLE TRANSACTIONS
Year Ended December 31, 2013
See Independent Auditors' Report

Identity of Party Involved	Description of Asset	Purchase Price	Selling Price
Category (i), Individual Transactions in Excess of 5% of Plan Assets			
Huntington Bank	Huntington Conservative Deposit Account	\$ -	\$ 5,460,365
Huntington Bank	Federated Prime Obligations Fund - Institutional Shares	-	8,960,228
Huntington Bank	Huntington Conservative Deposit Account	2,923,634	-
Huntington Bank	Federated Prime Obligations Fund - Institutional Shares	12,845,366	-

There were no Category (ii), (iii), or (iv) Reportable Transactions.

Cost of Asset	Current Value of Asset on Transaction Date	Net Gain (Loss)
\$ 5,460,365	\$ 5,460,365	\$ -
8,960,228	8,960,228	-
2,923,634	2,923,634	-
12,845,366	12,845,366	-

Statement Period
Account Number

01/01/2013 through 12/31/2013
M01768

Schedule Of Assets

UNITS	DESCRIPTION	S & P RATING	TAX COST	MARKET VALUE	UNREALIZED EST ANN GAIN/LOSS INCOME	YIELD ON MKT	ACCRUED INCOME
SHORT TERM INVESTMENT							
	ACCRUED INCOME		85,024	85,024	0	0.00	
CASH MANAGEMENT FUNDS-TAXABLE							
228,937.2	HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT		228,937	228,937	0	0.05	11
3,885,137.26	FEDERATED PRIME OBLIGATIONS FUND - INSTITUTIONAL SHARES		3,885,137	3,885,137	0	0.01	78
	TOTAL CASH MANAGEMENT FUNDS-TAXABLE		4,114,074	4,114,074	0		89
	TOTAL SHORT TERM INVESTMENT		4,199,098	4,199,098	0		89
FIXED INCOME							
U. S. GOVT OBLIGATIONS							
340,000	US TREASURY N/B 1% 01/15/2014	NR	342,697	340,105	2,592-	1.00	1,571
25,000	US TREASURY 2.25% 05/31/2014	NR	24,218	25,219	1,001	2.23	50
200,000	US TREASURY 2.125% 11/30/2014	NR	200,712	203,546	2,834	2.09	374
310,000	US TREASURY 2.5% 04/30/2015	NR	315,873	319,359	3,486	2.43	1,327
165,000	US TREASURY N/B 4.25% 11/15/2017	NR	173,256	183,718	10,461	3.82	910
270,000	US TREASURY N/B 1.25% 01/31/2019		269,272	263,312	5,960-	1.28	1,412
100,000	US TREASURY N/B 3.125% 05/15/2019	NR	102,722	106,563	3,841	2.93	406
295,000	US TREASURY N/B 2% 02/15/2023		276,204	273,660	2,544-	2.16	2,229
280,000	US TREASURY 5.375% 02/15/2031	NR	312,004	343,132	31,128	4.39	5,685
195,000	US TREASURY 3.75% 08/15/2041		216,022	190,094	25,928-	3.85	2,762
	TOTAL U. S. GOVT OBLIGATIONS		2,232,980	2,248,708	15,728		16,726
U. S. GOVT MTG BACKED SECURITIES							
419.97	FNMA FEDERAL NATIONAL MTGE ASSOC 5.5% 01/01/2029		454	458	4	5.04	2
32,067.5	FNMA 5% 06/01/2033		32,018	34,493	2,475	4.65	134

Statement Period
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01/01/2013 through 12/31/2013
M01768

Schedule Of Assets

UNITS	DESCRIPTION	S & P RATING	TAX COST	MARKET VALUE	UNREALIZED EST ANN GAIN/LOSS INCOME	YIELD ON MKT	ACCRUED INCOME
12,109.85	FHLMC GOLD POOL #G05256 4% 03/01/2039		12,533	12,443	90-	3.89	40
22,347.13	FHLMC GOLD POOL #G05449 4.5% 05/01/2039		23,444	23,662	219	4.25	84
19,157.89	FHLMC POOL #A87714 4% 08/01/2039		19,909	19,690	220-	3.89	64
21,548.64	FGLMC POOL #A93505 4.5% 08/01/2040		22,603	22,833	230	4.25	81
9,812.5	FNMA POOL #AE6083 4% 10/01/2040		10,214	10,106	108-	3.88	33
	TOTAL U. S. GOVT MTG BACKED SECURITIES		121,175	123,685	2,510	5,245	438
U. S. GOVT AGENCIES							
250,000	FHLMC 2.5% 04/23/2014	AA+	260,901	251,850	9,051-	2.48	1,181
150,000	FNMA .875% 08/28/2014	AA+	151,526	150,705	821-	0.87	448
250,000	FNMA .75% 12/19/2014	AA+	251,574	251,348	227-	0.75	63
230,000	FHLMC .5% 04/17/2015	AA+	230,827	230,752	75-	0.50	236
230,000	FNMA 1.625% 10/26/2015	AA+	238,327	235,026	3,301-	1.59	675
200,000	FNMA .375% 12/21/2015	AA+	200,190	199,694	496-	0.38	21
100,000	FHLMC 1.125% 03/10/2017-2014	AA+	99,900	100,417	517	1.12	347
	TOTAL U. S. GOVT AGENCIES		1,433,245	1,419,792	13,453-	16,201	2,971
CORPORATE OBLIGATIONS							
5,000	ESCROW GM CORP SR CONV 06/01/2009		1	0	1-	0.00	0
45,000	MORGAN STANLEY 4.75% 04/01/2014	BBB+	38,405	45,358	6,953	4.71	534
25,000	CLOROX CO 5% 01/15/2015	BBB+	24,386	26,133	1,747	4.78	576
80,000	METLIFE INC 5% 06/15/2015	A-	85,696	84,914	782-	4.71	178
100,000	GENERAL ELEC CAP CORP SERIES MTNA+ 2.25% 09/30/2015	MTNA+	99,550	100,485	935	2.24	6
80,000	GENERAL ELEC CAP CORP SERIES MTNA+ 5% 01/08/2016	MTNA+	82,453	86,457	4,004	4.63	1,922

Statement Period
Account Number

01/01/2013 through 12/31/2013
M01768

Schedule Of Assets

UNITS	DESCRIPTION	S & P RATING	TAX COST	MARKET VALUE	UNREALIZED EST ANN GAIN/LOSS	YIELD ON MKT	ACCRUED INCOME
100,000	GOLDMAN SACHS GROUP INC 3.625% A- 02/07/2016	A-	99,169	104,948	5,779	3.45	1,450
100,000	MERCK & CO INC .7% 05/18/2016	AA	100,180	99,825	355-	0.70	84
45,000	WYETH 5.45% 04/01/2017	AA	44,061	50,537	6,476	4.85	613
75,000	BUNGE LTD FINANCE CORP 3.2% 06/15/2017	BBB-	74,699	77,135	2,437	3.11	107
250,000	GENERAL ELEC CAP CORP MEDIUM TERM NOTE 5.625% 09/15/2017	AA+	261,505	284,400	22,895	4.94	4,141
75,000	CABOT CORP 2.55% 01/15/2018	BBB+	74,904	74,897	8-	2.55	882
65,000	AMERICAN INTL GROUP 5.85% 01/16/2018	A-	75,912	74,558	1,354-	5.10	1,743
75,000	WELLS FARGO & COMPANY 1.5% 01/16/2018	A+	75,264	74,516	749-	1.51	516
100,000	CATERPILLAR FINL SVCS CORP SERIES MTN 1.3% 03/01/2018	A	100,450	96,960	3,490-	1.34	433
70,000	GLAXOSMITHKLINE CAP INC CAP INC A+ 5.65% 05/15/2018	A+	74,826	80,580	5,754	4.91	505
100,000	PHILIP MORRIS INTL INC 5.65% 05/16/2018	A	102,300	114,852	12,552	4.92	706
70,000	RIO TINTO FIN USA LTD 6.5% 07/15/2018	A-	73,260	82,634	9,374	5.51	2,098
45,000	DU PONT E I DE NEMOURS & CO 5.75% 03/15/2019	A	44,014	51,226	7,212	5.05	762
50,000	BOEING CAPITAL CORP 4.7% 10/27/2019	A	50,067	56,103	6,036	4.19	418
65,000	CF INDUSTRIES INC 7.125% 05/01/2020	BBB-	79,944	76,189	3,754-	6.08	772
50,000	NORDSTROM INC 4.75% 05/01/2020	A-	52,157	54,718	2,562	4.34	396
50,000	PEPSICO INC 3.125% 11/01/2020	A-	50,116	50,058	59-	3.12	260
100,000	HEWLETT PACKARD CO 3.75% 12/01/2020	BBB+	97,799	99,782	1,983	3.76	313
100,000	CARDINAL HEALTH INC 4.625% 12/15/2020	A-	99,950	107,937	7,987	4.28	206

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80,000	PROLOGIS INC 3.35% 02/01/2021-2020	BBB	79,987	77,690	2,298-	3.45	447
90,000	GOLDMAN SACHS GROUP INC 5.25% 07/27/2021	A-	88,424	98,536	10,111	4.80	2,021
85,000	CITIGROUP INC 4.5% 01/14/2022	A-	86,246	90,075	3,829	4.25	1,774
110,000	JP MORGAN CHASE & CO 4.5% 01/24/2022	A	115,894	116,350	457	4.25	2,159
85,000	FREEMPORT-MCMORAN C & G 3.55% 03/01/2022-2021	BBB	76,107	80,784	4,677	3.74	1,006
75,000	EASTMAN CHEMICAL CO 3.6% 08/15/2022-2022	BBB	74,607	72,005	2,603-	3.75	1,020
100,000	GENERAL ELEC CAP CORP 3.15% 09/07/2022	AA+	99,660	96,772	2,888-	3.26	998
80,000	NVR INC 3.95% 09/15/2022	BBB	80,469	75,610	4,859-	4.18	930
80,000	WALGREEN CO 3.1% 09/15/2022	BBB	80,780	74,999	5,781-	3.31	730
80,000	AGILENT TECHNOLOGIES INC 3.2% 10/01/2022	BBB+	77,403	73,223	4,180-	3.50	640
70,000	ORACLE CORPORATION 2.5% 10/15/2022	A+	69,915	64,116	5,799-	2.73	369
100,000	VERIZON COMMUNICATIONS 2.45% 11/01/2022-2022	BBB+	100,299	88,525	11,774-	2.77	408
80,000	DOW CHEMICAL CO/THE 3% 11/15/2022-2022	BBB	79,038	74,611	4,427-	3.22	307
75,000	RPM INTERNATIONAL INC 3.45% 11/15/2022-2022	BBB-	74,650	68,489	6,162-	3.78	331
80,000	THERMO FISHER SCIENTIFIC INC 3.15% 01/15/2023-2022	BBB	79,793	74,449	5,344-	3.38	1,162
100,000	WELLS FARGO & COMPANY SERIES M A 3.45% 02/13/2023	A	100,219	94,544	5,675-	3.65	1,323
100,000	EMERSON ELECTRIC CO 2.625% 02/15/2023	A	101,078	93,399	7,679-	2.81	992
60,000	GATX CORP 3.9% 03/30/2023	BBB	62,188	56,839	5,350-	4.12	592

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75,000	FIDELITY NATIONAL INFORMATION 3.5% 04/15/2023-2023	BBB-	67,799	68,363	565	3.84	554
100,000	STATE STREET CORP 3.1% 05/15/2023	A	97,610	92,981	4,629-	3.33	396
75,000	STARBUCKS CORP 3.85% 10/01/2023-2023	A-	74,683	75,438	755	3.83	922
75,000	CVS CAREMARK CORP 4% 12/05/2023-2023	BBB+	74,670	74,841	171	4.01	217
45,000	VERIZON GLOBAL FDG CORP 7.75% 12/01/2030	BBB+	46,793	57,476	10,683	6.07	291
25,000	ARCHER-DANIELS-MIDLAND CO 5.375% 09/15/2035	A	21,912	26,592	4,679	5.05	396
45,000	DUKE ENERGY CAROLINAS 6.05% 04/15/2038	A	43,222	53,410	10,188	5.10	575
50,000	STANLEY BLACK & DECKER INC 5.2% 09/01/2040	A	49,811	50,322	511	5.17	867
80,000	NBCUNIVERSAL MEDIA LLC 4.45% 01/15/2043	A-	79,727	71,666	8,062-	4.97	1,642
	TOTAL CORPORATE OBLIGATIONS		4,044,052	4,097,307	53,255	159,756	42,690
CORPORATE OBLIGATIONS-FOREIGN							
75,000	WEATHERFORD BERMUDA 4.5% 04/15/2022-2022	BBB-	76,007	75,473	534-	4.47	713
50,000	STATOIL ASA 2.65% 01/15/2024	AA-	49,901	45,100	4,801-	2.94	832
	TOTAL CORPORATE OBLIGATIONS-FOREIGN		125,908	120,573	5,335-		1,545
	TOTAL FIXED INCOME		7,957,360	8,010,065	52,705	243,641	64,370

EQUITY INVESTMENTS

PREFERRED STOCK

FINANCIALS

20,000	LEHMAN BROTHERS HOLDINGS SERIES J PFD 7.95% ESCROW CUSIP ON ORIGINAL CUSIP 52520W317		500,000	0	500,000-	0	0.00	0
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5,000	MORGAN STANLEY CP TR IV 4/1/33 SERIES PFD 6.25%	BB+	125,000	118,400	6,600-	6.60	1,953
	TOTAL FINANCIALS		625,000	118,400	506,600-	7.810	1,953
	COMMON STOCK						
	FINANCIALS						
866	AMERICAN EXPRESS	N/A	37,846	78,572	40,726	797 1.01	0
821	ARTISAN PARTNERS ASSET MANAGEMENT, INC.		30,748	53,521	22,773	1,412 2.64	0
913	BERKSHIRE HATHAWAY INC CL B		81,111	108,245	27,134	0 0.00	0
248	BLACKROCK INC	N/R	48,932	78,485	29,552	1,667 2.12	0
585	CITY NATL CORP W/1 RT/SH	N/A	28,377	46,344	17,967	585 1.26	0
1,755	EATON VANCE CORP NON VTG	N/A	50,173	75,096	24,923	1,544 2.06	0
549	FINANCIAL ENGINES INC		11,542	38,145	26,603	110 0.29	27
1,795	FOREST CITY ENT CL A	N/A	8,891	34,285	25,393	574 1.68	0
730	HCC INSURANCE HOLDINGS INC	N/A	16,973	33,682	16,709	657 1.95	164
590	IBERIABANK CORP	N/A	31,851	37,082	5,231	802 2.16	201
493	INTERCONTINENTAL EXCHANGE GROUP INC		58,517	110,886	52,368	1,282 1.16	0
1,287	MARSH & MCLENNAN COS INC	N/A	47,670	62,239	14,569	1,287 2.07	0
855	PORTFOLIO RECOVERY ASSOCIATE	N/A	22,861	45,178	22,317	0 0.00	0
656	PRICE T ROWE GROUP INC	N/A	38,042	54,953	16,911	997 1.81	0
650	PROSPERITY BANCSHARES INC	N/A	28,748	41,204	12,455	624 1.51	156
464	RLI CORP	N/A	22,955	45,184	22,229	631 1.40	0
2,244	STATE BANK FINANCIAL CORP		36,494	40,818	4,325	269 0.66	0
2,274	UMPQUA HOLDINGS CORP	N/A	28,399	43,524	15,126	1,364 3.13	341
395	UNIVERSAL HLTH REALTY INCOME TR N/A		13,457	15,824	2,366	988 6.24	0
4,307	WELLS FARGO & CO	N/A	123,501	195,538	72,037	5,168 2.64	0

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555	WESTAMERICA BANCORPORATION	N/A	27,480	31,335	3,856	844	2.69	0
124	WHITE MOUNTAIN INSURANCE GROUTN/A		63,689	74,782	11,093	124	0.17	0
	TOTAL FINANCIALS		858,257	1,344,922	486,665	21,726		889
	TELECOMMUNICATION SERVICES							
979	VERIZON COMMUNICATIONS	N/A	44,992	48,108	3,116	2,075	4.31	0
	HEALTH CARE							
495	ABAXIS INC		14,471	19,806	5,335	0	0.00	0
545	ALLERGAN INC W/1 RT/SH	N/A	40,903	60,539	19,635	109	0.18	0
315	ATHENAHEALTH INC		15,405	42,368	26,963	0	0.00	0
480	BIO-RAD LABS INC CL A	N/A	41,795	59,333	17,538	0	0.00	0
778	BIO-REFERENCE LABS INC		16,415	19,870	3,455	0	0.00	0
2,592	BRISTOL-MYERS SQUIBB CO	N/A	101,678	137,765	36,086	3,732	2.71	933
1,203	CEPHEID INC	N/A	40,149	56,146	15,997	0	0.00	0
465	CHEMED CORP		30,873	35,628	4,755	372	1.04	0
676	DAVITA HEALTHCARE PARTNERS INC N/A W/1 RT/SH EXPIRES 12/10/2012		39,414	42,838	3,424	0	0.00	0
1,813	EXPRESS SCRIPTS HOLDING CO		104,517	127,345	22,829	0	0.00	0
1,976	GILEAD SCIENCES INC	N/A	47,794	148,398	100,604	0	0.00	0
440	IPC THE HOSPITALIST CO		20,433	26,132	5,698	0	0.00	0
181	MWI VETERINARY SUPPLY INC		21,453	30,764	9,311	0	0.00	0
690	MEDNAX INC		24,205	36,832	12,628	0	0.00	0
1,440	MERIDIAN BIOSCIENCE INC	N/A	30,715	38,203	7,488	1,094	2.86	0
786	NEOGEN CORP	B	21,981	35,920	13,939	0	0.00	0
1,526	PFIZER INC	N/A	38,306	46,741	8,435	1,587	3.40	0
715	TECHNE CORP	N/A	49,267	67,689	18,422	887	1.31	0
1,236	UNITEDHEALTH GROUP INC	N/A	71,637	93,071	21,434	1,384	1.49	0

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610	WEST PHARMACEUTICAL SERVICES	N/A	23,325	29,927	6,602	0.82	0
	TOTAL HEALTH CARE		794,736	1,155,315	360,579		933
	CONSUMER STAPLES						
1,608	ALTRIA GROUP INC	N/A	53,821	61,731	7,911	5.00	772
307	BROWN-FORMAN CORP CL B	N/A	20,068	23,200	3,132	1.54	0
2,028	CVS CAREMARK CORP	N/A	65,160	145,144	79,984	1.54	0
395	CASEYS GENERAL STORES INC	N/A	11,835	27,749	15,914	1.02	0
4,220	COCA COLA CO	N/A	149,466	174,328	24,862	2.71	0
785	COSTCO WHOLESALES CORP	N/A	52,525	93,431	40,906	1.04	0
631	ENERGIZER HOLDINGS INC	N/A	46,408	68,299	21,891	1.85	0
348	FRESH MARKET INC/THE		13,433	14,094	661	0.00	0
395	HARRIS TEETER SUPERMARKETS INC		8,494	19,493	10,999	1.22	59
275	HERSHEY CO W/1 RT/SH	N/A	19,485	26,738	7,253	2.00	0
454	J & J SNACK FOODS CORP COM	N/A	23,835	40,220	16,385	1.44	145
1,881	PHILIP MORRIS INTL INC		169,728	163,892	5,837 -	4.32	1,768
571	UNITED NATIONAL FOODS INC	N/A	16,445	43,048	26,603	0.00	0
622	WAL-MART STORES INC	N/A	47,609	48,945	1,336	2.39	292
	TOTAL CONSUMER STAPLES		698,312	950,312	252,000		3,036
	CONSUMER DISCRETIONARY						
1,231	AARON'S INC	N/A	23,814	36,191	12,378	0.29	26
223	AMAZON.COM INC	N/A	43,828	88,930	45,102	0.00	0
621	BED BATH & BEYOND INC	N/A	36,760	49,866	13,106	0.00	0
1,765	CARMAX INC	N/A	56,313	82,990	26,677	0.00	0
3,268	CARNIVAL CORPORATION		107,812	131,276	23,463	2.49	0
655	CHEESECAKE FACTORY	N/A	19,678	31,617	11,939	1.16	0

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927	CHOICE HOTELS INTERNATIONAL INC N/A NEW W/I RT/SH	N/A	25,376	45,525	20,149	686	1.51	172
515	COLUMBIA SPORTSWEAR COMPANY	N/A	23,022	40,556	17,534	515	1.27	0
1,234	COMCAST CORP CL A	N/A	42,865	64,125	21,260	963	1.50	241
1,289	WALT DISNEY CO	N/A	71,419	98,480	27,061	1,109	1.13	1,109
1,000	DORMAN PRODUCTS INC C		17,554	56,041	38,487	0	0.00	0
290	FIVE BELOW INC		10,548	12,527	1,979	0	0.00	0
1,015	GENTEX CORP	N/A	26,602	33,475	6,873	568	1.70	0
1,207	GRAND CANYON EDUCATION INC		19,664	52,625	32,961	0	0.00	0
628	HIBBETT SPORTS INC		16,178	42,171	25,994	0	0.00	0
785	K12 INC		19,230	17,074	2,157 -	0	0.00	0
1,030	LAS VEGAS SANDS CORP		43,236	81,236	38,000	1,442	1.78	0
3,414	LOWES COMPANIES INC	N/A	105,682	169,164	63,482	2,458	1.45	0
836	MCDONALDS CORP	N/A	76,822	81,117	4,295	2,709	3.34	0
970	MONRO MUFFLER BRAKE INC	N/A	31,189	54,669	23,481	427	0.78	0
1,068	MORNINGSTAR INC		44,211	83,400	39,189	726	0.87	0
470	NIKE INC CL B	A	9,613	36,961	27,348	451	1.22	113
735	NORDSTROM INC	N/A	41,989	45,423	3,434	882	1.94	0
191	PANERA BREAD COMPANY -CL A	N/A	33,451	33,748	297	0	0.00	0
42	PRICELINE.COM INC		7,601	48,821	41,220	0	0.00	0
345	PROTO LABS INC		16,039	24,557	8,518	0	0.00	0
740	ROADRUNNER TRANSPORTATION SY		18,895	19,943	1,048	0	0.00	0
712	ROSS STORES INC	N/A	43,896	53,350	9,455	484	0.91	0
2,265	SALLY BEAUTY CO INC		31,107	68,471	37,364	1,178	1.72	0
817	SCIQUEST INC		12,357	23,268	10,911	0	0.00	0
795	STARBUCKS CORP	N/A	38,183	62,320	24,138	827	1.33	0

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832	TWENTY-FIRST CENTURY FOX INC		27,535	29,261	1,727	208	0
195	UNIFIRST CORPORATION	N/A	19,341	20,865	1,524	29	0
1,180	WOLVERINE WORLD WIDE INC	N/A	14,702	40,073	25,371	283	71
1,036	YUM BRANDS INC	N/A	68,629	78,332	9,703	1,533	0
	TOTAL CONSUMER DISCRETIONARY		1,245,141	1,938,448	693,307	21,216	1,732
INFORMATION TECHNOLOGY							
165	ALLIANCE DATA SYSTEMS CORP	N/A	31,401	43,383	11,982	0	0
364	APPLE INC	N/A	83,647	204,211	120,564	4,441	0
1,482	BLACKBAUD INC		25,410	55,797	30,387	711	0
595	CABOT MICROELECTRONICS CORP	N/A	26,123	27,192	1,068	0	0
498	CASS INFORMATION SYSTEMS INC		17,346	33,540	16,195	398	0
2,567	CISCO SYSTEMS	N/A	47,322	57,578	10,256	1,746	0
3,672	CORNING INC	N/A	59,727	65,435	5,708	1,469	0
795	DEALERTRACK TECHNOLOGIES INC		18,851	38,224	19,373	0	0
1,280	DIGI INTERNATIONAL INC	N/A	15,403	15,514	111	0	0
2,561	EMC CORPM/MASS	N/A	66,055	64,409	1,645-	1,024	0
1,385	EBAY INC	N/A	72,181	75,988	3,807	0	0
700	EBIX INC		14,052	10,297	3,755-	210	0
965	FAIR ISAAC CORPORATION W/1 RT/SH	N/A	21,759	60,641	38,882	77	0
184	GOOGLE INC-CL A		110,747	206,211	95,464	0	0
1,380	HENRY JACK & ASSOC INC COM	N/A	21,368	81,710	60,342	1,104	0
290	HITTITE MICROWAVE CORP		15,326	17,902	2,576	0	0
1,068	INFORMATICA CORP	N/A	42,034	44,322	2,288	0	0
1,965	INTEL CORP	N/A	42,852	51,002	8,150	1,769	0
244	IBM CORP	B	50,354	45,767	4,586-	927	0
2,944	JUNIPER NETWORKS INC	N/A	60,059	66,446	6,387	0	0

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780	MANHATTAN ASSOCIATES	N/A	15,802	91,634	75,833	0	0
1,060	MAXIMUS INC	N/A	20,488	46,629	26,141	191	0
385	MERCADOLIBRE INC		27,958	41,499	13,541	220	55
3,112	MICROSOFT CORP	N/A	88,607	116,420	27,813	3,485	0
2,309	NATIONAL INSTRUMENTS CORP	N/A	58,233	73,934	15,701	1,293	0
1,801	ORACLE CORPORATION FORMERLY ORACLE SYS CORP W/1 RT/SH	N/A	62,153	68,906	6,754	864	0
545	PEGASYS SYSTEMS INC	N/A	25,682	26,803	1,121	65	16
1,000	POWER INTEGRATION INC	N/A	33,358	55,820	22,462	320	0
2,059	QUALCOMM INC W 1 RT P/S EXP 9/25/2015	N/A	78,680	152,881	74,200	2,883	0
530	SPS COMMERCE INC		9,432	34,609	25,177	0	0
800	SCANSOURCE INC	N/A	19,948	33,944	13,996	0	0
1,010	SEMTECH CORP W/1 RT/SH	N/A	26,864	25,533	1,331 -	0	0
1,465	TEXAS INSTRUMENTS INC	N/A	44,804	64,328	19,524	1,758	0
370	ULTIMATE SOFTWARE GROUP INC		19,151	56,691	37,541	0	0
485	VERINT SYSTEMS INC	N/A	14,555	20,826	6,271	0	0
768	VISA INC CLASS A SHARES		123,949	171,018	47,069	1,229	0
518	VMWARE INC CLASS A		39,183	46,470	7,287	0	0
336	WEX INC		16,295	33,274	16,979	0	0
324	SINA CORPORATION	N/A	19,278	27,297	8,019	0	0
	TOTAL INFORMATION TECHNOLOGY		1,586,437	2,454,085	867,648	26,184	71
	INDUSTRIALS						
896	AAON INC	B	9,075	28,627	19,553	179	0
835	ACTUANT CORP CL A	N/A	21,542	30,594	9,052	33	0
488	ACUTY BRANDS INC	N/R	18,865	53,348	34,483	254	0
725	ADVISORY BOARD CO	N/A	26,639	46,161	19,521	0	0

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1,495	BEACON ROOFING SUPPLY INC		36,062	60,219	24,157	0	0
420	CARLISLE COS INC	A+	14,172	33,348	19,176	370	0
770	CLARCOR INC	N/A	29,746	49,550	19,803	524	131
255	COSTAR GROUP INC.	N/A	16,443	47,068	30,625	0	0
1,034	DANAHER CORP	N/A	52,180	79,825	27,645	103	26
710	ECHO GLOBAL LOGISTICS INC		10,336	15,251	4,915	0	0
700	EXPONENT INC		19,323	54,092	34,769	420	0
1,495	FASTENAL	N/A	72,046	71,027	1,018-	1,495	0
291	FEDEX CORP	N/A	26,039	41,837	15,798	175	44
1,330	FORWARD AIR CORPORATION W/1 RT/SH	N/A	31,324	58,400	27,077	532	0
820	GENERAL DYNAMICS CORP	N/A	54,680	78,351	23,671	1,837	0
3,673	GENERAL ELECTRIC CO	N/A	55,358	102,954	47,596	3,232	808
225	GENESSEE & WYOMING "A"	N/A	21,383	21,611	228	0	0
700	GRACO INC	N/A	22,559	54,684	32,125	770	0
952	HEICO CORP	N/A	24,141	40,098	15,957	114	390
1,063	HONEYWELL INTERNATIONAL INC	N/A	47,319	97,126	49,807	1,913	0
1,260	INNERWORKINGS INC		10,508	9,815	693-	0	0
830	KIRBY CORP	N/A	30,898	82,378	51,480	0	0
1,719	KNIGHT TRANS INC	N/A	32,045	31,526	518-	413	0
2,008	KOMATSU LTD	N/A	31,404	40,827	9,422	892	0
141	MIDDLEBY CORP	N/A	14,127	33,801	19,674	0	0
870	MOBILE MINI INC	N/A	15,038	35,827	20,788	592	0
875	MOOG INC CL A	N/A	33,063	59,448	26,384	0	0
265	PRECISION CASTPARTS CORP	N/A	44,451	71,365	26,914	32	0
832	RAVEN INDUSTRIES INC	N/A	12,990	34,228	21,238	399	0

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1,710	RITCHIE BROS AUCTIONEERS W/1 RT PER SH		40,356	39,210	1,146-	889	2.27	0
213	ROCKWELL AUTOMATION, INC	N/A	21,322	25,168	3,846	494	1.96	0
1,410	ROLLINS INC	N/A	27,136	42,709	15,573	508	1.19	0
512	UNION PACIFIC CORP	N/A	24,117	86,016	61,899	1,618	1.88	404
	TOTAL INDUSTRIALS		946,687	1,656,489	709,802	17,788		1,803
	ENERGY							
485	APACHE CORP	N/A	39,580	41,681	2,100	388	0.93	0
1,037	CAMERON INTERNATIONAL CORP W/1 RT P/S EXP 10/31/2017		51,304	61,733	10,429	0	0.00	0
613	CHEVRON CORPORATION	B+	64,005	76,570	12,565	2,452	3.20	0
860	CONOCOPHILLIPS	N/A	50,056	60,759	10,703	2,374	3.91	0
575	DRIL-QUIP	N/A	18,634	63,210	44,576	0	0.00	0
256	KINDER MORGAN MANAGEMENT LLC		18,504	19,369	865	0	0.00	0
933	OCCIDENTAL PETROLEUM CORP	N/A	80,679	88,728	8,050	2,388	2.69	597
2,465	SCHLUMBERGER LTD	N/A	147,012	222,121	75,109	3,081	1.39	734
	TOTAL ENERGY		469,774	634,171	164,397	10,683		1,331
	MATERIALS							
1,117	ALBERMARLE CORP	N/A	58,185	70,807	12,622	1,072	1.51	268
768	APTARGROUP INC W/1 RT/SH	N/A	20,920	52,078	31,158	768	1.47	0
427	BALCHEM CORP		7,597	25,065	17,468	111	0.44	111
533	ECOLAB INC W/1 RT PER SHARE	N/A	34,776	55,576	20,800	586	1.05	188
1,138	MEADWESTVACO CORP W/1 RT/SH	N/A	34,282	42,026	7,744	1,138	2.71	0
1,582	MONSANTO CO	N/A	103,666	184,382	80,716	2,721	1.48	0
342	NEWMARKET CORP COMMON STOCK		81,306	114,279	32,973	1,505	1.32	376
993	SOUTHERN COPPER CORP		33,752	28,509	5,243-	675	2.37	0
395	STEPAN CO	N/A	23,082	25,924	2,842	269	1.04	0

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	TOTAL MATERIALS		397,566	598,646	201,080	8.845	943
	TOTAL COMMON STOCK		7,041,902	10,780,496	3,738,594	140.439	10,738
	COMMON STOCK-FOREIGN FINANCIALS						
4,982	AIA GROUP LTD		75,840	99,979	24,138	0.87	0
4,086	BANCO BILBAO VIZCAYA SPON ADR	N/A	45,286	50,626	5,339	3.54	0
2,334	EXPERIAN GROUP LTD SPON ADR		41,906	43,065	1,159	749	236
1,121	HSBC HLDGS PLC SPONS ADR NEW	N/R	51,662	61,801	10,139	2,690	0
2,562	HONG KONG EXCHANGES UNSPON ADR		20,432	42,724	22,291	979	0
2,935	IND & COMM BK OF CHINA UNSPON ADR		36,027	39,669	3,642	1,902	0
6,521	ING GROEP NV SPON ADR	N/A	69,836	91,359	21,523	12,970	0
3,476	INTESA SANPAOLO SPA -SPON ADR		48,333	51,556	3,223	1,992	0
2,806	ITAU UNIBANCO HOLDING SA ADR		36,793	38,077	1,284	222	18
4,179	JULIUS BAER GROUP LTD - UN ADR		40,190	40,260	70	0	0
12,150	MITSUBISHI UFJ FINL GRP ADR		70,636	81,162	10,526	1,543	0
2,173	PT BANK MANDIRI (PERSERO)- UNSPON ADR		19,534	14,016	5,518-	322	0
12,782	SUMITOMO MITSUI TRUST HLDGS SPON ADR		65,894	67,374	1,480	984	0
1,166	DEUTSCHE BANK AG -REG	N/R	51,089	56,248	5,159	1,133	0
	TOTAL FINANCIALS		673,458	777,916	104,458	28,148	254
	TELECOMMUNICATION SERVICES						
1,143	CHINA MOBILE LTD SPON ADR		61,830	59,767	2,062-	2,303	0
	HEALTH CARE						
2,175	FRESENIUS MEDICAL CARE AG	N/A	41,774	77,387	35,613	726	0
1,052	NOVARTIS AG ADR	N/A	42,404	84,560	42,156	2,164	0

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575	NOVO NORDISK ADR	N/A	15,693	106,237	90,544	1.32	0
1,204	ROCHE HLDG LTD SPONSORED ADR	N/A	73,824	84,341	10,517	2.32	0
555	PERRIGO COMPANY PLC		84,474	85,170	697	0.00	0
	TOTAL HEALTH CARE		258,169	437,695	179,526	6.147	0
	CONSUMER STAPLES						
598	ANHEUSER-BUSCH INBEV SPN ADR		60,515	63,663	3,148	2.35	0
1,198	NESTLE SA SPONSORED ADR REPSTG N/A REG SH		49,345	87,962	38,617	2.47	0
5,297	RECKITT BENCKISER GROUP		43,517	84,100	40,583	2.177	0
1,272	SABMILLER PLC	N/A	37,250	65,331	28,081	1.262	0
	TOTAL CONSUMER STAPLES		190,627	301,056	110,429	7.112	0
	CONSUMER DISCRETIONARY						
1,509	ADIDAS AG ADR		55,259	96,313	41,054	0.99	0
1,208	BURBERRY GROUP PLC-SPON ADR		50,513	60,663	10,150	1.072	0
4,456	COMPASS GROUP PLC ADR		53,916	71,443	17,527	1.555	0
7,705	HENNES & MAURITZ AB- UNSP ADR		38,687	71,071	32,384	1.718	0
8,489	KINGFISHER PLC -SPONS ADR		65,000	108,175	43,175	2.284	0
3,061	LVMH MOET HENNESSY LOU-ADR		40,235	111,858	71,623	1.778	0
1,024	LULULEMON ATHLETICA INC		68,645	60,447	8,198-	0	0
3,254	MICHELIN (CGDE) UNSPON ADR		49,977	69,274	19,297	1.552	0
2,581	PEARSON PLC ADR	N/A	48,524	57,814	9,291	1.853	0
5,827	PUBLICIS GROUPE ADR		76,054	133,508	57,454	1.253	0
1,663	THE SWATCH GROUP AG UNSP ADR		31,746	55,115	23,369	0.63	0
803	TOYOTA MTR LTD COM 2 ADR	N/A	60,081	97,902	37,821	1.884	0
291	MICHAEL KORS HOLDINGS LTD		20,952	23,626	2,674	0	0

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	TOTAL CONSUMER DISCRETIONARY		659,589	1,017,209	357,620	16,249	0
	INFORMATION TECHNOLOGY						
1,073	AMADEUS IT HOLDING-UNSP ADR		35,301	45,990	10,689	513	1.12
781	ARM HOLDINGS PLC SPONS ADR	N/A	5,034	42,745	37,711	158	0.37
341	BAIDU INC SPON/ADR		37,535	60,657	23,122	0	0.00
360	DASSAULT SYSTEMS ADR	N/A	23,859	44,760	20,900	262	0.58
2,531	NOKIA CORP -SPON ADR	N/A	20,493	20,526	33	448	2.18
551	SAP AG-SPONSORED ADR	N/A	18,770	48,014	29,244	440	0.92
3,466	TAIWAN SEMICONDUCTOR MFG LTD ADR	N/A	63,345	60,447	2,898-	1,390	2.30
1,008	TENCENT HOLDINGS LTD UNS ADR		18,754	64,299	45,545	118	0.18
626	ACCENTURE PLC CL A		37,323	51,470	14,147	1,164	2.26
230	STRATASYS LTD		16,792	30,981	14,189	0	0.00
653	ASML HOLDING NV		45,673	61,186	15,513	383	0.63
1,670	YANDEX NV-A		40,765	72,061	31,296	0	0.00
	TOTAL INFORMATION TECHNOLOGY		363,644	603,136	239,492	4,876	0
	INDUSTRIALS						
1,493	CANADIAN NATL RAILWAY COM	N/A	41,817	85,131	43,314	1,248	1.47
1,614	EMBRAER SA		24,275	51,939	27,664	131	0.25
2,686	FANUC CORPORATION UNSP ADR		36,949	81,990	45,041	553	0.67
1,780	KONE OYJ-B-UNSPONSORED ADR		38,609	40,224	1,615	2,063	5.13
728	KUBOTA CORP SPONS ADR		54,467	60,225	5,758	603	1.00
1,335	TATA MOTORS LTD SPON ADR		32,264	41,118	8,854	178	0.43
618	EATON CORP PLC		43,651	47,042	3,392	1,038	2.21
	TOTAL INDUSTRIALS		272,032	407,669	135,637	5,814	210

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ENERGY								
3,209	PACIFIC RUBIALES ENERGY CORP		64,803	55,387	9,416-	2,118	3.82	0
MATERIALS								
763	SYNGENTA AG ADR	N/A	58,357	60,994	2,637	1,296	2.12	0
MISCELLANEOUS INDUSTRIES								
2,598	ASSA ABLOY AB UNSP ADR		33,873	68,727	34,855	787	1.15	0
	TOTAL COMMON STOCK-FOREIGN		2,636,382	3,789,556	1,153,174	74,850		464
	TOTAL EQUITY INVESTMENTS		10,303,284	14,688,452	4,385,168	223,099		13,155
MUTUAL FUNDS								
EXCHANGE TRADED FUNDS - EQUITY								
MATERIALS								
150	SPDR GOLD TRUST		22,828	17,418	5,410-	0	0.00	0
EXCHANGE TRADED FUNDS								
3,000	JEFFERIES TR/J ALERIAN MLP ETF		54,050	53,370	680-	3,204	6.00	0
45,650	ISHARES CORE S&P 500 ETF	N/A	5,972,019	8,474,923	2,502,904	152,699	1.80	0
320	ISHARES CORE S&P MID-CAP ETF	N/A	39,644	42,819	3,175	553	1.29	0
4,050	SPDR S&P 500 ETF TRUST	N/R	614,639	747,995	133,356	13,572	1.81	3,970
	TOTAL EXCHANGE TRADED FUNDS		6,680,352	9,319,107	2,638,755	170,028		3,970
MUTUAL FUNDS								
500	VANGUARD REIT FUND		38,840	32,280	6,560-	1,396	4.32	0
	TOTAL EXCHANGE TRADED FUNDS - EQUITY		6,742,020	9,368,805	2,626,785	171,424		3,970
EXCHANGE TRADED FUNDS - TAXABLE								
EXCHANGE TRADED FUNDS								
3,100	ISHARES CORE TOTAL U.S. BOND MARKET ETF		343,273	329,933	13,340-	7,629	2.31	652

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MUTUAL FUNDS							
2,000	POWERSHARES PREFERRED PORTFOLIO		27,500	26,880	620 - 1,824	6.79	0
	TOTAL EXCHANGE TRADED FUNDS - TAXABLE		370,773	356,813	13,960 - 9,453		652
MUTUAL FUNDS FIXED INC-TAXABLE							
MUTUAL FUNDS							
11,168.44	ADVISOR SERIES TRUST PIA MBS BOND FUND		110,991	106,659	4,332 - 2,881	2.70	0
99,438.833	ADVISOR SERIES TRUST PIA BBB BOND FUND		901,560	904,893	3,334 38,383	4.24	0
2,193.695	EATON VANCE FLOATING-RATE FUND CLASS I		20,105	20,160	55 788	3.91	81
1,071.811	TCW EMERGING MARKETS INCOME FUND - CLASS I		10,000	9,003	997 - 525	5.83	0
760.933	VANGUARD INFLATION PROTECTED SECURITIES FUND - INVESTOR SHARES	N/A	10,081	9,877	204 - 164	1.66	0
	TOTAL MUTUAL FUNDS		1,052,737	1,050,592	2,145 - 42,741		81
MUTUAL FUNDS EQUITY							
UNCLASSIFIED							
8,300.301	JANUS PERKINS MID CAP VALUE FUND - CLASS I		137,725	193,895	56,170 3,279	1.69	0
MUTUAL FUNDS							
14,059.207	AMERICAN CENTURY HERITAGE FUND/N/A INVESTORS CLASS		306,737	358,229	51,492 1,814	0.51	0
3,947.276	BLACKROCK US OPPORTUNITIES PORTFOLIO - INSTITUTIONAL		104,349	160,220	55,871 1,318	0.82	0
35,243.814	EATON VANCE ATLANTA CAPITAL SMID-CAP FUND - CLASS I		459,725	870,170	410,445 0	0.00	0
2,785.664	PRUDENTIAL JENNISON MID CAP GROWTH FUND - CLASS Z		94,373	112,792	18,419 331	0.29	0
25,542.39	RIDGEWORTH MID CAP VALUE EQUITY FUND - CLASS I		294,483	348,143	53,659 4,317	1.24	0

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	TOTAL MUTUAL FUNDS		1,259,667	1,849,554	589,887	7,780	0
	TOTAL MUTUAL FUNDS EQUITY		1,397,392	2,043,449	646,057	11,059	0
	TOTAL MUTUAL FUNDS		9,562,922	12,819,659	3,256,737	234,677	4,703
OTHER ASSETS							
COLLATERALIZED MORTGAGE OBLIGATIONS							
5.76	FHLMC CMO SERIES 2517 JH DTD 10/01/02 4.5% 10/15/2017		21	6	15-	0	4.30
15,927.29	FHLMC CMO SERIES 2814 GB 5% 06/15/2019		15,437	16,787	1,350	796	4.74
250,000	FHLMC SERIES 3547 CL-CB CMO 4.5% 06/15/2024		249,375	267,201	17,826	11,250	4.21
341,925.53	FHLMC SERIES 2896 CLASS VB CMO 5% 12/15/2025		340,643	349,159	8,515	17,096	4.90
82,794.89	FHLMC SERIES 3121 CLASS JD 5.5% 03/15/2026		81,553	91,282	9,729	4,554	4.99
	TOTAL COLLATERALIZED MORTGAGE OBLIGATIONS		687,029	724,435	37,406	33,696	2,714
	Total Fund		32,709,693	40,441,709	7,732,016	735,616	85,031

Attachment to 2013 Form 5500

Schedule SB, Line 26 - Schedule of Active Participant Data

Plan Name: Retirement Plan for Employees of Jameson Health System, Incorporated

Plan EIN: 25-1536036, PN: 001

Attained Age	Years of credited service:									
	Under 1		1 to 4		5 to 9		10 to 14		15 to 19	
	No.	Acc. Ben.	Cash Bal.	No.	Acc. Ben.	Cash Bal.	No.	Acc. Ben.	Cash Bal.	Acc. Ben.
Under 25	0	-	-	0	0	-	0	-	-	-
25 to 29	0	-	-	0	11	-	5	-	-	-
30 to 34	0	-	-	1	19	-	31	-	6,475	-
35 to 39	0	-	-	2	14	-	27	-	6,549	-
40 to 44	0	-	-	1	13	-	28	228	8,737	352
45 to 49	0	-	-	0	16	-	29	181	7,330	-
50 to 54	0	-	-	0	19	-	38	153	8,950	-
55 to 59	0	-	-	2	13	-	53	363	9,202	-
60 to 64	0	-	-	0	16	-	38	165	11,565	-
65 to 69	0	-	-	0	2	-	11	-	-	-
70 & up	0	-	-	4	6	-	5	-	-	-

Attained Age	Years of credited service:									
	20 to 24		25 to 29		30 to 34		35 to 39		40 & up	
	No.	Acc. Ben.	Cash Bal.	No.	Acc. Ben.	Cash Bal.	No.	Acc. Ben.	Cash Bal.	Acc. Ben.
Under 25	0	-	-	0	0	-	0	-	-	-
25 to 29	0	-	-	0	0	-	0	-	-	-
30 to 34	0	-	-	0	0	-	0	-	-	-
35 to 39	0	-	-	0	0	-	0	-	-	-
40 to 44	24	732	16,578	1	0	-	0	-	-	-
45 to 49	13	-	-	26	914	29,323	0	-	-	-
50 to 54	21	934	25,745	18	-	-	1	-	-	-
55 to 59	21	753	28,678	24	858	36,999	26	1,481	53,384	-
60 to 64	13	-	-	21	684	49,857	11	-	-	-
65 to 69	5	-	-	2	-	-	2	-	-	-
70 & up	2	-	-	0	-	-	0	-	-	-

Cash Balance account is shown for active participants. As permitted, the averages for balances include cash balance as well as non-cash-balance participants. Data is shown only for cells with 20 or more participants. Frozen accrued benefit is also shown for active participants. The averages also include \$0 accrued amounts for participants who are represented by average cash balance account information. Compensation information is not provided because it is no longer used in determining plan benefits (all accruals are frozen).

Attachment to 2013 Form 5500
Schedule SB, Part V - Statement of Actuarial Assumptions/Methods
Plan Name: Retirement Plan for Employees of Jameson Health System, Incorporated
Plan EIN: 25-1536036, PN: 001

Actuarial Methods and Assumptions

As of January 1, 2013

Mortality for Minimum and Maximum Funding: IRS 2013 Static Mortality Table

IRS Prescribed Interest Rates for Funding Target Liability in 2013 and 2012, Updated for MAP-21 corridors for 2012 and HATFA corridors for 2013. Maximum contributions are based on pre-HATFA rates.

Minimum/Maximum Funding	2013 (Min/Max)	2012 (Min/Max)
First Segment Rate	5.23% / 1.75%	5.54% / 2.06%
Second Segment Rate	6.51% / 4.62%	6.85% / 5.25%
Third Segment Rate	7.16% / 5.72%	7.52% / 6.32%
Look back Month	September	September

Selected Assumptions: Rates at selected ages are follows:

Age	FAS 35 Mortality		Termination Rates		Disability Rates	
	Male	Female	Cash Accum.	Traditional	Male	Female
25	0.035%	0.019%	9.30%	5.30%	0.038%	0.047%
30	0.043%	0.025%	8.99%	4.80%	0.048%	0.080%
35	0.075%	0.044%	8.44%	4.50%	0.069%	0.136%
40	0.102%	0.064%	7.52%	3.80%	0.117%	0.211%
45	0.138%	0.100%	6.04%	3.20%	0.202%	0.323%
50	0.188%	0.149%	3.87%	1.50%	0.358%	0.533%
55	0.317%	0.257%	1.36%	0.30%	0.722%	0.952%
60	0.603%	0.488%	0.16%	0.00%	1.256%	1.159%
65	1.154%	0.937%	0.00%	0.00%	1.753%	1.358%

Payment Form Election:

Cash Balance participants are assumed to elect a lump sum and traditional participants are assumed to elect a life annuity.

Marital Status: 85% Married, female spouse 4 years younger than male.

Expenses: None. Technical corrections to the Pension Protection Act of 2006 require plan sponsors to recognize estimated non-investment administrative expenses in the Plan's normal cost. It is our understanding that Jameson Health System, Incorporated pays all non-investment administrative expenses outside of the Plan.

Pre-Retirement Death Coverage: It is assumed surviving spouses of Cash Balance participants elect an immediate lump sum. Surviving Spouses of traditional plan participants are assumed to receive 100% of the qualified joint and 100% survivor annuity option.

Attachment to 2012 Form 5500

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

Plan Name: Retirement Plan for Employees of Jameson Health System, Incorporated

Plan EIN: 25-1536036, PN: 001

Actuarial Methods and Assumptions (Continued)

Age	Retirement Rates		Retirement Rates (before 2013)	
	Traditional	Cash Balance	Traditional	Cash Balance
	Participants	Participants	Participants	Participants
<55	0.0%	0.0%	0.0%	0.0%
55	5.0%	5.0%	2.0%	2.0%
56	5.0%	5.0%	2.0%	2.0%
57	5.0%	5.0%	2.0%	2.0%
58	5.0%	5.0%	2.0%	2.0%
59	5.0%	5.0%	2.0%	2.0%
60	10.0%	10.0%	2.0%	2.0%
61	5.0%	10.0%	2.0%	2.0%
62	20.0%	10.0%	40.0%	40.0%
63	20.0%	10.0%	10.0%	10.0%
64	20.0%	10.0%	10.0%	10.0%
65	50.0%	30.0%	100.0%	100.0%
66	20.0%	20.0%	100.0%	100.0%
67	20.0%	20.0%	100.0%	100.0%
68	20.0%	20.0%	100.0%	100.0%
69	20.0%	20.0%	100.0%	100.0%
70	100.0%	100.0%	100.0%	100.0%

Actuarial Cost Method: Unit Credit. A method under which the projected benefits of each individual included in an actuarial valuation are allocated by a consistent formula to valuation years. The actuarial present value of benefits allocated to a valuation year is the normal cost. The actuarial present value of benefits allocated to all periods prior to a valuation year is called actuarial accrued liability. Under this method, the Actuarial Gains (losses), as they occur, generally reduce (increase) the unfunded Actuarial Accrued Liability.

Asset Valuation Method: 24-month smoothed value described in IRS Notice 2009-22.

Shortfall Amortization Changes: None since prior year (the 2+7 amortization relief schedule was chosen for 2010 and 2011 plan years)

Assumption changes since prior valuation: The mortality and interest assumptions have been updated to comply with prescribed IRS requirements for 2013, including the effect of HATFA pension funding stabilization.

Significant Benefits Not Recognized: None

Schedule H, Line 4j
Schedule of Reportable Transactions

Name of Plan: Retirement Plan for Employees of Jameson Health System, Inc.

25-1536036

Three-digit plan number: ▶001

01/01/13-12/31/13

[illegible]

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

Pension Benefit Guaranty Corporation

**Single-Employer Defined Benefit Plan
Actuarial Information**

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

► File as an attachment to Form 5500 or 5500-SF.

OMB No. 1210-0110

2013**This Form is Open to Public
Inspection**

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

► Round off amounts to nearest dollar.

► Caution: A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan Retirement Plan for Employees of Jameson Health System, Inc.		B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Jameson Health System, Inc.		D Employer Identification Number (EIN) 25-1536036
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500		

Part I Basic Information

1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2013</u>			
2 Assets:			
a Market value		2a	36,691,193
b Actuarial value		2b	36,778,346
3 Funding target/participant count breakdown:		(1) Number of participants (2) Funding Target	
a For retired participants and beneficiaries receiving payment		3a	359 17,778,377
b For terminated vested participants		3b	285 4,445,751
c For active participants:			
(1) Non-vested benefits		3c(1)	43,098
(2) Vested benefits		3c(2)	21,613,363
(3) Total active		3c(3)	798 21,656,461
d Total		3d	1,442 43,880,589
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐			
a Funding target disregarding prescribed at-risk assumptions		4a	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor		4b	
5 Effective interest rate		5	6.61 %
6 Target normal cost		6	0

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	Robert Crnjarich Signature of actuary	09/24/2014 Date
Robert Crnjarich Type or print name of actuary		14-05141 Most recent enrollment number
Cowden Associates, Inc. Firm name		(412) 394-9951 Telephone number (including area code)
444 Liberty Avenue, Suite 605 Pittsburgh PA 15222-1222 Address of the firm		

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

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

Schedule SB (Form 5500) 2013
v. 130118

Part II Beginning of Year Carryover and Prefunding Balances

Part 1 Beginning of year carryover and prefunding balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	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)	0	0
10	Interest on line 9 using prior year's actual return of <u>11.07</u> %		
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		0
	b Interest on (a) using prior year's effective interest rate of <u>6.95</u> % except as otherwise provided (see instructions)		0
	c Total available at beginning of current plan year to add to prefunding balance		0
	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)	0	0

Part III | Funding Percentages

14	Funding target attainment percentage.....	14	83.81 %
15	Adjusted funding target attainment percentage	15	81.08 %
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	81.67 %
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:

13 Contributions made to the plan for the plan year by employer(s) and employee(s).							
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees		
04/15/2013	344,506						
07/15/2013	344,506						
10/15/2013	344,506						
01/15/2014	344,506						
09/15/2014	598,012						
			Totals ▶	18(b)	1,976,036	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	1,857,370

20 Quarterly contributions and liquidity shortfalls:

- a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No
- b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No
- c If line 20a is "Yes," see instructions and complete the following table as applicable:

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

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

21 Discount rate:			
a Segment rates:	1st segment: 5.23 %	2nd segment: 6.51 %	3rd segment: 7.16 %
			☐ N/A, full yield curve used
b Applicable month (enter code):			21b 4
22 Weighted average retirement age			22 63
23 Mortality table(s) (see instructions)	☐ Prescribed - combined	☒ Prescribed - separate	☐ Substitute

Part VI Miscellaneous Items

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)			31a 0
b Excess assets, if applicable, but not greater than line 31a			31b
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	7,102,243	1,857,370	
b Waiver amortization installment			
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	34		1,857,370
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement			0
36 Additional cash requirement (line 34 minus line 35)	36		1,857,370
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37		1,857,370
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a		0
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		0
43 Excess installment acceleration amount to be carried over to future plan years	43		0

Attachment to 2013 Form 5500

Schedule SB, Line 19 - Discounted Employer Contributions

Plan Name: Retirement Plan for Employees of Jameson Health System, Incorporated

Plan EIN: 25-1536036, PN: 001

Date of Contribution		Amount		Year Applied		Effective Interest Rate		Interest Adjusted Contribution
4/15/2013		344,506		2013		6.61%		338,280
7/15/2013		344,506		2013		6.61%		332,925
10/15/2013		344,506		2013		6.61%		327,596
1/15/2014		344,506		2013		6.61%		322,354
9/15/2014		598,012		2013		6.61%		536,215
Total		1,976,036						1,857,370

Attachment to 2013 Form 5500

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

Plan Name: Retirement Plan for Employees of Jameson Health System, Incorporated

Plan EIN: 25-1536036, PN: 001

The weighted average retirement age for the Plan is approximately 63, as shown in the following exhibit:

Age (1)	Rate (2)	# Retiring (Radix = 1,000) (3)	Weight (3)/Number of Members (4)	Age X Weight (5)
55	0.05	50	0.05	2.75
56	0.05	48	0.0475	2.66
57	0.05	45	0.0451	2.57
58	0.05	43	0.0429	2.49
59	0.05	41	0.0407	2.40
60	0.1	77	0.0774	4.64
61	0.05	35	0.0348	2.12
62	0.2	132	0.1323	8.20
63	0.2	106	0.1059	6.67
64	0.2	85	0.0847	5.42
65	0.5	169	0.1694	11.01
66	0.2	34	0.0339	2.24
67	0.2	27	0.0271	1.82
68	0.2	22	0.0217	1.47
69	0.2	17	0.0173	1.20
70	1	69	0.0694	4.86
Weighted Average Age =				62.52

Attachment to 2013 Form 5500

Schedule SB, Line 15, Reconciliation of differences between valuation results
and amounts used to calculate AFTAP

Plan Name: Retirement Plan for Employees of Jameson Health System, Incorporated
Plan EIN: 25-1536036, PN: 001

The discrepancy between the certified AFTAP and the FTAP is due to the implementation of the HATFA legislation. The AFTAP contains liabilities calculated based on MAP-21 interest rates and was certified prior to the HATFA legislation. The FTAP shown on the Schedule SB uses liabilities calculated based on the HATFA segment rates.

Attachment to 2013 Form 5500
Schedule SB, Part V - Summary of Plan Provisions
Plan Name: Retirement Plan for Employees of Jameson Health System, Incorporated
Plan EIN: 25-1536036, PN: 001

Summary of Plan Provisions

The following is a summary of the major provisions of the plan as of January 1, 2013.

General Information

- Original Plan: July 1, 1968
- Restated Plan: January 1, 2011
- Plan Year: January 1 to December 31
- Most Recent Amendment: Effective January 1, 2011

Covered Employees: All non-physician employees of Jameson Health System

Plan Freeze: Effective November 1, 2006, the Plan was frozen to participants and to the accrual of benefits.

Cash Accumulation Provisions

- Normal Retirement: The first day of the month coincident with or next following age 65 and 5 years from date of participation.
- Normal Retirement Benefit: The November 1, 2006 cash accumulation account credited with interest to retirement at the average November 30-year treasury rate for each year. In no event will the benefit be less than the April 30, 2000 actuarial equivalent.
- Late Retirement: If the participant retires after Normal Retirement Date, the first day of the month coincident with or next following his actual retirement date (Late Retirement Date).
- Deferred Vested Retirement: Termination of employment after 5 years of vesting service but prior to Normal Retirement Eligibility.
- Deferred Vested Benefit: Participants will receive their cash accumulation account upon termination.
- Surviving Spouse Benefit (married participants): The surviving spouse is assumed to receive a monthly benefit equal to the actuarial equivalent of the cash balance account. The spouse may choose to receive the cash accumulation account balance as a lump sum in lieu of this benefit.
- Survivor's benefit (unmarried participants): Beneficiary will receive the cash accumulation account in a lump sum payment.
- Automatic Payment Form: For unmarried participants, the actuarial equivalent of the cash accumulation account payable as a life annuity. For married participants, the actuarial equivalent of the cash accumulation account payable as a joint and 50% survivor annuity.

Attachment to 2013 Form 5500
Schedule SB, Part V - Summary of Plan Provisions
Plan Name: Retirement Plan for Employees of Jameson Health System, Incorporated
Plan EIN: 25-1536036, PN: 001

Summary of Plan Provisions (Continued)

Traditional Structure Provisions

- Normal Retirement: A monthly benefit equal to the frozen accrued benefit based on service and compensation as of November 1, 2006. Normal retirement occurs at the later of age 65 and 5 years of participation.
- Accrued Benefit: 1.25% of average compensation times years of credited service. Frozen as described previously. The benefit is defined to be at least as great as \$10 per month per year of
- Early Retirement: The actuarial equivalent of the frozen accrued benefit payable no earlier than age 55 and 5 years of vesting service.
- Vesting: Participant's vested portion of their Accrued Benefit deferred to age 65. Reduced benefit payable as early as age 55 if eligible. Eligibility begins once a participant has accumulated at least five years of vesting service.
- Pre-Retirement Death Benefit: For active or terminated participants who become deceased, 100% of the accrued benefit reduced for form of payment and early retirement, if applicable. Payment may begin at the earliest date the participant would be eligible for retirement.
- Automatic Payment Form: For unmarried participants, a life annuity. For married participants, a joint and 100% survivor annuity.

Miscellaneous

- Changes since prior valuation: None.
- Annuity benefits may not exceed the 2012 limit of \$200,000 per year. This value is adjusted for non-standard forms of payment (including lump sum payments for Cash Accumulation participants).

HUNTINGTON WEALTH ADVISORS

Statement Period
Account Number
01/01/2013 through 12/31/2013
M01768

Schedule Of Assets

UNITS	DESCRIPTION	S & P RATING	TAX COST	MARKET VALUE	UNREALIZED EST ANN GAIN/LOSS INCOME	YIELD ON MKT	ACCURED INCOME
SHORT TERM INVESTMENT							
	ACCURED INCOME		85,024	85,024	0	0.00	
CASH MANAGEMENT FUNDS-TAXABLE							
228,937.2	HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT		228,937	228,937	0	0.05	11
3,885,137.26	FEDERATED PRIME OBLIGATIONS FUND - INSTITUTIONAL SHARES		3,885,137	3,885,137	0	0.01	78
	TOTAL CASH MANAGEMENT FUNDS-TAXABLE		4,114,074	4,114,074	0		89
	TOTAL SHORT TERM INVESTMENT		4,199,098	4,199,098	0		89
FIXED INCOME							
U. S. GOVT OBLIGATIONS							
340,000	US TREASURY N/B 1% 01/15/2014	NR	342,697	340,105	2,592-	1.00	1,571
25,000	US TREASURY 2.25% 05/31/2014	NR	24,218	25,219	1,001	2.23	50
200,000	US TREASURY 2.125% 11/30/2014	NR	200,712	203,546	2,834	2.09	374
310,000	US TREASURY 2.5% 04/30/2015	NR	315,873	319,359	3,486	2.43	1,327
165,000	US TREASURY N/B 4.25% 11/15/2017	NR	173,256	183,718	10,461	3.82	910
270,000	US TREASURY N/B 1.25% 01/31/2019		269,272	263,312	5,960-	1.28	1,412
100,000	US TREASURY N/B 3.125% 05/15/2019	NR	102,722	106,563	3,841	2.93	406
295,000	US TREASURY N/B 2% 02/15/2023		276,204	273,660	2,544-	2.16	2,229
280,000	US TREASURY 5.375% 02/15/2031	NR	312,004	343,132	31,128	4.39	5,685
195,000	US TREASURY 3.75% 08/15/2041		216,022	190,094	25,928-	3.85	2,762
	TOTAL U. S. GOVT OBLIGATIONS		2,232,980	2,248,708	15,728		16,726
U. S. GOVT MTG BACKED SECURITIES							
419.97	FNMA FEDERAL NATIONAL MTGE ASSOC 5.5% 01/01/2029		454	458	4	5.04	2
32,067.5	FNMA 5% 06/01/2033		32,018	34,493	2,475	4.65	134

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Schedule Of Assets

UNITS	DESCRIPTION	S & P RATING	TAX COST	MARKET VALUE	UNREALIZED EST ANN GAIN/LOSS INCOME	YIELD ON MKT	ACCRUED INCOME
12,109.85	FHLMC GOLD POOL #G05256 4% 03/01/2039		12,533	12,443	90-	3.89	40
22,347.13	FHLMC GOLD POOL #G05449 4.5% 05/01/2039		23,444	23,662	219	4.25	84
19,157.89	FHLMC POOL #A87714 4% 08/01/2039		19,909	19,690	220-	3.89	64
21,548.64	FGLMC POOL #A93505 4.5% 08/01/2040		22,603	22,833	230	4.25	81
9,812.5	FNMA POOL #AE6083 4% 10/01/2040		10,214	10,106	108-	3.88	33
	TOTAL U. S. GOVT MTG BACKED SECURITIES		121,175	123,685	2,510	5,245	438
	U. S. GOVT AGENCIES						
250,000	FHLMC 2.5% 04/23/2014	AA+	260,901	251,850	9,051-	2.48	1,181
150,000	FNMA .875% 08/28/2014	AA+	151,526	150,705	821-	0.87	448
250,000	FNMA .75% 12/19/2014	AA+	251,574	251,348	227-	0.75	63
230,000	FHLMC .5% 04/17/2015	AA+	230,827	230,752	75-	0.50	236
230,000	FNMA 1.625% 10/26/2015	AA+	238,327	235,026	3,301-	1.59	675
200,000	FNMA .375% 12/21/2015	AA+	200,190	199,694	496-	0.38	21
100,000	FHLMC 1.125% 03/10/2017-2014	AA+	99,900	100,417	517	1.12	347
	TOTAL U. S. GOVT AGENCIES		1,433,245	1,419,792	13,453-	16,201	2,971
	CORPORATE OBLIGATIONS						
5,000	ESCROW GM CORP SR CONV 06/01/2009		1	0	1-	0.00	0
45,000	MORGAN STANLEY 4.75% 04/01/2014	BBB+	38,405	45,358	6,953	4.71	534
25,000	CLOROX CO 5% 01/15/2015	BBB+	24,386	26,133	1,747	4.78	576
80,000	METLIFE INC 5% 06/15/2015	A-	85,696	84,914	782-	4.71	178
100,000	GENERAL ELEC CAP CORP SERIES MTAA+ 2.25% 09/30/2015	MTAA+	99,550	100,485	935	2.24	6
80,000	GENERAL ELEC CAP CORP SERIES MTAA+ 5% 01/08/2016	MTAA+	82,453	86,457	4,004	4.63	1,922

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Schedule Of Assets

UNITS	DESCRIPTION	S & P RATING	TAX COST	MARKET VALUE	UNREALIZED EST ANN GAIN/LOSS INCOME	YIELD ON MKT	ACCRUED INCOME
100,000	GOLDMAN SACHS GROUP INC 3.625% A- 02/07/2016	A-	99,169	104,948	5,779 3,625	3.45	1,450
100,000	MERCK & CO INC .7% 05/18/2016	AA	100,180	99,825	355- 700	0.70	84
45,000	WYETH 5.45% 04/01/2017	AA	44,061	50,537	6,476 2,453	4.85	613
75,000	BUNGE LTD FINANCE CORP 3.2% 06/15/2017	BBB-	74,699	77,135	2,437 2,400	3.11	107
250,000	GENERAL ELEC CAP CORP MEDIUM TERM NOTE 5.625% 09/15/2017	AA+	261,505	284,400	22,895 14,063	4.94	4,141
75,000	CABOT CORP 2.55% 01/15/2018	BBB+	74,904	74,897	8- 1,913	2.55	882
65,000	AMERICAN INTL GROUP 5.85% 01/16/2018	A-	75,912	74,558	1,354- 3,803	5.10	1,743
75,000	WELLS FARGO & COMPANY 1.5% 01/16/2018	A+	75,264	74,516	749- 1,125	1.51	516
100,000	CATERPILLAR FINL SVCS CORP SERIES MTN 1.3% 03/01/2018	A	100,450	96,960	3,490- 1,300	1.34	433
70,000	GLAXOSMITHKLINE CAP INC CAP INC A+ 5.65% 05/15/2018	A+	74,826	80,580	5,754 3,955	4.91	505
100,000	PHILIP MORRIS INTL INC 5.65% 05/16/2018	A	102,300	114,852	12,552 5,650	4.92	706
70,000	RIO TINTO FIN USA LTD 6.5% 07/15/2018	A-	73,260	82,634	9,374 4,550	5.51	2,098
45,000	DU PONT E I DE NEMOURS & CO 5.75% 03/15/2019	A	44,014	51,226	7,212 2,588	5.05	762
50,000	BOEING CAPITAL CORP 4.7% 10/27/2019	A	50,067	56,103	6,036 2,350	4.19	418
65,000	CF INDUSTRIES INC 7.125% 05/01/2020	BBB-	79,944	76,189	3,754- 4,631	6.08	772
50,000	NORDSTROM INC 4.75% 05/01/2020	A-	52,157	54,718	2,562 2,375	4.34	396
50,000	PEPSICO INC 3.125% 11/01/2020	A-	50,116	50,058	59- 1,563	3.12	260
100,000	HEWLETT PACKARD CO 3.75% 12/01/2020	BBB+	97,799	99,782	1,983 3,750	3.76	313
100,000	CARDINAL HEALTH INC 4.625% 12/15/2020	A-	99,950	107,937	7,987 4,625	4.28	206

HUNTINGTON WEALTH ADVISORS

Statement Period
Account Number
01/01/2013 through 12/31/2013
M01768

Schedule Of Assets

UNITS	DESCRIPTION	S & P RATING	TAX COST	MARKET VALUE	UNREALIZED EST ANN GAIN/LOSS INCOME	YIELD ON MKT	ACCRUED INCOME
80,000	PROLOGIS INC 3.35% 02/01/2021-2020	BBB	79,987	77,690	2,298-	3.45	447
90,000	GOLDMAN SACHS GROUP INC 5.25% 07/27/2021	A-	88,424	98,536	10,111	4.80	2,021
85,000	CITIGROUP INC 4.5% 01/14/2022	A-	86,246	90,075	3,829	4.25	1,774
110,000	JP MORGAN CHASE & CO 4.5% 01/24/2022	A	115,894	116,350	457	4.25	2,159
85,000	FREEPORT-MCMORAN C & G 3.55% 03/01/2022-2021	BBB	76,107	80,784	4,677	3.74	1,006
75,000	EASTMAN CHEMICAL CO 3.6% 08/15/2022-2022	BBB	74,607	72,005	2,603-	3.75	1,020
100,000	GENERAL ELEC CAP CORP 3.15% 09/07/2022	AA+	99,660	96,772	2,888-	3.26	998
80,000	NVR INC 3.95% 09/15/2022	BBB	80,469	75,610	4,859-	4.18	930
80,000	WALGREEN CO 3.1% 09/15/2022	BBB	80,780	74,999	5,781-	3.31	730
80,000	AGILENT TECHNOLOGIES INC 3.2% 10/01/2022	BBB+	77,403	73,223	4,180-	3.50	640
70,000	ORACLE CORPORATION 2.5% 10/15/2022	A+	69,915	64,116	5,799-	2.73	369
100,000	VERIZON COMMUNICATIONS 2.45% 11/01/2022-2022	BBB+	100,299	88,525	11,774-	2.77	408
80,000	DOW CHEMICAL CO/THE 3% 11/15/2022-2022	BBB	79,038	74,611	4,427-	3.22	307
75,000	RPM INTERNATIONAL INC 3.45% 11/15/2022-2022	BBB-	74,650	68,489	6,162-	3.78	331
80,000	THERMO FISHER SCIENTIFIC INC 3.15% 01/15/2023-2022	BBB	79,793	74,449	5,344-	3.38	1,162
100,000	WELLS FARGO & COMPANY SERIES M A 3.45% 02/13/2023		100,219	94,544	5,675-	3.65	1,323
100,000	EMERSON ELECTRIC CO 2.625% 02/15/2023	A	101,078	93,399	7,679-	2.81	992
60,000	GATX CORP 3.9% 03/30/2023	BBB	62,188	56,839	5,350-	4.12	592

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75,000	FIDELITY NATIONAL INFORMATION 3.5% 04/15/2023-2023	BBB-	67,799	68,363	565	3.84	554
100,000	STATE STREET CORP 3.1% 05/15/2023	A	97,610	92,981	4,629-	3.33	396
75,000	STARBUCKS CORP 3.85% 10/01/2023-2023	A-	74,683	75,438	755	3.83	922
75,000	CVS CAREMARK CORP 4% 12/05/2023-2023	BBB+	74,670	74,841	171	4.01	217
45,000	VERIZON GLOBAL FDG CORP 7.75% 12/01/2030	BBB+	46,793	57,476	10,683	6.07	291
25,000	ARCHER-DANIELS-MIDLAND CO 5.375% 09/15/2035	A	21,912	26,592	4,679	5.05	396
45,000	DUKE ENERGY CAROLINAS 6.05% 04/15/2038	A	43,222	53,410	10,188	5.10	575
50,000	STANLEY BLACK & DECKER INC 5.2% 09/01/2040	A	49,811	50,322	511	5.17	867
80,000	NBCUNIVERSAL MEDIA LLC 4.45% 01/15/2043	A-	79,727	71,666	8,062-	4.97	1,642
	TOTAL CORPORATE OBLIGATIONS		4,044,052	4,097,307	53,255	159,756	42,690
	CORPORATE OBLIGATIONS-FOREIGN						
75,000	WEATHERFORD BERMUDA 4.5% 04/15/2022-2022	BBB-	76,007	75,473	534-	4.47	713
50,000	STATOIL ASA 2.65% 01/15/2024	AA-	49,901	45,100	4,801-	2.94	832
	TOTAL CORPORATE OBLIGATIONS-FOREIGN		125,908	120,573	5,335-		1,545
	TOTAL FIXED INCOME		7,957,360	8,010,065	52,705	243,641	64,370

EQUITY INVESTMENTS

PREFERRED STOCK

FINANCIALS

20,000	LEHMAN BROTHERS HOLDINGS SERIES J PFD 7.95% ESCROW CUSIP ON ORIGINAL CUSIP 52520W317		500,000	0	500,000-	0.00	0
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5,000	MORGAN STANLEY CP TR IV 4/1/33 SERIES PFD 6.25%	BB+	125,000	118,400	6,600 -	6.60	1,953
	TOTAL FINANCIALS		625,000	118,400	506,600 -	7,810	1,953
	COMMON STOCK						
	FINANCIALS						
866	AMERICAN EXPRESS	N/A	37,846	78,572	40,726	797	1.01
821	ARTISAN PARTNERS ASSET MANAGEMENT, INC.		30,748	53,521	22,773	1,412	2.64
913	BERKSHIRE HATHAWAY INC CL B		81,111	108,245	27,134	0	0.00
248	BLACKROCK INC	N/R	48,932	78,485	29,552	1,667	2.12
585	CITY NATL CORP W/1 RT/SH	N/A	28,377	46,344	17,967	585	1.26
1,755	EATON VANCE CORP NON VTG	N/A	50,173	75,096	24,923	1,544	2.06
549	FINANCIAL ENGINES INC		11,542	38,145	26,603	110	0.29
1,795	FOREST CITY ENT CL A	N/A	8,891	34,285	25,393	574	1.68
730	HCC INSURANCE HOLDINGS INC	N/A	16,973	33,682	16,709	657	1.95
590	IBERIABANK CORP	N/A	31,851	37,082	5,231	802	2.16
493	INTERCONTINENTAL EXCHANGE GROUP INC		58,517	110,886	52,368	1,282	1.16
1,287	MARSH & MCLENNAN COS INC	N/A	47,670	62,239	14,569	1,287	2.07
855	PORTFOLIO RECOVERY ASSOCIATE	N/A	22,861	45,178	22,317	0	0.00
656	PRICE T ROWE GROUP INC	N/A	38,042	54,953	16,911	997	1.81
650	PROSPERITY BANCSHARES INC	N/A	28,748	41,204	12,455	624	1.51
464	RLI CORP	N/A	22,955	45,184	22,229	631	1.40
2,244	STATE BANK FINANCIAL CORP		36,494	40,818	4,325	269	0.66
2,274	UMPQUA HOLDINGS CORP	N/A	28,399	43,524	15,126	1,364	3.13
395	UNIVERSAL HLTH REALTY INCOME TR	N/A	13,457	15,824	2,366	988	6.24
4,307	WELLS FARGO & CO	N/A	123,501	195,538	72,037	5,168	2.64

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555	WESTAMERICA BANCORPORATION	N/A	27,480	31,335	3,856	844	2.69
124	WHITE MOUNTAIN INSURANCE GROUP	N/A	63,689	74,782	11,093	124	0
	TOTAL FINANCIALS		858,257	1,344,922	486,665	21,726	889
	TELECOMMUNICATION SERVICES						
979	VERIZON COMMUNICATIONS	N/A	44,992	48,108	3,116	2,075	4.31
	HEALTH CARE						
495	ABAXIS INC		14,471	19,806	5,335	0	0.00
545	ALLERGAN INC W/1 RT/SH	N/A	40,903	60,539	19,635	109	0.18
315	ATHENAHEALTH INC		15,405	42,368	26,963	0	0.00
480	BIO-RAD LABS INC CL A	N/A	41,795	59,333	17,538	0	0.00
778	BIO-REFERENCE LABS INC		16,415	19,870	3,455	0	0.00
2,592	BRISTOL-MYERS SQUIBB CO	N/A	101,678	137,765	36,086	3,732	2.71
1,203	CEPHEID INC	N/A	40,149	56,146	15,997	0	0.00
465	CHEMED CORP		30,873	35,628	4,755	372	1.04
676	DAVITA HEALTHCARE PARTNERS INC W/1 RT/SH EXPIRES 12/10/2012	N/A	39,414	42,838	3,424	0	0.00
1,813	EXPRESS SCRIPTS HOLDING CO		104,517	127,345	22,829	0	0.00
1,976	GILEAD SCIENCES INC	N/A	47,794	148,398	100,604	0	0.00
440	IPC THE HOSPITALIST CO		20,433	26,132	5,698	0	0.00
181	MWI VETERINARY SUPPLY INC		21,453	30,764	9,311	0	0.00
690	MEDNAX INC		24,205	36,832	12,628	0	0.00
1,440	MERIDIAN BIOSCIENCE INC	N/A	30,715	38,203	7,488	1,094	2.86
786	NEOGEN CORP	B	21,981	35,920	13,939	0	0.00
1,526	PFIZER INC	N/A	38,306	46,741	8,435	1,587	3.40
715	TECHNE CORP	N/A	49,267	67,689	18,422	887	1.31
1,236	UNITEDHEALTH GROUP INC	N/A	71,637	93,071	21,434	1,384	1.49

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610	WEST PHARMACEUTICAL SERVICES	N/A	23,325	29,927	6,602	0.82	0
	TOTAL HEALTH CARE		794,736	1,155,315	360,579		933
	CONSUMER STAPLES						
1,608	ALTRIA GROUP INC	N/A	53,821	61,731	7,911	5.00	772
307	BROWN-FORMAN CORP CL B	N/A	20,068	23,200	3,132	1.54	0
2,028	CVS CAREMARK CORP	N/A	65,160	145,144	79,984	1.54	0
395	CASEYS GENERAL STORES INC	N/A	11,835	27,749	15,914	1.02	0
4,220	COCA COLA CO	N/A	149,466	174,328	24,862	2.71	0
785	COSTCO WHOLESALES CORP	N/A	52,525	93,431	40,906	1.04	0
631	ENERGIZER HOLDINGS INC	N/A	46,408	68,299	21,891	1.85	0
348	FRESH MARKET INC/THE		13,433	14,094	661	0.00	0
395	HARRIS TEETER SUPERMARKETS INC		8,494	19,493	10,999	1.22	59
275	HERSHEY CO W/1 RT/SH	N/A	19,485	26,738	7,253	2.00	0
454	J & J SNACK FOODS CORP COM	N/A	23,835	40,220	16,385	1.44	145
1,881	PHILIP MORRIS INTL INC		169,728	163,892	5,837 -	4.32	1,768
571	UNITED NATIONAL FOODS INC	N/A	16,445	43,048	26,603	0.00	0
622	WAL-MART STORES INC	N/A	47,609	48,945	1,336	2.39	292
	TOTAL CONSUMER STAPLES		698,312	950,312	252,000		3,036
	CONSUMER DISCRETIONARY						
1,231	AARON'S INC	N/A	23,814	36,191	12,378	0.29	26
223	AMAZON.COM INC	N/A	43,828	88,930	45,102	0.00	0
621	BED BATH & BEYOND INC	N/A	36,760	49,866	13,106	0.00	0
1,765	CARMAX INC	N/A	56,313	82,990	26,677	0.00	0
3,268	CARNIVAL CORPORATION		107,812	131,276	23,463	2.49	0
655	CHEESECAKE FACTORY	N/A	19,678	31,617	11,939	1.16	0

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927	CHOICE HOTELS INTERNATIONAL INC N/A NEW W/I RT/SH		25,376	45,525	20,149	686	1.51	172
515	COLUMBIA SPORTSWEAR COMPANY	N/A	23,022	40,556	17,534	515	1.27	0
1,234	COMCAST CORP CL A	N/A	42,865	64,125	21,260	963	1.50	241
1,289	WALT DISNEY CO	N/A	71,419	98,480	27,061	1,109	1.13	1,109
1,000	DORMAN PRODUCTS INC C		17,554	56,041	38,487	0	0.00	0
290	FIVE BELOW INC		10,548	12,527	1,979	0	0.00	0
1,015	GENTEX CORP	N/A	26,602	33,475	6,873	568	1.70	0
1,207	GRAND CANYON EDUCATION INC		19,664	52,625	32,961	0	0.00	0
628	HIBBETT SPORTS INC		16,178	42,171	25,994	0	0.00	0
785	K12 INC		19,230	17,074	2,157 -	0	0.00	0
1,030	LAS VEGAS SANDS CORP		43,236	81,236	38,000	1,442	1.78	0
3,414	LOWES COMPANIES INC	N/A	105,682	169,164	63,482	2,458	1.45	0
836	MCDONALDS CORP	N/A	76,822	81,117	4,295	2,709	3.34	0
970	MONRO MUFFLER BRAKE INC	N/A	31,189	54,669	23,481	427	0.78	0
1,068	MORNINGSTAR INC		44,211	83,400	39,189	726	0.87	0
470	NIKE INC CL B	A	9,613	36,961	27,348	451	1.22	113
735	NORDSTROM INC	N/A	41,989	45,423	3,434	882	1.94	0
191	PANERA BREAD COMPANY -CL A	N/A	33,451	33,748	297	0	0.00	0
42	PRICELINE.COM INC		7,601	48,821	41,220	0	0.00	0
345	PROTO LABS INC		16,039	24,557	8,518	0	0.00	0
740	ROADRUNNER TRANSPORTATION SY		18,895	19,943	1,048	0	0.00	0
712	ROSS STORES INC	N/A ^{PR}	43,896	53,350	9,455	484	0.91	0
2,265	SALLY BEAUTY CO INC		31,107	68,471	37,364	1,178	1.72	0
817	SCIQUEST INC		12,357	23,268	10,911	0	0.00	0
795	STARBUCKS CORP	N/A	38,183	62,320	24,138	827	1.33	0

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832	TWENTY-FIRST CENTURY FOX INC		27,535	29,261	1,727	0.71	0
195	UNIFIRST CORPORATION	N/A	19,341	20,865	1,524	0.14	0
1,180	WOLVERINE WORLD WIDE INC	N/A	14,702	40,073	25,371	0.71	71
1,036	YUM BRANDS INC	N/A	68,629	78,332	9,703	1.96	0
	TOTAL CONSUMER DISCRETIONARY		1,245,141	1,938,448	693,307	21,216	1,732
	INFORMATION TECHNOLOGY						
165	ALLIANCE DATA SYSTEMS CORP	N/A	31,401	43,383	11,982	0.00	0
364	APPLE INC	N/A	83,647	204,211	120,564	2.17	0
1,482	BLACKBAUD INC		25,410	55,797	30,387	1.27	0
595	CABOT MICROELECTRONICS CORP	N/A	26,123	27,192	1,068	0.00	0
498	CASS INFORMATION SYSTEMS INC		17,346	33,540	16,195	1.19	0
2,567	CISCO SYSTEMS	N/A	47,322	57,578	10,256	3.03	0
3,672	CORNING INC	N/A	59,727	65,435	5,708	2.24	0
795	DEALERTRACK TECHNOLOGIES INC		18,851	38,224	19,373	0.00	0
1,280	DIGI INTERNATIONAL INC	N/A	15,403	15,514	111	0.00	0
2,561	EMC CORP/MASS	N/A	66,055	64,409	1,645-	1.59	0
1,385	EBAY INC	N/A	72,181	75,988	3,807	0.00	0
700	EBIX INC		14,052	10,297	3,755-	2.04	0
965	FAIR ISAAC CORPORATION W/1 RT/SH	N/A	21,759	60,641	38,882	0.13	0
184	GOOGLE INC-CL A		110,747	206,211	95,464	0.00	0
1,380	HENRY JACK & ASSOC INC COM	N/A	21,368	81,710	60,342	1.35	0
290	HITTITE MICROWAVE CORP		15,326	17,902	2,576	0.00	0
1,068	INFORMATICA CORP	N/A	42,034	44,322	2,288	0.00	0
1,965	INTEL CORP	N/A	42,852	51,002	8,150	1.769	0
244	IBM CORP	B	50,354	45,767	4,586-	2.03	0
2,944	JUNIPER NETWORKS INC	N/A	60,059	66,446	6,387	0.00	0

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780	MANHATTAN ASSOCIATES	N/A	15,802	91,634	75,833	0	0
1,060	MAXIMUS INC	N/A	20,488	46,629	26,141	191	0
385	MERCADOLIBRE INC		27,958	41,499	13,541	220	55
3,112	MICROSOFT CORP	N/A	88,607	116,420	27,813	3,485	0
2,309	NATIONAL INSTRUMENTS CORP	N/A	58,233	73,934	15,701	1,293	0
1,801	ORACLE CORPORATION FORMERLY ORACLE SYS CORP W/1 RT/SH	N/A	62,153	68,906	6,754	864	0
545	PEGASYSYSTEMS INC	N/A	25,682	26,803	1,121	65	16
1,000	POWER INTEGRATION INC	N/A	33,358	55,820	22,462	320	0
2,059	QUALCOMM INC W 1 RT P/S EXP 9/25/2015	N/A	78,680	152,881	74,200	2,883	0
530	SPS COMMERCE INC		9,432	34,609	25,177	0	0
800	SCANSOURCE INC	N/A	19,948	33,944	13,996	0	0
1,010	SEMTECH CORP W/1 RT/SH	N/A	26,864	25,533	1,331 -	0	0
1,465	TEXAS INSTRUMENTS INC	N/A	44,804	64,328	19,524	1,758	0
370	ULTIMATE SOFTWARE GROUP INC		19,151	56,691	37,541	0	0
485	VERINT SYSTEMS INC	N/A	14,555	20,826	6,271	0	0
768	VISA INC CLASS A SHARES		123,949	171,018	47,069	1,229	0
518	VMWARE INC CLASS A		39,183	46,470	7,287	0	0
336	WEX INC		16,295	33,274	16,979	0	0
324	SINA CORPORATION	N/A	19,278	27,297	8,019	0	0
	TOTAL INFORMATION TECHNOLOGY		1,586,437	2,454,085	867,648	26,184	71
	INDUSTRIALS						
896	AAON INC	B	9,075	28,627	19,553	179	0
835	ACTUANT CORP CL A	N/A	21,542	30,594	9,052	33	0
488	ACUTY BRANDS INC	N/R	18,865	53,348	34,483	254	0
725	ADVISORY BOARD CO	N/A	26,639	46,161	19,521	0	0

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1,495	BEACON ROOFING SUPPLY INC		36,062	60,219	24,157	0	0
420	CARLISLE COS INC	A+	14,172	33,348	19,176	370	0
770	CLARCOR INC	N/A	29,746	49,550	19,803	524	131
255	COSTAR GROUP INC.	N/A	16,443	47,068	30,625	0	0
1,034	DANAHER CORP	N/A	52,180	79,825	27,645	103	26
710	ECHO GLOBAL LOGISTICS INC		10,336	15,251	4,915	0	0
700	EXPONENT INC		19,323	54,092	34,769	420	0
1,495	FASTENAL	N/A	72,046	71,027	1,018-	1,495	0
291	FEDEX CORP	N/A	26,039	41,837	15,798	175	44
1,330	FORWARD AIR CORPORATION W/1 RT/SH	N/A	31,324	58,400	27,077	532	0
820	GENERAL DYNAMICS CORP	N/A	54,680	78,351	23,671	1,837	0
3,673	GENERAL ELECTRIC CO	N/A	55,358	102,954	47,596	3,232	808
225	GENESSEE & WYOMING "A"	N/A	21,383	21,611	228	0	0
700	GRACO INC	N/A	22,559	54,684	32,125	770	0
952	HEICO CORP	N/A	24,141	40,098	15,957	114	390
1,063	HONEYWELL INTERNATIONAL INC	N/A	47,319	97,126	49,807	1,913	0
1,260	INNERWORKINGS INC		10,508	9,815	693-	0	0
830	KIRBY CORP	N/A	30,898	82,378	51,480	0	0
1,719	KNIGHT TRANS INC	N/A	32,045	31,526	518-	413	0
2,008	KOMATSU LTD	N/A	31,404	40,827	9,422	892	0
141	MIDDLEBY CORP	N/A	14,127	33,801	19,674	0	0
870	MOBILE MINI INC	N/A	15,038	35,827	20,788	592	0
875	MOOG INC CL A	N/A	33,063	59,448	26,384	0	0
265	PRECISION CASTPARTS CORP	N/A	44,451	71,365	26,914	32	0
832	RAVEN INDUSTRIES INC	N/A	12,990	34,228	21,238	399	0

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1,710	RITCHIE BROS AUCTIONEERS W/1 RT PER SH		40,356	39,210	1,146-	2.27	0
213	ROCKWELL AUTOMATION, INC	N/A	21,322	25,168	3,846	1.96	0
1,410	ROLLINS INC	N/A	27,136	42,709	15,573	1.19	0
512	UNION PACIFIC CORP	N/A	24,117	86,016	61,899	1.88	404
	TOTAL INDUSTRIALS		946,687	1,656,489	709,802		1,803
	ENERGY						
485	APACHE CORP	N/A	39,580	41,681	2,100	0.93	0
1,037	CAMERON INTERNATIONAL CORP W/1 RT P/S EXP 10/31/2017		51,304	61,733	10,429	0.00	0
613	CHEVRON CORPORATION	B+	64,005	76,570	12,565	3.20	0
860	CONOCOPHILLIPS	N/A	50,056	60,759	10,703	3.91	0
575	DRIL-QUIP	N/A	18,634	63,210	44,576	0.00	0
256	KINDER MORGAN MANAGEMENT LLC		18,504	19,369	865	0.00	0
933	OCCIDENTAL PETROLEUM CORP	N/A	80,679	88,728	8,050	2.69	597
2,465	SCHLUMBERGER LTD	N/A	147,012	222,121	75,109	1.39	734
	TOTAL ENERGY		469,774	634,171	164,397		1,331
	MATERIALS						
1,117	ALBERMARLE CORP	N/A	58,185	70,807	12,622	1.51	268
768	APTARGROUP INC W/1 RT/SH	N/A	20,920	52,078	31,158	1.47	0
427	BALCHEM CORP		7,597	25,065	17,468	0.44	111
533	ECOLAB INC W/1 RT PER SHARE	N/A	34,776	55,576	20,800	1.05	188
1,138	MEADWESTVACO CORP W/1 RT/SH	N/A	34,282	42,026	7,744	2.71	0
1,582	MONSANTO CO	N/A	103,666	184,382	80,716	1.48	0
342	NEWMARKET CORP COMMON STOCK		81,306	114,279	32,973	1.32	376
993	SOUTHERN COPPER CORP		33,752	28,509	5,243-	2.37	0
395	STEPAN CO	N/A	23,082	25,924	2,842	1.04	0

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	TOTAL MATERIALS		397,566	598,646	201,080	8.845	943
	TOTAL COMMON STOCK		7,041,902	10,780,496	3,738,594	140.439	10,738
	COMMON STOCK-FOREIGN						
	FINANCIALS						
4,982	AIA GROUP LTD		75,840	99,979	24,138	872	0
4,086	BANCO BILBAO VIZCAYA SPON ADR	N/A	45,286	50,626	5,339	1,790	0
2,334	EXPERIAN GROUP LTD SPON ADR		41,906	43,065	1,159	749	236
1,121	HSBC HLDGS PLC SPONS ADR NEW	N/R	51,662	61,801	10,139	2,690	0
2,562	HONG KONG EXCHANGES UNSPON ADR		20,432	42,724	22,291	979	0
2,935	IND & COMM BK OF CHINA UNSPON ADR		36,027	39,669	3,642	1,902	0
6,521	ING GROEP NV SPON ADR	N/A	69,836	91,359	21,523	12,970	0
3,476	INTESA SANPAOLO SPA -SPON ADR		48,333	51,556	3,223	1,992	0
2,806	ITAU UNIBANCO HOLDING SA ADR		36,793	38,077	1,284	222	18
4,179	JULIUS BAER GROUP LTD - UN ADR		40,190	40,260	70	0	0
12,150	MITSUBISHI UFJ FINL GRP ADR		70,636	81,162	10,526	1,543	0
2,173	PT BANK MANDIRI (PERSERO)- UNSPON ADR		19,534	14,016	5,518-	322	0
12,782	SUMITOMO MITSUI TRUST HLDGS SPON ADR		65,894	67,374	1,480	984	0
1,166	DEUTSCHE BANK AG -REG	N/R	51,089	56,248	5,159	1,133	0
	TOTAL FINANCIALS		673,458	777,916	104,458	28,148	254
	TELECOMMUNICATION SERVICES						
1,143	CHINA MOBILE LTD SPON ADR		61,830	59,767	2,062-	2,303	0
	HEALTH CARE						
2,175	FRESENIUS MEDICAL CARE AG	N/A	41,774	77,387	35,613	726	0
1,052	NOVARTIS AG ADR	N/A	42,404	84,560	42,156	2,164	0

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575	NOVO NORDISK ADR	N/A	15,693	106,237	90,544 1,302	1.23	0
1,204	ROCHE HLDG LTD SPONSORED ADR	N/A	73,824	84,341	10,517 1,955	2.32	0
555	PERRIGO COMPANY PLC		84,474	85,170	697 0	0.00	0
	TOTAL HEALTH CARE		258,169	437,695	179,526 6,147		0
	CONSUMER STAPLES						
598	ANHEUSER-BUSCH INBEV SPN ADR		60,515	63,663	3,148 1,497	2.35	0
1,198	NESTLE SA SPONSORED ADR REPSTGN/A REG SH		49,345	87,962	38,617 2,176	2.47	0
5,297	RECKITT BENCKISER GROUP		43,517	84,100	40,583 2,177	2.59	0
1,272	SABMILLER PLC	N/A	37,250	65,331	28,081 1,262	1.93	0
	TOTAL CONSUMER STAPLES		190,627	301,056	110,429 7,112		0
	CONSUMER DISCRETIONARY						
1,509	ADIDAS AG ADR		55,259	96,313	41,054 954	0.99	0
1,208	BURBERRY GROUP PLC-SPON ADR		50,513	60,663	10,150 1,072	1.77	0
4,456	COMPASS GROUP PLC ADR		53,916	71,443	17,527 1,555	2.18	0
7,705	HENNES & MAURITZ AB- UNSP ADR		38,687	71,071	32,384 1,718	2.42	0
8,489	KINGFISHER PLC -SPONS ADR		65,000	108,175	43,175 2,284	2.11	0
3,061	LVMH MOET HENNESSY LOU-ADR		40,235	111,858	71,623 1,778	1.59	0
1,024	LULULEMON ATHLETICA INC		68,645	60,447	8,198- 0	0.00	0
3,254	MICHELIN (CGDE) UNSPON ADR		49,977	69,274	19,297 1,552	2.24	0
2,581	PEARSON PLC ADR	N/A	48,524	57,814	9,291 1,853	3.21	0
5,827	PUBLICIS GROUPE ADR		76,054	133,508	57,454 1,253	0.94	0
1,663	THE SWATCH GROUP AG UNSP ADR		31,746	55,115	23,369 346	0.63	0
803	TOYOTA MTR LTD COM 2 ADR	N/A	60,081	97,902	37,821 1,884	1.92	0
291	MICHAEL KORS HOLDINGS LTD		20,952	23,626	2,674 0	0.00	0

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	TOTAL CONSUMER DISCRETIONARY		659,589	1,017,209	357,620	16,249	0
	INFORMATION TECHNOLOGY						
1,073	AMADEUS IT HOLDING-UNSP ADR		35,301	45,990	10,689	513	0
781	ARM HOLDINGS PLC SPONS ADR	N/A	5,034	42,745	37,711	158	0
341	BAIDU INC SPON/ADR		37,535	60,657	23,122	0	0
360	DASSAULT SYSTEMS ADR	N/A	23,859	44,760	20,900	262	0
2,531	NOKIA CORP -SPON ADR	N/A	20,493	20,526	33	448	0
551	SAP AG-SPONSORED ADR	N/A	18,770	48,014	29,244	440	0
3,466	TAIWAN SEMICONDUCTOR MFG LTD ADR		63,345	60,447	2,898-	1,390	0
1,008	TENCENT HOLDINGS LTD UNS ADR		18,754	64,299	45,545	118	0
626	ACCENTURE PLC CL A		37,323	51,470	14,147	1,164	0
230	STRATASYS LTD		16,792	30,981	14,189	0	0
653	ASML HOLDING NV		45,673	61,186	15,513	383	0
1,670	YANDEX NV-A		40,765	72,061	31,296	0	0
	TOTAL INFORMATION TECHNOLOGY		363,644	603,136	239,492	4,876	0
	INDUSTRIALS						
1,493	CANADIAN NATL RAILWAY COM	N/A	41,817	85,131	43,314	1,248	0
1,614	EMBRAER SA		24,275	51,939	27,664	131	210
2,686	FANUC CORPORATION UNSP ADR		36,949	81,990	45,041	553	0
1,780	KONE OYJ-B-UNSPONSORED ADR		38,609	40,224	1,615	2,063	0
728	KUBOTA CORP SPONS ADR		54,467	60,225	5,758	603	0
1,335	TATA MOTORS LTD SPON ADR		32,264	41,118	8,854	178	0
618	EATON CORP PLC		43,651	47,042	3,392	1,038	0
	TOTAL INDUSTRIALS		272,032	407,669	135,637	5,814	210

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ENERGY							
3,209	PACIFIC RUBIALES ENERGY CORP		64,803	55,387	9,416-	3.82	0
MATERIALS							
763	SYNGENTA AG ADR	N/A	58,357	60,994	2,637	2.12	0
MISCELLANEOUS INDUSTRIES							
2,598	ASSA ABLOY AB UNSP ADR		33,873	68,727	34,855	1.15	0
	TOTAL COMMON STOCK-FOREIGN		2,636,382	3,789,556	1,153,174	74,850	464
	TOTAL EQUITY INVESTMENTS		10,303,284	14,688,452	4,385,168	223,099	13,155
MUTUAL FUNDS							
EXCHANGE TRADED FUNDS - EQUITY							
MATERIALS							
150	SPDR GOLD TRUST		22,828	17,418	5,410-	0.00	0
EXCHANGE TRADED FUNDS							
3,000	JEFFERIES TR/J ALERIAN MLP ETF		54,050	53,370	680-	6.00	0
45,650	ISHARES CORE S&P 500 ETF	N/A	5,972,019	8,474,923	2,502,904	152,699	0
320	ISHARES CORE S&P MID-CAP ETF	N/A	39,644	42,819	3,175	553	0
4,050	SPDR S&P 500 ETF TRUST	N/R	614,639	747,995	133,356	13,572	3,970
	TOTAL EXCHANGE TRADED FUNDS		6,680,352	9,319,107	2,638,755	170,028	3,970
MUTUAL FUNDS							
500	VANGUARD REIT FUND		38,840	32,280	6,560-	4.32	0
	TOTAL EXCHANGE TRADED FUNDS - EQUITY		6,742,020	9,368,805	2,626,785	171,424	3,970
EXCHANGE TRADED FUNDS - TAXABLE							
EXCHANGE TRADED FUNDS							
3,100	ISHARES CORE TOTAL U.S. BOND MARKET ETF		343,273	329,933	13,340-	7.629	2.31
							652

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MUTUAL FUNDS							
2,000	POWERSHARES PREFERRED PORTFOLIO		27,500	26,880	620-	6.79	0
	TOTAL EXCHANGE TRADED FUNDS - TAXABLE		370,773	356,813	13,960-		652
MUTUAL FUNDS FIXED INC-TAXABLE							
MUTUAL FUNDS							
11,168.44	ADVISOR SERIES TRUST PIA MBS BOND FUND		110,991	106,659	4,332-	2.70	0
99,438.833	ADVISOR SERIES TRUST PIA BBB BOND FUND		901,560	904,893	3,334	4.24	0
2,193.695	EATON VANCE FLOATING-RATE FUND CLASS I		20,105	20,160	55	3.91	81
1,071.811	TCW EMERGING MARKETS INCOME FUND - CLASS I		10,000	9,003	997-	5.83	0
760.933	VANGUARD INFLATION PROTECTED SECURITIES FUND - INVESTOR SHARES	N/A	10,081	9,877	204-	1.66	0
	TOTAL MUTUAL FUNDS		1,052,737	1,050,592	2,145-		81
MUTUAL FUNDS EQUITY							
UNCLASSIFIED							
8,300.301	JANUS PERKINS MID CAP VALUE FUND - CLASS I		137,725	193,895	56,170	1.69	0
MUTUAL FUNDS							
14,059.207	AMERICAN CENTURY HERITAGE FUNDN/A INVESTORS CLASS		306,737	358,229	51,492	0.51	0
3,947.276	BLACKROCK US OPPORTUNITIES PORTFOLIO - INSTITUTIONAL		104,349	160,220	55,871	0.82	0
35,243.814	EATON VANCE ATLANTA CAPITAL SMID-CAP FUND - CLASS I		459,725	870,170	410,445	0.00	0
2,785.664	PRUDENTIAL JENNISON MID CAP GROWTH FUND - CLASS Z		94,373	112,792	18,419	0.29	0
25,542.39	RIDGEWORTH MID CAP VALUE EQUITY FUND - CLASS I		294,483	348,143	53,659	1.24	0

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	TOTAL MUTUAL FUNDS		1,259,667	1,849,554	589,887	7,780	0
	TOTAL MUTUAL FUNDS EQUITY		1,397,392	2,043,449	646,057	11,059	0
	TOTAL MUTUAL FUNDS		9,562,922	12,819,659	3,256,737	234,677	4,703
OTHER ASSETS							
COLLATERALIZED MORTGAGE OBLIGATIONS							
5.76	FHLMC CMO SERIES 2517 JH DTD 10/01/02 4.5% 10/15/2017		21	6	15-	4.30	0
15,927.29	FHLMC CMO SERIES 2814 GB 5% 06/15/2019		15,437	16,787	1,350	4.74	64
250,000	FHLMC SERIES 3547 CL-CB CMO 4.5% 06/15/2024		249,375	267,201	17,826	4.21	906
341,925.53	FHLMC SERIES 2896 CLASS VB CMO 5% 12/15/2025		340,643	349,159	8,515	4.90	1,377
82,794.89	FHLMC SERIES 3121 CLASS JD 5.5% 03/15/2026		81,553	91,282	9,729	4.99	367
	TOTAL COLLATERALIZED MORTGAGE OBLIGATIONS		687,029	724,435	37,406	33,696	2,714
	Total Fund		32,709,693	40,441,709	7,732,016	735,616	85,031

Attachment to 2013 Form 5500

Schedule SB, Line 32 – Schedule of Amortization Bases

Plan Name: Retirement Plan for Employees of Jameson Health System, Incorporated

Plan EIN: 25-1536036, PN: 001

	Type of Base		Present Value of Remaining Installments		Valuation Date Base was Established		Number of Years Remaining in the Amortization Period		Amortization Installment
1.	Shortfall		1,474,887		1/1/2008		2		756,236
2.	Shortfall		814,240		1/1/2009		3		285,361
3.	Shortfall		259,856		1/1/2010		6		49,434
4.	Shortfall		4,474,219		1/1/2011		7		753,036
5.	Shortfall		79,041		1/1/2013		7		13,303

Attachment to 2013 Form 5500

Schedule SB, line 24 - Change in Actuarial Assumptions

Plan Name: Retirement Plan for Employees of Jameson Health System, Incorporated

Plan EIN: 25-1536036, PN: 001

Changes in Non-Prescribed Actuarial Assumptions Since Last Valuation

Retirement assumptions for both Traditional and Cash Balance plan active participants have been updated from the prior year as described in the actuarial assumptions. In addition, the withdrawal assumption for cash balance participants has been modified. These updates have been made to model the actual experience of the Plan participants for the five prior years, which shows that actual turnover has been lower than previous assumptions and participant retirement is higher than expected between ages 55 and 60 and lower than expected for later ages.