

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 TELALASKA, INC. RETIREMENT SAVINGS PLAN	<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;">002</td> </tr> <tr> <td colspan="2">1c Effective date of plan 07/01/1985</td> </tr> <tr> <td colspan="2">2b Employer Identification Number (EIN) 92-0139701</td> </tr> <tr> <td colspan="2">2c Sponsor's telephone number 907-563-2003</td> </tr> <tr> <td colspan="2">2d Business code (see instructions) 517000</td> </tr> </table>	1b Three-digit plan number (PN) ▶	002	1c Effective date of plan 07/01/1985		2b Employer Identification Number (EIN) 92-0139701		2c Sponsor's telephone number 907-563-2003		2d Business code (see instructions) 517000	
1b Three-digit plan number (PN) ▶	002										
1c Effective date of plan 07/01/1985											
2b Employer Identification Number (EIN) 92-0139701											
2c Sponsor's telephone number 907-563-2003											
2d Business code (see instructions) 517000											
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) TELALASKA, INC. 201 E 56TH AVE STE 100 ANCHORAGE, AK 99518-1283											

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.	10/10/2014	WENDI RACCA
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN	
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		3c Administrator's telephone number 4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year		5	99
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	69
b Retired or separated participants receiving benefits		6b	3
c Other retired or separated participants entitled to future benefits.....		6c	24
d Subtotal. Add lines 6a , 6b , and 6c		6d	96
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	0
f Total. Add lines 6d and 6e		6f	96
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	91
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2H 2J 3D 3H			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ <u>1</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

SCHEDULE A (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <hr/> <small>Department of Labor Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 <hr/> 2013 <hr/> 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**

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

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

(a) Name of insurance carrier

JOHN HANCOCK

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
01-0233346	65838	10094	82	01/01/2013	12/31/2013

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
22188	4662

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

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

MORGAN STANLEY DEAN WITTER
3501 C STREET
ANCHORAGE, AK 99503

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
22188			3

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

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

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	4552	ADMINISTRATIVE SERVICE FEE	5

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

MORGAN STANLEY & CO. INC.

2000 WESTCHESTER DRIVE
PURCHASE, NY 10577

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

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

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

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

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

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

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

b Balance at the end of the previous year	7b	16713
c Additions: (1) Contributions deposited during the year	7c(1)	2540
(2) Dividends and credits	7c(2)	
(3) Interest credited during the year	7c(3)	42
(4) Transferred from separate account	7c(4)	
(5) Other (specify below)	7c(5)	
▶		
(6) Total additions	7c(6)	2582
d Total of balance and additions (add lines 7b and 7c(6))	7d	19295
e Deductions:		
(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	
(2) Administration charge made by carrier	7e(2)	
(3) Transferred to separate account	7e(3)	
(4) Other (specify below)	7e(4)	
▶		
(5) Total deductions	7e(5)	0
f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	19295

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

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

10 Nonexperience-rated contracts:

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

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

Part I	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
MORGAN STANLEY SMITH BARNEY LLC
26-4310632

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

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

MORGAN STANLEY SMITH BARNEY LLC

26-4310632

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
19 50 72 33 71 49 99 61 27 72	NONE	158842	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

JOHN HANCOCK LIFE INSURANCE CO.

01-0233346

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 28 59 60 62 63 68	NONE	548	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 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

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

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>JH THRU 2050 ACTIVE STRATEGY</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>			
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>488</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>JH THRU 2045 ACTIVE STRATEGY</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>			
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>34957</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>JH THRU 2030 ACTIVE STRATEGY</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>			
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>270769</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>JH THRU 2010 ACTIVE STRATEGY</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>			
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>203078</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>JH RET TO 2050 MANAGED PORT</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>			
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>3681</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>JH RET TO 2020 MANAGED PORT</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>			
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>214169</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>JH LS AGG ACTIVE STRATEGY</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>			
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1141097</u>	

a Name of MTIA, CCT, PSA, or 103-12 IE: JH LS GROW ACTIVE STRATEGY**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2667147
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a Name of MTIA, CCT, PSA, or 103-12 IE: JH LS BAL ACTIVE STRATEGY**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1340947
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a Name of MTIA, CCT, PSA, or 103-12 IE: JH LS MOD ACTIVE STRATEGY**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 93850
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a Name of MTIA, CCT, PSA, or 103-12 IE: JH LS CON ACTIVE STRATEGY**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 64418
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a Name of MTIA, CCT, PSA, or 103-12 IE: DFA EMERGING MARKETS VALUE**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 65601
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a Name of MTIA, CCT, PSA, or 103-12 IE: ROYCE OPPORTUNITY**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 48943
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a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD ENERGY FUND**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 112390
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a Name of MTIA, CCT, PSA, or 103-12 IE: INTERNATIONAL VALUE FUND**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3594
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a Name of MTIA, CCT, PSA, or 103-12 IE: DFA US TARGETED VALUE FUND**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 10898
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a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE SCI & TECH**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 528807
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a Name of MTIA, CCT, PSA, or 103-12 IE: ASTON/FAIRPOINTE MID CAP FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5965
a Name of MTIA, CCT, PSA, or 103-12 IE: INTL SMALL CAP FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 22663
a Name of MTIA, CCT, PSA, or 103-12 IE: OPPENHEIMER DEVELOPING MKT		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 233497
a Name of MTIA, CCT, PSA, or 103-12 IE: INTL EQUITY INDEX FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 17065
a Name of MTIA, CCT, PSA, or 103-12 IE: DFA U.S. SMALL CAP FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 35790
a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP STOCK FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 104488
a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP INDEX FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 40575
a Name of MTIA, CCT, PSA, or 103-12 IE: SCIENCE & TECHNOLOGY FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2349
a Name of MTIA, CCT, PSA, or 103-12 IE: FRANKLIN SMALL-MID GROWTH		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 86475
a Name of MTIA, CCT, PSA, or 103-12 IE: OPPENHEIMER GLOBAL		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 14367

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

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 17231
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a Name of MTIA, CCT, PSA, or 103-12 IE: [LEGG MASON CLEARBR AGG GROWTH](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 134020
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a Name of MTIA, CCT, PSA, or 103-12 IE: [THORNBURG INTERNATIONAL VALUE](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4667
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a Name of MTIA, CCT, PSA, or 103-12 IE: [SMALLCAP WORLD FUND](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 43197
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a Name of MTIA, CCT, PSA, or 103-12 IE: [AMERICAN CENTURY HERITAGE](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 53469
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a Name of MTIA, CCT, PSA, or 103-12 IE: [NEW WORLD FUND](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 37280
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a Name of MTIA, CCT, PSA, or 103-12 IE: [REAL EST. SECURITIES FUND](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 42748
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a Name of MTIA, CCT, PSA, or 103-12 IE: [T. ROWE PRICE HEALTH SCI](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 137981
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a Name of MTIA, CCT, PSA, or 103-12 IE: [FINANCIAL SERVICES FUND](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 75826
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a Name of MTIA, CCT, PSA, or 103-12 IE: [FIDELITY ADVISOR GOLD FUND](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5238
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a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD SMALL CAP VALUE INDEX		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6844
a Name of MTIA, CCT, PSA, or 103-12 IE: LORD ABBETT VALUE OPPS FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5455
a Name of MTIA, CCT, PSA, or 103-12 IE: FUNDAMENTAL ALL CAP CORE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 55742
a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE SML CAP VAL		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 68923
a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP INDEX FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 44649
a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP VALUE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 71346
a Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK BASIC VALUE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5600
a Name of MTIA, CCT, PSA, or 103-12 IE: VALUE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 53868
a Name of MTIA, CCT, PSA, or 103-12 IE: JOHN HANCOCK DISCIPLINED VALUE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 152458
a Name of MTIA, CCT, PSA, or 103-12 IE: BLUE CHIP GROWTH FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 109461

a Name of MTIA, CCT, PSA, or 103-12 IE: CAPITAL APPRECIATION FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 47476
a Name of MTIA, CCT, PSA, or 103-12 IE: THE GROWTH FUND OF AMERICA		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 36230
a Name of MTIA, CCT, PSA, or 103-12 IE: DAVIS NEW YORK VENTURE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 112588
a Name of MTIA, CCT, PSA, or 103-12 IE: DOMINI SOCIAL EQUITY		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 17519
a Name of MTIA, CCT, PSA, or 103-12 IE: UTILITIES FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 47996
a Name of MTIA, CCT, PSA, or 103-12 IE: EQUITY INCOME FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 24938
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD VALUE INDEX FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 34999
a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE EQUITY INC		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 24216
a Name of MTIA, CCT, PSA, or 103-12 IE: 500 INDEX FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 290690
a Name of MTIA, CCT, PSA, or 103-12 IE: JPMORGAN MIDCAP VALUE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 144455

a Name of MTIA, CCT, PSA, or 103-12 IE: MUTUAL BEACON		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 264041
a Name of MTIA, CCT, PSA, or 103-12 IE: MUTUAL GLOBAL DISCOVERY		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 14171
a Name of MTIA, CCT, PSA, or 103-12 IE: PAX WORLD BALANCED FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 30081
a Name of MTIA, CCT, PSA, or 103-12 IE: WASHINGTON MUTUAL INVESTORS		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5991
a Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK GLOBAL ALLOCATION		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6654
a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE CAP APPRECIATION		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2501
a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN BALANCED FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 13147
a Name of MTIA, CCT, PSA, or 103-12 IE: INCOME FUND OF AMERICA		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 56357
a Name of MTIA, CCT, PSA, or 103-12 IE: HIGH YIELD FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 27150
a Name of MTIA, CCT, PSA, or 103-12 IE: STRATEGIC INCOME OPP FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 84

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

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8243
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a Name of MTIA, CCT, PSA, or 103-12 IE: FEDERATED HIGH YIELD BOND**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 13699
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a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE SPECTRUM INC**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8610
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a Name of MTIA, CCT, PSA, or 103-12 IE: PIMCO TOTAL RETURN**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 134779
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a Name of MTIA, CCT, PSA, or 103-12 IE: ACTIVE BOND FUND**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 20462
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a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD SHORT-TERM FEDERAL**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 41353
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

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

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

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

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

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

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

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

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash		1a	
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....		1b(1)	
(2) Participant contributions		1b(2)	
(3) Other.....		1b(3)	6405635778
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....		1c(1)	863664846032
(2) U.S. Government securities		1c(2)	24827331505580
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred		1c(3)(A)	25553861940068
(B) All other		1c(3)(B)	
(4) Corporate stocks (other than employer securities):			
(A) Preferred		1c(4)(A)	6721418536
(B) Common.....		1c(4)(B)	836891410396567
(5) Partnership/joint venture interests		1c(5)	30070062887707
(6) Real estate (other than employer real property).....		1c(6)	
(7) Loans (other than to participants)		1c(7)	
(8) Participant loans.....		1c(8)	221924296100
(9) Value of interest in common/collective trusts		1c(9)	
(10) Value of interest in pooled separate accounts		1c(10)	
(11) Value of interest in master trust investment accounts		1c(11)	
(12) Value of interest in 103-12 investment entities.....		1c(12)	
(13) Value of interest in registered investment companies (e.g., mutual funds).....		1c(13)	910123410262276
(14) Value of funds held in insurance company general account (unallocated contracts).....		1c(14)	1671319295
(15) Other		1c(15)	

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	26748844	28207939

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	26748844	28207939
---	-----------	----------	----------

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)	86707	
(B) Participants	2a(1)(B)	444579	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		531286

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	402	
(B) U.S. Government securities	2b(1)(B)	44184	
(C) Corporate debt instruments	2b(1)(C)	90850	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	9091	
(F) Other	2b(1)(F)	76216	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		220743

(2) Dividends: (A) Preferred stock	2b(2)(A)	1379	
(B) Common stock	2b(2)(B)	206492	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		207871

(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	19296260	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	20959231	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		-1662971

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	3368550	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		3368550

		(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)		1808300
(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)		-272162
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		4201617

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	2595988	
(2) To insurance carriers for the provision of benefits.....	2e(2)		
(3) Other.....	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		2595988
f Corrective distributions (see instructions).....	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)		
(2) Contract administrator fees.....	2i(2)	548	
(3) Investment advisory and management fees.....	2i(3)	140121	
(4) Other.....	2i(4)	5865	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		146534
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		2742522

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		1459095
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: ERICKSON & BROOKS

(2) EIN: 47-0358808

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

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

Part IV Compliance Questions

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

During the plan year:

- a** Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....
- b** Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
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

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 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

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

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>01-0233346</u> <u>92-0139701</u> Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

TELALASKA RETIREMENT SAVINGS PLAN

ANCHORAGE, ALASKA

FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

ERICKSON & BROOKS

Certified Public Accountants

FREMONT, NEBRASKA

TELALASKA RETIREMENT SAVINGS PLAN
ANCHORAGE, ALASKA
DECEMBER 31, 2013 AND 2012

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Erickson & Brooks

CERTIFIED PUBLIC ACCOUNTANTS

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INDEPENDENT AUDITOR'S REPORT

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

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of TelAlaska Retirement Savings Plan, which comprise the statements of net assets available for benefits as of December 31, 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

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note G, which was certified by John Hancock, the insurance carrier of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the insurance company holds a significant portion of the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the insurance company as of and for the years ended December 31, 2013 and 2012, that the information provided to the plan administrator by them is complete and accurate.

Disclaimer of Opinion

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

Erickson & Brooks

Other Matter

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

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

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

ERICKSON & BROOKS

Erickson & Brooks

Fremont, Nebraska
July 14, 2014

TELALASKA RETIREMENT SAVINGS PLAN
ANCHORAGE, ALASKA
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2013 AND 2012

ASSETS

	<u>2013</u>	<u>2012</u>
Investments, at fair value (Notes C, D, E & F)		
U.S. government securities	\$ 1,505,580	\$ 2,482,733
Corporate bonds and debentures	1,940,068	2,555,386
Preferred stock, public	18,536	67,214
Common stock, public	10,396,567	8,368,914
Separate accounts	9,922,497	8,663,170
Guaranteed accounts	19,212	16,660
Other investments	<u>3,227,486</u>	<u>3,445,070</u>
Total investments at fair value	<u>27,029,946</u>	<u>25,599,147</u>
Receivables:		
Income receivable	35,778	64,056
Notes receivable from participants	<u>296,100</u>	<u>221,924</u>
Total receivables	<u>331,878</u>	<u>285,980</u>
Cash	<u>846,032</u>	<u>863,664</u>
Net assets reflecting investments at fair value	28,207,856	26,748,791
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>83</u>	<u>53</u>
Net assets available for benefits	<u>\$ 28,207,939</u>	<u>\$ 26,748,844</u>

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

TELALASKA RETIREMENT SAVINGS PLAN
ANCHORAGE, ALASKA
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

	<u>2013</u>	<u>2012</u>
Additions to net assets attributed to:		
Investment income:		
Net appreciation in fair value of investments (Note C)	\$ 3,241,717	\$ 2,205,278
Interest and dividends	428,614	433,736
	<u>3,670,331</u>	<u>2,639,014</u>
Contributions:		
Participants' elective deferrals	444,579	460,517
Participants' rollovers	-	136,671
Employers	86,707	91,291
	<u>531,286</u>	<u>688,479</u>
Total additions	<u>4,201,617</u>	<u>3,327,493</u>
Deductions from net assets attributed to:		
Benefits paid to participants	2,595,988	1,544,132
Administrative expenses	146,534	137,957
Total deductions	<u>2,742,522</u>	<u>1,682,089</u>
Net increase	1,459,095	1,645,404
Net assets available for benefits		
Beginning of year	<u>26,748,844</u>	<u>25,103,440</u>
End of year	<u>\$ 28,207,939</u>	<u>\$ 26,748,844</u>

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

TELALASKA RETIREMENT SAVINGS PLAN
ANCHORAGE, ALASKA
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

Note A - Description of Plan

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

1. **General.** The Plan is a defined contribution plan covering all employees of TelAlaska, Inc. Any non-excluded employee who is employed in a non-temporary full-time position shall be eligible to participate immediately and shall enter the plan as of the first entry date coinciding with or next following his date of employment. Any other non-excluded employee shall enter the plan on the first entry date coinciding with or next following the completion of 1 year of eligible service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).
2. **Contributions.** Participants may contribute up to 90 percent of their annual wages, based on their Salary Reduction Agreement. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. Participants direct the investment of their contributions into various investment options offered by the plan. The Company determines the profit sharing contribution each year. No profit sharing contributions were made during the years ended December 31, 2013 and 2012. This profit sharing contribution is allocated to all eligible participants who worked at least 1,000 hours of service during the plan year unless a Top-Heavy minimum is required and/or allocation is required to pass the coverage tests. The profit sharing contribution is allocated to eligible participants in the proportion that their compensation for the plan year bears to the total compensation of all eligible participants. The Company contribution is invested in a portfolio of investments as directed by the trustees. Beginning March 1, 2011, the Company contributed matching contributions equal to 100% of elective deferrals for each participant up to 2% of compensation. Effective March 1, 2014, the Company match shall be \$.50 for each dollar a participant has elected to defer; provided however, that only 10% of deferrals shall be considered when determining the matching contribution. Participants direct the investment of these contributions into various investment options offered by the plan.
3. **Participant Accounts.** Each participant's account is credited with the participant's contribution, the company matching contributions, any rollover contributions, and plan earnings on these contributions. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Participants are permitted to direct elective contributions, company matching contributions, and rollover contributions in any of the investment options offered by the plan. Participants may change such allocation at any time directly with John Hancock Insurance Company.
4. **Vesting.** Participants are immediately vested in their contributions and the company matching contributions plus actual earnings thereon. Vesting in the Company profit sharing contribution is based on years of continuous service based on the following schedule:

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

TELALASKA RETIREMENT SAVINGS PLAN
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5. **Notes Receivable from Participants.** Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their account balance. Loans are available only from the elective deferral or rollover accounts. The loans are secured by the balance in the participant's account and bear interest at a rate of 4.25%, which are commensurate with local prevailing rates as determined quarterly by the plan administrator. Principal and interest is paid ratably through payroll deductions.
6. **Payment of Benefits.** On termination of service, death, disability or retirement, a participant may elect to receive either a lump-sum amount equal to the value of his or her account, or annual installments over a period, not extending beyond the life expectancy of the participant or the joint and last survivor life expectancy of the participant and a designated beneficiary. Annuity options are available for amounts transferred from a prior pension plan.
7. **Forfeited Accounts.** Forfeitures may be used to pay administrative expenses of the plan and the remaining forfeitures of profit sharing contributions and prior pension plan transfers shall be aggregated and allocated in the same manner as profit sharing contributions. During the years ended December 31, 2013 and 2012, forfeitures of \$34,468 and \$15,050 were used to pay administrative expenses of the plan, respectively.

Note B - Summary of Accounting Policies

Basis of Accounting

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

Use of Estimates

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

Investment Valuation and Income Recognition

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

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

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

TELALASKA RETIREMENT SAVINGS PLAN
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DECEMBER 31, 2013 AND 2012
(continued)

Notes Receivable From Participants

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

Payment of Benefits

Benefits are recorded when paid.

Operating Expenses

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

Reclassifications

Various reclassifications have been made to the December 31, 2012 financial statements to conform with the December 31, 2013 format. These reclassifications had no effect on net assets available for plan benefits or net change in net assets available for plan benefits.

Note C - Investments

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

Fair Value of Investments

	<u>2013</u>		<u>2012</u>
Investments at Fair Value as Determined by Quoted Market Price:			
U.S. Government securities	\$ 1,505,580	*	\$ 2,482,733
Corporate bonds and debentures	1,940,068	*	2,555,386
Preferred stock, public	18,536	*	67,214
Common stock, public	10,396,567	*	8,368,914
John Hancock Lifestyle Growth Fund	2,667,147		2,338,312
Other John Hancock Separate Accounts	7,255,350		6,324,858
Guaranteed accounts with John Hancock Insurance Company	19,212		16,660
Other investments	<u>3,227,486</u>	*	<u>3,445,070</u>
Total investments at fair value	<u>\$ 27,029,946</u>		<u>\$ 25,599,147</u>

* Non-participant directed

TELALASKA RETIREMENT SAVINGS PLAN
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(continued)

During the years ended December 31, 2013 and 2012, the Plan's investments (including investments bought, sold, and held during the year) appreciated in value by \$3,241,717 and \$2,205,278, respectively, as follows:

Investments at Fair Value as Determined by Quoted Market Price:

U.S. Government securities	\$ (50,361)	\$ (33,531)
Corporate bonds and debentures	(45,116)	79,306
Preferred stock, public	(17,966)	15,026
Common stock, public	1,650,335	975,688
John Hancock Lifestyle Growth Fund	485,106	336,232
Other John Hancock Separate Accounts	1,323,194	731,993
Other investments	(103,475)	100,564
	<u>\$ 3,241,717</u>	<u>\$ 2,205,278</u>

Note D - Nonparticipant-Directed Investments

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

	<u>2013</u>	<u>2012</u>
Net Assets:		
U.S. Government securities	\$ 1,505,580	\$ 2,482,733
Corporate bonds and debentures	1,940,068	2,555,386
Preferred stock, public	18,536	67,214
Common stock, public	10,396,567	8,368,914
Other investments	3,227,486	3,445,070
Income receivable	35,778	64,056
Cash	846,032	863,664
	<u>\$ 17,970,047</u>	<u>\$ 17,847,037</u>
Changes in Net Assets:		
Interest and dividends	\$ 419,480	\$ 425,042
Net appreciation	1,433,417	1,137,053
Benefits paid to participants	(1,583,902)	(1,054,904)
Expenses	(145,985)	(128,601)
	<u>\$ 123,010</u>	<u>\$ 378,590</u>

TELALASKA RETIREMENT SAVINGS PLAN
ANCHORAGE, ALASKA
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DECEMBER 31, 2013 AND 2012
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Note E - Fair Value Measurements

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

Level 1 Fair Value Measurements

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

Level 2 Fair Value Measurements

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

Level 3 Fair Value Measurements

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

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2013 and 2012.

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

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

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

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

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

TELALASKA RETIREMENT SAVINGS PLAN
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(continued)

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

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2013 and 2012:

	<u>Assets At Fair Value as of December 31, 2013</u>			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
U.S. Government securities (AAA)	\$ 1,505,580	\$ -	\$ -	\$ 1,505,580
Corporate bonds and debentures				
AA credit rating	163,802	-	-	163,802
A credit rating	538,037	-	-	538,037
BAA credit rating	602,640	-	-	602,640
BA credit rating	337,021	-	-	337,021
B credit rating	298,568	-	-	298,568
Preferred stock, public				
Financial	18,536	-	-	18,536
Common stock, public				
Consumer goods	1,639,179	-	-	1,639,179
Energy	1,375,107	-	-	1,375,107
Financial	2,014,438	-	-	2,014,438
Health care	1,033,166	-	-	1,033,166
Industrials	1,031,888	-	-	1,031,888
Information technology	1,580,055	-	-	1,580,055
Materials	652,442	-	-	652,442
Telecommunication services	464,839	-	-	464,839
Utilities	160,001	-	-	160,001
Unclassified	445,452	-	-	445,452
Seperate accounts - mutual funds				
Asset allocation - lifecycle	-	727,142	-	727,142
Asset allocation - lifestyle	-	5,307,458	-	5,307,458
Aggressive growth	-	1,822,769	-	1,822,769
Growth	-	938,944	-	938,944
Growth and income	-	871,803	-	871,803
Income	-	254,381	-	254,381
Other investments	1,302,569	1,924,917	-	3,227,486
Guaranteed accounts	-	-	19,212	19,212
Total	<u>\$ 15,163,320</u>	<u>\$ 11,847,414</u>	<u>\$ 19,212</u>	<u>\$ 27,029,946</u>

TELALASKA RETIREMENT SAVINGS PLAN
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(continued)

	Assets At Fair Value as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
U.S. Government securities (AAA)	\$ 2,482,733	\$ -	\$ -	\$ 2,482,733
Corporate bonds and debentures				
AA credit rating	100,570	-	-	100,570
A credit rating	934,071	-	-	934,071
BAA credit rating	696,541	-	-	696,541
BA credit rating	270,915	-	-	270,915
B credit rating	553,289	-	-	553,289
Preferred stock, public				
Financial	6,263	-	-	6,263
Basic materials	60,951	-	-	60,951
Common stock, public				
Consumer goods	311,460	-	-	311,460
Financial	1,453,923	-	-	1,453,923
Health care	518,031	-	-	518,031
Industrials	405,896	-	-	405,896
Information technology	1,329,025	-	-	1,329,025
Materials	1,024,630	-	-	1,024,630
Telecommunication services	613,363	-	-	613,363
Utilities	68,864	-	-	68,864
Unclassified	2,643,722	-	-	2,643,722
Seperate accounts - mutual funds				
Asset allocation - lifecycle	-	508,225	-	508,225
Asset allocation - lifestyle	-	4,420,131	-	4,420,131
Aggressive growth	-	1,683,840	-	1,683,840
Growth	-	1,081,193	-	1,081,193
Growth and income	-	404,420	-	404,420
Income	-	565,361	-	565,361
Other investments	438,064	3,007,006	-	3,445,070
Guaranteed accounts	-	-	16,660	16,660
Total	<u>\$ 13,912,311</u>	<u>\$ 11,670,176</u>	<u>\$ 16,660</u>	<u>\$ 25,599,147</u>

TELALASKA RETIREMENT SAVINGS PLAN
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Level 3 Gains and Losses

The following table sets forth a summary of changes in the fair value of the plan's level 3 assets for the years ended December 31, 2013 and 2012.

	Contract with Insurance Company
December 31, 2013	
Beginning balance	\$ 16,660
Interest included in changes in net assets available for benefits	42
Unrealized losses relating to instruments still held at the reporting date	(30)
Purchases, sales, issuances, settlements: Purchases	<u>2,540</u>
Ending balance	<u>\$ 19,212</u>
The amount of total gains or losses for the period attributable to the change in unrealized gains or losses relating to assets still held at the reporting date	<u>\$ (30)</u>
Beginning balance	\$ 14,119
Interest included in changes in net assets available for benefits	58
Unrealized losses relating to instruments still held at the reporting date	(11)
Fees charged included in changes in net assets available for benefits	(15)
Purchases, sales, issuances, settlements: Purchases	2,529
Withdrawals	(16)
Transfers to pooled separate accounts	<u>(4)</u>
Ending balance	<u>\$ 16,660</u>
The amount of total gains or losses for the period attributable to the change in unrealized gains or losses relating to assets still held at the reporting date	<u>\$ (11)</u>

TELALASKA RETIREMENT SAVINGS PLAN
ANCHORAGE, ALASKA
NOTES TO FINANCIAL STATEMENTS
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ASU No. 2009-12 permits, as a practical expedient, a plan holding investments in certain entities that calculate net asset value (NAV) per share, or its equivalent, for which the fair value is not readily determinable, to measure the fair value of such investments on the basis of that NAV per share, or its equivalent, without adjustment. The following sets forth additional disclosures for the fair value measurement of investments in certain entities that calculate net asset value per share as of December 31, 2013 and 2012:

<u>Investment Type</u>	December 31,		<u>Unfunded Commitments</u>	<u>Redemption Frequency</u>	<u>Redemption Notice Period</u>
	<u>2013</u> <u>Fair Market</u> <u>Value</u>	<u>2012</u> <u>Fair Market</u> <u>Value</u>			
Pooled Separate Accounts					
Asset allocation	\$ 6,034,600	\$ 4,928,356	-	Daily	Daily
Aggressive growth	1,822,769	1,683,840	-	Daily	Daily
Growth	938,944	1,081,193	-	Daily	Daily
Growth and income	871,803	404,420	-	Daily	Daily
Income	254,381	565,361	-	Daily	Daily

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

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

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

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

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

TELALASKA RETIREMENT SAVINGS PLAN
ANCHORAGE, ALASKA
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Note F - Investment Contract with Insurance Company

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

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

Contributions to the guaranteed account are held in the general account of John Hancock. The guaranteed portion of the contract is included in the financial statements at contract value (which represents contributions made under the contract, plus earnings, less withdrawals and administrative expenses) because it is fully benefit-responsive. For example, participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. There are no reserves against contract value for credit risk of the contract issuer or otherwise. The fair value of the investment contract at December 31, 2013 and 2012 was \$19,212 and \$16,660, respectively. The average yield and crediting interest rates were approximately .34% and .42% for 2013 and 2012, respectively. The crediting interest rate is based on an agreed-upon formula with the issuer, but cannot be less than zero.

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

Note G - Information Prepared and Certified by John Hancock

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

	<u>2013</u>	<u>2012</u>
Investments, at fair value:		
Separate accounts - mutual funds	\$ 9,922,497	\$ 8,663,170
Investments, at contract value	19,295	16,713
Notes receivable from participants	296,100	221,924
Investment income	1,816,885	1,067,563

Note H - Operating Expenses and Related Party Transactions

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

The Plan paid operating and administrative expenses during 2013 and 2012 in the amount of \$146,534 and \$137,957, respectively to the custodians and investment managers. The fees within the John Hancock funds associated with participant directed investment decisions were incurred by the Plan.

The plan sponsor, TelAlaska, Inc., absorbed the Plan's operating and administrative expenses during 2013 and 2012 in the amount of \$36,646 and \$35,825, respectively.

TELALASKA RETIREMENT SAVINGS PLAN
ANCHORAGE, ALASKA
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Note I - Plan Termination

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

Note J - Plan Amendments

The eighth amendment to the Plan is effective March 1, 2014, and changes the matching contribution component from \$1 for each dollar a Participant has elected to defer up to a maximum matching contribution of 2% of compensation to \$.50 for each dollar a Participant has elected to defer; provided however, that only 10% of deferrals shall be considered when determining the matching contribution.

Note K - Income Tax Status

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

U.S. GAAP requires plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

Note L - Risks and Uncertainties

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

Note M - Subsequent Events

The Company has evaluated all subsequent events through July 14, 2014, the date the financial statements were available to be issued. Through that date, no significant transactions or events have occurred that would have a material impact on the Plan's financial position and results of operations as of December 31, 2013 other than the Plan amendment discussed in Note J.

SUPPLEMENTAL INFORMATION

FORM 5500, SCHEDULE H, LINE 4i, SUPPORTING FINANCIAL SCHEDULES
 TELALASKA
 RETIREMENT SAVINGS PLAN
 Plan Year End: 12/31/2013 EIN: 92-0139701 Plan Number: 002

(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)			
Aaron's Incorporated (452 shares)	Common Stock	10,274	13,289
Ace Ltd (440 shares)	Common Stock	27,778	45,553
Aegon NV (3115 shares)	Common Stock	22,466	29,530
Affiliated Mgrs Group Inc (80 shares)	Common Stock	10,604	17,350
Agrium Inc (176 shares)	Common Stock	15,663	16,101
AKBank Turk Anonim Sirke ADR (2439 shares)	Common Stock	18,633	15,244
Akorn Inc (380 shares)	Common Stock	9,671	9,356
Albemarle Corporation (155 shares)	Common Stock	9,984	9,826
Alexandria Real Estate EQ Inc (250 shares)	Common Stock	16,869	15,905
Allegion Pub Ltd Co (248 shares)	Common Stock	0	10,959
Allergan Inc (255 shares)	Common Stock	15,713	28,325
Alliance Data Systems Corp (101 shares)	Common Stock	16,114	26,556
Altisource Residential Corp (100 shares)	Common Stock	2,596	3,011
Amazon Com Inc (155 shares)	Common Stock	23,584	61,812
Ambev SA Spons ADR (2350 shares)	Common Stock	0	17,273
AMC Networks Inc (150 shares)	Common Stock	7,839	10,217
Amcol Intl Corp (383 shares)	Common Stock	12,852	13,014
Amer Intl Gp Inc (1047 shares)	Common Stock	36,234	53,449
America Movil SA DE CV ADR (1280 shares)	Common Stock	30,387	29,914
American Eq. Invt. Life (725 shares)	Common Stock	11,000	19,126
American Homes 4 Rent (155 shares)	Common Stock	2,505	2,511
American Tower Reit Com (578 shares)	Common Stock	28,361	46,136
Anadarko Pete (540 shares)	Common Stock	39,879	42,833
Anglogold Ashanti Limited (1414 shares)	Common Stock	45,048	16,572
AOL Inc (332 shares)	Common Stock	12,405	15,478
AON Plc (563 shares)	Common Stock	32,924	47,230
Apache Corp (618 shares)	Common Stock	50,550	53,111
Apartment Invt & Mgmt Co (400 shares)	Common Stock	11,915	10,364
Applied Materials Inc (902 shares)	Common Stock	11,181	15,947
Arm Holdings (642 shares)	Common Stock	17,007	35,137
Assoc Estates Realty (630 shares)	Common Stock	8,907	10,112
Astellas Pharm. (1415 shares)	Common Stock	18,247	20,993
Astoria Financial Corp (729 shares)	Common Stock	9,319	10,082
Astrazeneca PLC Ads (890 shares)	Common Stock	44,371	52,839
Athenahealth Inc (222 shares)	Common Stock	20,915	29,859
Autodesk Inc (725 shares)	Common Stock	23,877	36,481
Autoliv Inc (215 shares)	Common Stock	15,339	19,737
Autonation Inc (254 shares)	Common Stock	11,466	12,621
Avalonbay Comm Inc (120 shares)	Common Stock	13,935	14,188
Avon Products Inc (1067 shares)	Common Stock	18,816	18,374
AXA Ads (700 shares)	Common Stock	13,925	19,523

FORM 5500, SCHEDULE H, LINE 4i, SUPPORTING FINANCIAL SCHEDULES
 TELALASKA
 RETIREMENT SAVINGS PLAN
 Plan Year End: 12/31/2013 EIN: 92-0139701 Plan Number: 002

(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
Baidu Inc (159 shares)	Common Stock	15,473	28,283
Baker Hughes Inc (374 shares)	Common Stock	17,697	20,667
Banco Do Brasil ADR (4182 shares)	Common Stock	58,767	43,422
Banco Macro S.A. Spons ADR (613 shares)	Common Stock	15,485	14,878
Banco Santander Brasil (2130 shares)	Common Stock	14,367	12,993
Barclays PLC ADR (1781 shares)	Common Stock	27,327	32,290
Barrick Gold Corp (729 shares)	Common Stock	21,255	12,852
BASF SE SP ADR (285 shares)	Common Stock	23,154	30,720
BE Aerospace Inc (166 shares)	Common Stock	11,085	14,447
BHP Billiton Ltd (1055 shares)	Common Stock	71,728	71,951
Bidvest Group Ltd ADR (378 shares)	Common Stock	16,890	19,482
Biogen Idec Inc (160 shares)	Common Stock	24,156	44,732
Biomarin Pharm. (397 shares)	Common Stock	25,708	27,929
Boston Properties Inc (150 shares)	Common Stock	13,506	15,056
BP PLC Ads (1353 shares)	Common Stock	56,611	65,769
Brandywine Realty Tr SBI (860 shares)	Common Stock	9,362	12,117
Bristow Group Inc (409 shares)	Common Stock	20,423	30,700
British Amer Tob Spon ADR (350 shares)	Common Stock	35,256	37,597
Broadcom Corp (1198 shares)	Common Stock	36,753	35,515
Brookfield Asset Mgmt CI (352 shares)	Common Stock	11,536	13,668
CA Incorporated (1490 shares)	Common Stock	32,227	50,139
Cablevision Systems Corp (1735 shares)	Common Stock	24,120	31,109
Cabot Microelectronics Corp (398 shares)	Common Stock	15,588	18,189
CAI International Inc (387 shares)	Common Stock	8,897	9,122
Camden Property Trust (200 shares)	Common Stock	10,322	11,376
Canadian Natl Railway Co (930 shares)	Common Stock	40,161	53,029
Canadian Natural Resources (3309 shares)	Common Stock	106,042	111,977
Canon Inc ADR (1165 shares)	Common Stock	39,239	37,280
Cantel Medical Corp (543 shares)	Common Stock	8,592	18,413
Capital One Financial Corp (316 shares)	Common Stock	18,172	24,209
Carrefour SA Unspn ADR (5964 shares)	Common Stock	34,762	46,996
Carrizo Oil & Gas Inc (283 shares)	Common Stock	11,452	12,670
Cash Amer International Inc (309 shares)	Common Stock	12,675	11,835
CBL & Assoc PPTYS Inc (500 shares)	Common Stock	8,689	8,980
CBRE Group Inc (680 shares)	Common Stock	16,067	17,884
CDN Pacific Ry Ltd (446 shares)	Common Stock	45,909	67,489
Celgene Corp (198 shares)	Common Stock	24,133	33,456
Cemex SAB DE CV (1355 shares)	Common Stock	13,587	16,030
Centene Corporation (199 shares)	Common Stock	9,521	11,731
Centrais Electricas CD ADR (4050 shares)	Common Stock	12,746	10,490
Centurylink Inc (1097 shares)	Common Stock	37,426	34,939
Cerner Corp (833 shares)	Common Stock	20,169	46,431

FORM 5500, SCHEDULE H, LINE 4i, SUPPORTING FINANCIAL SCHEDULES
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 RETIREMENT SAVINGS PLAN
 Plan Year End: 12/31/2013 EIN: 92-0139701 Plan Number: 002

(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
Charles Schwab (869 shares)	Common Stock	15,584	22,594
Checkpoint Sys Incorporated (585 shares)	Common Stock	8,828	9,226
China Construction Bank Corp (2289 shares)	Common Stock	35,137	34,747
China Mobile Ltd (516 shares)	Common Stock	27,021	26,982
Cielo SA Sponsored ADR (1062 shares)	Common Stock	12,465	29,736
Ciena Corp (336 shares)	Common Stock	7,572	8,041
Cisco Sys Inc (1003 shares)	Common Stock	18,884	22,497
Citigroup Inc (1124 shares)	Common Stock	30,480	58,572
Citrix Systems Inc (384 shares)	Common Stock	23,295	24,288
Clicks Group Ltd ADR (1506 shares)	Common Stock	18,965	18,221
Cnooc Ltd (88 shares)	Common Stock	17,259	16,514
Coherent Inc (220 shares)	Common Stock	12,352	16,366
Comcast Corp (1555 shares)	Common Stock	55,799	77,563
Commercial Intl Bank Ltd ADR (3436 shares)	Common Stock	11,773	15,462
Core Laboratories N V (295 shares)	Common Stock	26,518	56,330
Costco Wholesale (210 shares)	Common Stock	13,837	24,994
Covance Inc (201 shares)	Common Stock	11,795	17,700
Covidien Plc (275 shares)	Common Stock	15,923	18,728
Cree Research Inc (755 shares)	Common Stock	24,099	47,203
CRH Plc ADR (1870 shares)	Common Stock	38,765	47,779
Cullen Frost Bankers Inc (168 shares)	Common Stock	10,688	12,504
CVS Caremark Corp (473 shares)	Common Stock	17,828	33,853
DAI Nippon Prtg Ltd Japan (1715 shares)	Common Stock	16,434	18,248
Daiichi Sankyo Co ADR (1700 shares)	Common Stock	29,979	31,272
Daimler (335 shares)	Common Stock	17,376	29,114
Dana Holding Corp (508 shares)	Common Stock	11,673	9,967
Deutsche Telekom AG (1700 shares)	Common Stock	25,497	29,342
Diageo Plc Spon ADR (320 shares)	Common Stock	34,731	42,374
Digital Realty Trust Inc (291 shares)	Common Stock	18,295	14,294
Digital River (447 shares)	Common Stock	10,290	8,256
Dillards Inc (95 shares)	Common Stock	8,077	9,235
DirecTV Com (325 shares)	Common Stock	16,068	22,445
Dolby (1014 shares)	Common Stock	32,933	39,100
Douglas Emmett Inc (530 shares)	Common Stock	9,641	12,344
Drill-Quip Inc (159 shares)	Common Stock	17,296	17,479
Eastgroup Properties Inc (230 shares)	Common Stock	10,159	13,324
Eaton Corp Plc (696 shares)	Common Stock	34,096	52,980
Eaton Vance CP (339 shares)	Common Stock	10,500	14,506
Energys (550 shares)	Common Stock	19,754	38,550
ENI SPA Amer Dep Rcpt (855 shares)	Common Stock	39,080	41,459
Ensco Plc (592 shares)	Common Stock	35,153	33,851
Ensign Energy Services (425 shares)	Common Stock	6,372	6,698

FORM 5500, SCHEDULE H, LINE 4i, SUPPORTING FINANCIAL SCHEDULES
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 Plan Year End: 12/31/2013 EIN: 92-0139701 Plan Number: 002

(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
Entegris Inc (2259 shares)	Common Stock	20,996	26,182
EPR PPTYS Com (325 shares)	Common Stock	14,031	15,977
Equinix Inc (184 shares)	Common Stock	34,245	32,651
Equity Lifestyle Properties (210 shares)	Common Stock	7,602	7,608
Equity One Inc (225 shares)	Common Stock	5,124	5,049
Ericsson Lm Tel ADR CL B (2270 shares)	Common Stock	28,177	27,785
Essex Property Trust Inc (85 shares)	Common Stock	11,450	12,198
Evercore Partners Inc (197 shares)	Common Stock	8,014	11,777
Expedia Inc (349 shares)	Common Stock	21,183	24,311
F 5 Networks Inc (119 shares)	Common Stock	9,755	10,812
Fastenal Co (520 shares)	Common Stock	24,149	24,705
Fedl Rlty Invt Trust SBI (145 shares)	Common Stock	12,477	14,705
FEI Company (147 shares)	Common Stock	9,793	13,136
Finisar Com (327 shares)	Common Stock	7,515	7,822
Finning Intl Inc (125 shares)	Common Stock	2,941	3,193
First Pac Ltd Sp ADR (3105 shares)	Common Stock	14,398	17,761
First Potomac Realty Trust (1082 shares)	Common Stock	14,315	12,584
First Republic Bank (317 shares)	Common Stock	13,103	16,595
Fleetcor Technologies (178 shares)	Common Stock	13,386	20,856
Flextronics Intl Ltd (2420 shares)	Common Stock	17,629	18,803
Flir Systems Inc (563 shares)	Common Stock	12,620	16,946
Fluor Corp (455 shares)	Common Stock	24,109	36,532
Forest Laboratories Inc (1130 shares)	Common Stock	39,696	67,834
Franklin Electric Co (537 shares)	Common Stock	14,606	23,972
Freeport McMoran CP&GLD (310 shares)	Common Stock	11,854	11,699
Fujifilm Hldgs Corp ADR (1005 shares)	Common Stock	22,830	28,596
Gartner Inc (266 shares)	Common Stock	12,895	18,899
GATX Corp (385 shares)	Common Stock	19,117	20,086
Gazprom O A O ADR (3017 shares)	Common Stock	28,479	26,097
GDF Suez Spon ADR (2487 shares)	Common Stock	53,787	58,867
General Mtrs Co (1412 shares)	Common Stock	43,368	57,708
Gentex Corp (329 shares)	Common Stock	9,670	10,850
Geo Group Inc (230 shares)	Common Stock	7,542	7,411
Glaxosmithkline Plc Ads (770 shares)	Common Stock	37,972	41,110
Global Payment Inc (295 shares)	Common Stock	11,820	19,172
GNC Holdings, Inc (294 shares)	Common Stock	16,656	17,184
Goldman Sachs Grp Inc (170 shares)	Common Stock	24,953	30,134
Google Inc Cl A (53 shares)	Common Stock	26,253	59,398
Grupo Televisa S.A.Global Dep (510 shares)	Common Stock	10,282	15,433
H Lundbeck A/S Spons ADR Lev 1 (740 shares)	Common Stock	15,495	18,826
Hanger Inc (131 shares)	Common Stock	4,069	5,154
Hartford Fin Sers Grp In (1735 shares)	Common Stock	41,643	62,859

FORM 5500, SCHEDULE H, LINE 4i, SUPPORTING FINANCIAL SCHEDULES
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(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
HCP Incorporated (255 shares)	Common Stock	9,650	9,262
Health Care Reit Inc (275 shares)	Common Stock	13,891	14,732
Healthways Inc (623 shares)	Common Stock	10,891	9,563
Heartland Payment Sys Inc (294 shares)	Common Stock	9,695	14,653
Helmerich & Payne (164 shares)	Common Stock	10,565	13,789
Hexcel Corp New (751 shares)	Common Stock	19,219	33,562
Honda Motor Company Ltd ADR (550 shares)	Common Stock	20,288	22,743
Horace Mann Educators (312 shares)	Common Stock	8,780	9,841
Hospitality PPTYS TR Com SBI (725 shares)	Common Stock	17,223	19,597
Host Hotel & Resorts Inc. (1100 shares)	Common Stock	16,527	21,384
HSBC Holdings Plc Spon A (502 shares)	Common Stock	26,624	27,675
IAC Interactive Corp Com (358 shares)	Common Stock	15,716	24,577
Immunogen Inc (796 shares)	Common Stock	9,987	11,677
Imperial Hldgs Ltd ADR (846 shares)	Common Stock	18,875	16,370
Incyte Corp (102 shares)	Common Stock	2,426	5,164
Informatica Corp (241 shares)	Common Stock	8,741	10,002
Ingersoll-Rand Plc (1094 shares)	Common Stock	48,601	67,390
Interactive Brokers Group Inc (215 shares)	Common Stock	4,806	5,233
International Game Tech (713 shares)	Common Stock	12,748	12,948
International Speedway Corp (394 shares)	Common Stock	11,816	13,967
Interpublic Group of Cos Inc (381 shares)	Common Stock	6,498	6,744
Interxion Holding (250 shares)	Common Stock	5,884	5,903
Intesa Sanpaolo S.P.A. ADR (3035 shares)	Common Stock	42,746	45,373
Ishares Barclays Tips Bd (1582 shares)	Common Stock	165,966	173,885
Isis Pharm Inc (1190 shares)	Common Stock	20,174	47,410
Italcementi Fabrich Riunte ADR (3205 shares)	Common Stock	24,660	27,371
Itron Inc (280 shares)	Common Stock	12,964	11,600
J Sainsbury PLC Spon ADR (890 shares)	Common Stock	21,155	21,872
Janus Capital Group Inc (811 shares)	Common Stock	7,353	10,032
Jazz Pharmaceuticals Plc (119 shares)	Common Stock	8,812	15,061
JP Morgan Chase & Co (674 shares)	Common Stock	28,786	39,416
Kapstone Paper and Packaging (256 shares)	Common Stock	7,522	14,300
KB Financial Group Inc ADR (655 shares)	Common Stock	23,675	26,534
Keryx Biopharmaceuticals Inc (380 shares)	Common Stock	4,867	4,921
Kimberly Clark Spon ADR (1903 shares)	Common Stock	15,843	27,061
KOC Holding AS ADR (1047 shares)	Common Stock	19,152	21,579
Koninklijke Ahold ADR (1515 shares)	Common Stock	19,794	27,285
L-3 Communications (420 shares)	Common Stock	31,955	44,881
Lexington Realty Trust (1130 shares)	Common Stock	9,277	11,537
Liberty Interactive Co (840 shares)	Common Stock	16,124	24,654
Liberty Media Corp (145 shares)	Common Stock	0	21,212
Life Time Fitness Inc (372 shares)	Common Stock	14,771	17,484

FORM 5500, SCHEDULE H, LINE 4i, SUPPORTING FINANCIAL SCHEDULES
 TELALASKA
 RETIREMENT SAVINGS PLAN
 Plan Year End: 12/31/2013 EIN: 92-0139701 Plan Number: 002

(a) (b) & (c) Identity and Description	(d) Cost	(e) Value
Linkedin Corp (137 shares)	Common Stock	15,354 29,706
Littelfuse Inc (203 shares)	Common Stock	12,349 18,865
Loews Corp (613 shares)	Common Stock	22,178 29,571
LTC Properties Inc (255 shares)	Common Stock	7,347 9,025
Manhattan Assoc Inc (43 shares)	Common Stock	4,689 5,052
Manulife Financial Corp (870 shares)	Common Stock	14,016 17,165
Marketaxess Holdings Inc (72 shares)	Common Stock	4,803 4,819
Marks & Spencer Grp PLC ADR (1832 shares)	Common Stock	22,539 26,260
Mead Johnson Nutrition Co (285 shares)	Common Stock	18,892 23,872
Medical Properties Trust Inc (1171 shares)	Common Stock	13,091 14,310
Medivation Inc (116 shares)	Common Stock	7,282 7,403
Mednax Inc (410 shares)	Common Stock	14,572 21,886
Mercadolibre Inc (173 shares)	Common Stock	16,782 18,648
Meritage Home Corporation (383 shares)	Common Stock	13,960 18,380
Metlife Incorporated (810 shares)	Common Stock	27,244 43,675
Metro AG (777 shares)	Common Stock	5,991 7,483
Microsoft Corp (1553 shares)	Common Stock	42,534 58,098
Mitsubishi UFJ Fincl Grp ADS (2720 shares)	Common Stock	19,196 18,170
Mobile Telesystems OJSC (1453 shares)	Common Stock	28,208 31,428
Momenta Pharm Inc (285 shares)	Common Stock	4,969 5,039
Monmouth RI Est Invt Cp (480 shares)	Common Stock	4,460 4,363
Monolithic Pwr Systems Inc (407 shares)	Common Stock	10,725 14,107
Moog Inc Cl A (266 shares)	Common Stock	10,054 18,072
MS Emerging Mkts Domestic Debt (5601 shares)	Common Stock	88,460 72,928
MS&AD Ins Group Hldgs (1930 shares)	Common Stock	24,702 25,862
Nabors Industries Ltd (2162 shares)	Common Stock	36,682 36,732
National Oilwell Varco Inc (434 shares)	Common Stock	29,457 34,516
National Retail Properties (350 shares)	Common Stock	9,073 10,616
Nedbank Grp Ltd Spon ADR (954 shares)	Common Stock	15,295 19,147
Nestle Spon ADR Rep Reg (762 shares)	Common Stock	46,390 56,076
Netease.com Inc Ads (307 shares)	Common Stock	13,329 24,130
Neustar (200 shares)	Common Stock	9,720 9,972
Newpark Res (1226 shares)	Common Stock	10,053 15,068
Nippon Telegraph&Telephone Ads (1295 shares)	Common Stock	30,799 35,017
Nissan Mtr Co Ltd (2730 shares)	Common Stock	54,823 45,864
Noble Corp (1690 shares)	Common Stock	62,197 63,324
Nordson (184 shares)	Common Stock	12,198 13,671
Norwegian Cruise Line (814 shares)	Common Stock	27,229 28,873
Novartis Ag ADR (355 shares)	Common Stock	22,413 28,535
NRG Energy Inc (662 shares)	Common Stock	16,904 19,013
Nucor Corporation (595 shares)	Common Stock	24,174 31,761
NXP Semiconductors (363 shares)	Common Stock	11,674 16,673

FORM 5500, SCHEDULE H, LINE 4i, SUPPORTING FINANCIAL SCHEDULES
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 RETIREMENT SAVINGS PLAN
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(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
Occidental Petroleum Corp (245 shares)	Common Stock	21,099	23,300
Oceaneering Intl Inc (301 shares)	Common Stock	9,483	23,743
Oil Co Lukoil Spn ADR (647 shares)	Common Stock	38,263	40,839
Old Dominion Freight Line (189 shares)	Common Stock	9,724	10,021
Oneok Inc (192 shares)	Common Stock	4,917	11,939
Oracle Corp (1014 shares)	Common Stock	33,577	38,796
Orange (3199 shares)	Common Stock	6,208	39,508
Orascom Constr Inds (339 shares)	Common Stock	15,691	12,543
Oriflame Cosmetics SA ADR (1076 shares)	Common Stock	25,229	16,635
Paccar Inc (409 shares)	Common Stock	16,286	24,201
Pall Corporation (405 shares)	Common Stock	24,001	34,567
Parexel Intl Corp (189 shares)	Common Stock	7,231	8,539
Partnerre Hldgs (145 shares)	Common Stock	12,266	15,287
Pentair Ltd (250 shares)	Common Stock	12,035	19,418
Petroleo Brasileiro SA ADR (1885 shares)	Common Stock	33,928	27,691
Petsmart Inc (257 shares)	Common Stock	17,136	18,697
Pfizer Inc. (1722 shares)	Common Stock	35,073	52,745
Philip Morris Intl Inc (166 shares)	Common Stock	9,344	14,464
Philippine Lg Dist Tel Spn ADR (337 shares)	Common Stock	18,381	20,247
Phillips 66 Com (136 shares)	Common Stock	9,472	10,490
Polaris Industries Inc (151 shares)	Common Stock	13,659	21,992
Portugal Telecom SGPS Sa (3432 shares)	Common Stock	16,520	14,826
Posco (335 shares)	Common Stock	25,208	26,130
Potash CP of Saskatchewan (1400 shares)	Common Stock	53,214	46,144
PPC Limited ADR (1495 shares)	Common Stock	1,123	8,865
Praxair Inc (247 shares)	Common Stock	21,972	32,117
Precision Castparts Corp (167 shares)	Common Stock	24,612	44,973
Priceline.com Inc (33 shares)	Common Stock	10,413	38,359
Protective Life CP (483 shares)	Common Stock	13,119	24,469
PT Astra International TBK ADR (1068 shares)	Common Stock	14,689	11,908
PT BK Mandiri Persero TBK (3121 shares)	Common Stock	22,110	20,162
PT Semen Gresik Persero ADR (362 shares)	Common Stock	7,555	8,489
PT Telekomunikasi Indonesia (558 shares)	Common Stock	19,307	20,004
PT United Tractors ADR (408 shares)	Common Stock	15,743	12,877
PTT Exploration & Produc ADR (530 shares)	Common Stock	6,005	5,830
Public Storage (205 shares)	Common Stock	23,575	30,857
Qualcomm Inc (614 shares)	Common Stock	26,494	45,590
Raymond James Fincl Inc (419 shares)	Common Stock	12,694	21,868
Raytheon Co (264 shares)	Common Stock	12,003	23,945
Realty Income Corp (325 shares)	Common Stock	10,816	12,132
Reinsurance Group of America (218 shares)	Common Stock	10,381	16,875
RIO Tinto Plc Spon ADR (1520 shares)	Common Stock	70,873	85,774

FORM 5500, SCHEDULE H, LINE 4i, SUPPORTING FINANCIAL SCHEDULES
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(a) (b) & (c) Identity and Description	(d) Cost	(e) Value
Robert Half Int (502 shares)	Common Stock	18,043 21,079
Rovi Corporation (368 shares)	Common Stock	8,882 7,246
<u>Salesforce.com</u> , Inc (972 shares)	Common Stock	23,677 53,645
Salix Pharm Ltd (127 shares)	Common Stock	8,760 11,422
Sally Beauty Hldgs Inc (184 shares)	Common Stock	5,137 5,562
Sandisk Corp (605 shares)	Common Stock	24,053 42,677
Sanlam Ltd ADR (679 shares)	Common Stock	9,935 17,247
Sanmina Corp (446 shares)	Common Stock	7,689 7,448
Sanofi ADR (1671 shares)	Common Stock	72,819 89,616
Sapient Corp (864 shares)	Common Stock	11,218 14,999
SBA Communications Corp (206 shares)	Common Stock	9,721 18,507
Sberbank Russia ADR (2627 shares)	Common Stock	31,856 33,021
Schlumberger Ltd (1357 shares)	Common Stock	98,843 122,279
Seagate Technology (1260 shares)	Common Stock	32,953 70,762
Senior Hsg Pptys TR SBI (430 shares)	Common Stock	9,690 9,559
Shinhan Financial Group Co Ltd (531 shares)	Common Stock	19,426 24,267
Shoprite Holdings Ltd ADR (878 shares)	Common Stock	6,781 13,829
Signet Jewelers Limited (308 shares)	Common Stock	19,660 24,240
Silgan Hldgs Inc (271 shares)	Common Stock	12,172 13,013
Silver Bay Realty Trust (160 shares)	Common Stock	2,469 2,558
Silver Wheaton Corp (743 shares)	Common Stock	22,836 15,001
Simon PPTY Group Inc (255 shares)	Common Stock	27,423 38,801
Snap-On Inc (243 shares)	Common Stock	14,838 26,613
South Jersey Ind Inc (267 shares)	Common Stock	12,731 14,941
Splunk Inc (403 shares)	Common Stock	18,327 27,674
Standard Bank Grp Ltd Spon (1115 shares)	Common Stock	10,378 13,915
Starbucks Corp (564 shares)	Common Stock	29,277 44,212
Starz Liberty Capital (145 shares)	Common Stock	16,199 4,240
State Auto Finl Cp (270 shares)	Common Stock	6,038 5,735
Stifel Financial Corporation (325 shares)	Common Stock	12,966 15,574
Suez Environment ADR (3310 shares)	Common Stock	20,804 29,889
Suncor Energy Inc (2130 shares)	Common Stock	67,770 74,657
Swift Energy Co (717 shares)	Common Stock	12,722 9,680
Swiss Re Ltd Spon ADR (310 shares)	Common Stock	22,212 28,638
Taiwan Smcndctr Mfg Co Ltd ADR (1592 shares)	Common Stock	18,183 27,765
Takeda Pharmaceutical Co Ltd (710 shares)	Common Stock	17,011 16,344
Tal International Group Inc (197 shares)	Common Stock	8,655 11,298
Talisman Energy Inc (6442 shares)	Common Stock	86,359 75,049
Tanger Factory Outlet Centers (430 shares)	Common Stock	12,467 13,769
TE Connectivity Ltd (1260 shares)	Common Stock	42,097 69,439
Tech Resources Ltd (488 shares)	Common Stock	14,971 12,693
Telecom Italia SPA Ads (4921 shares)	Common Stock	51,404 49,013

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(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
Teledyne Tech Inc (188 shares)	Common Stock	10,416	17,270
Telefonica Brasil SA Spon ADR (719 shares)	Common Stock	17,016	13,819
Telefonica SA ADR (1165 shares)	Common Stock	16,044	19,036
Tenaris S.A. (1485 shares)	Common Stock	60,449	64,880
Tesco Plc Spon ADR (1595 shares)	Common Stock	26,423	26,860
Teva Pharmaceuticals ADR (896 shares)	Common Stock	38,136	35,912
The ADT Corporation Com (270 shares)	Common Stock	11,996	10,927
The Mosaic Co (187 shares)	Common Stock	9,260	8,840
The Scotts Miracle-Gro Co (215 shares)	Common Stock	9,158	13,377
Tibco Software Inc (577 shares)	Common Stock	12,717	12,971
Tiffany & Company (347 shares)	Common Stock	25,897	32,195
Tiger Brands Ltd Spon ADR (465 shares)	Common Stock	11,046	11,932
Tim Participacoes SA Spon (1270 shares)	Common Stock	25,776	33,325
Time Warner Inc (544 shares)	Common Stock	19,929	37,928
Timken Co (314 shares)	Common Stock	12,272	17,292
Toki Marine Holdings Inc ADR (832 shares)	Common Stock	24,211	27,830
Total S A Spon ADR (770 shares)	Common Stock	39,886	47,178
Total System Svcs (633 shares)	Common Stock	15,246	21,066
Towers Watson & Co. (154 shares)	Common Stock	10,901	19,652
Toyota Motor CP ADR (165 shares)	Common Stock	13,711	20,117
Trustmark CP (538 shares)	Common Stock	12,086	14,440
Turkcell Iletism Hizm As New (1140 shares)	Common Stock	17,245	15,219
Tyco International Ltd (860 shares)	Common Stock	24,045	35,294
UBS Ag (2568 shares)	Common Stock	38,570	49,434
Unilever NV NY Sh (1725 shares)	Common Stock	62,871	69,397
Union Pacific Corp (134 shares)	Common Stock	10,244	22,512
United Bankshares Inc (388 shares)	Common Stock	10,485	12,203
United Fire Group Inc (497 shares)	Common Stock	13,572	14,244
United Rentals Inc (328 shares)	Common Stock	16,152	25,568
United Therapeutics Corp (62 shares)	Common Stock	3,823	7,011
Unitedhealth Group Inc (890 shares)	Common Stock	47,838	67,017
Universal Health Services (242 shares)	Common Stock	13,450	19,665
Unumprovident Corp (1404 shares)	Common Stock	34,104	49,252
URS Corp (206 shares)	Common Stock	9,033	10,916
Vale S.A (3400 shares)	Common Stock	65,034	51,850
Valero Energy (546 shares)	Common Stock	21,962	27,518
Valmont Industries (88 shares)	Common Stock	13,374	13,123
Valspar Corp (350 shares)	Common Stock	16,709	24,952
Ventas Inc (200 shares)	Common Stock	10,437	11,456
Verisk Analytics (475 shares)	Common Stock	23,661	31,217
Vertex Pharmaceuticals (410 shares)	Common Stock	16,241	30,463
Viacom Inc New Cl B (441 shares)	Common Stock	15,273	38,517

FORM 5500, SCHEDULE H, LINE 4i, SUPPORTING FINANCIAL SCHEDULES
 TELALASKA
 RETIREMENT SAVINGS PLAN
 Plan Year End: 12/31/2013 EIN: 92-0139701 Plan Number: 002

(a) (b) & (c) Identity and Description	(d) Cost	(e) Value
Visa Inc Cl A (214 shares)	Common Stock 16,554	47,654
Visteon Corp (196 shares)	Common Stock 14,787	16,050
VMWare Inc (285 shares)	Common Stock 23,690	25,567
Vodacom Group Ltd ADR (933 shares)	Common Stock 11,315	11,896
Vodafone Gp PLC (555 shares)	Common Stock 14,930	21,817
Vornado Realty Tr (85 shares)	Common Stock 7,486	7,547
Wabtec (282 shares)	Common Stock 14,503	20,944
Weatherford Internationa (8920 shares)	Common Stock 106,817	138,171
Weichai Pwr Co LTD ADR (1027 shares)	Common Stock 20,434	16,679
Weingarten Realty Inv SBI (380 shares)	Common Stock 8,849	10,420
Wells Fargo & Co New (854 shares)	Common Stock 25,075	38,772
Weyerhaeuser Co (485 shares)	Common Stock 14,427	15,312
WGL Hldgs Inc (371 shares)	Common Stock 13,310	14,862
Whiting Petroleum Corp (240 shares)	Common Stock 11,327	14,849
Whole Food Markets Inc (197 shares)	Common Stock 11,191	11,393
Williams Sonoma (261 shares)	Common Stock 12,904	15,211
Wisdomtree Investments Inc (652 shares)	Common Stock 11,256	11,547
WM Morrison Supermarkets (1890 shares)	Common Stock 39,162	41,334
Woolworths Hldgs Ltd (228 shares)	Common Stock 14,630	16,147
Wuxi Pharmatech Inc (341 shares)	Common Stock 10,469	13,088
Wyndham Worldwide Corp (205 shares)	Common Stock 12,042	15,107
Wynn Macau Ltd ADR (660 shares)	Common Stock 18,343	30,017
XL Group (480 shares)	Common Stock 14,196	15,283
YARA Intl ASA Spons ADR (60 shares)	Common Stock 2,550	2,576
YPF Sociedad (992 shares)	Common Stock 25,808	32,696
AMC Entertain. 8.750%, 6/1/19	Corporate Bond 28,221	26,719
Amer Express, 1.30%, 7/29/16	Corporate Bond 52,306	52,403
Ameristar Cas. 7.50%, 4/15/21	Corporate Bond 32,774	33,635
Amex, 5.125%, 8/25/14	Corporate Bond 15,134	14,426
Anheuser-Busch, 8.00%, 7/15/15	Corporate Bond 15,058	15,075
Apple Inc, 1.0%, 5/3/18	Corporate Bond 52,795	51,248
Apple Inc, 4.50%, 5/3/16	Corporate Bond 14,919	14,891
AT&T, 2.50%, 8/15/15	Corporate Bond 15,589	15,401
Bank of Nova Scotia .763% 7/16	Corporate Bond 15,016	15,061
Bear Stearns, 5.30%, 10/30/15	Corporate Bond 15,194	15,101
Cablevision 7.625%, 7/15/18	Corporate Bond 33,628	35,456
Capital One, 2.125%, 7/15/14	Corporate Bond 15,212	15,119
Caterpillar Finl 1.625% 6/1/17	Corporate Bond 52,476	52,326
Caterpillar, 6.125%, 2/17/14	Corporate Bond 15,836	15,105
CIT Group, 5.00%, 5/15/17	Corporate Bond 33,446	34,160
Citigroup Inc, 5.456%, 11/5/14	Corporate Bond 14,975	14,994
Comcast Corp, 5.150%, 3/1/20	Corporate Bond 49,053	51,316

FORM 5500, SCHEDULE H, LINE 4i, SUPPORTING FINANCIAL SCHEDULES
 TELALASKA
 RETIREMENT SAVINGS PLAN
 Plan Year End: 12/31/2013 EIN: 92-0139701 Plan Number: 002

(a) (b) & (c) Identity and Description	(d) Cost	(e) Value
Consol Energy, 8.250%, 4/01/20	Corporate Bond 34,506	33,558
Constellation 7.25%, 9/01/16	Corporate Bond 25,168	26,105
CVS Caremark, 5.75%, 6/1/17	Corporate Bond 52,504	51,035
Davita Inc. 6.375%, 11/1/18	Corporate Bond 33,295	33,600
DirectTV Hldgs, 3.125%, 2/15/16	Corporate Bond 15,669	15,603
Echostar Corp 7.125%, 2/1/16	Corporate Bond 33,197	34,333
El Paso Energy, 6.50%, 9/15/20	Corporate Bond 34,724	33,242
Enterprise Prod 4.050% 2/15/22	Corporate Bond 43,320	41,549
Enterprise, 5.60%, 10/15/14	Corporate Bond 14,720	14,548
Exelon Gener., 5.350%, 1/15/14	Corporate Bond 14,341	14,022
Express Scripts 2.10%, 2/12/15	Corporate Bond 14,243	14,203
GECC, 2.30%, 4/27/17	Corporate Bond 17,737	17,474
GECC, 5.30%, 2/11/21	Corporate Bond 49,588	53,694
Goldman Sachs, 5.95%, 1/18/18	Corporate Bond 15,161	14,780
GoldmanSachs, 1.435%, 4/30/18	Corporate Bond 52,673	52,614
Hanes Brands, 6.375%, 12/15/20	Corporate Bond 32,847	33,868
HCA Holdings, 6.500%, 2/15/20	Corporate Bond 34,606	36,259
HCP Inc, 3.750%, 2/1/16	Corporate Bond 15,075	14,711
HSBC Hldings, 4.00%, 3/30/22	Corporate Bond 55,479	52,420
Huntsman Intl, 4.875% 11/15/20	Corporate Bond 35,958	34,475
JP Morgan, 4.40%, 7/22/20	Corporate Bond 49,730	53,748
Kinder Morgan, 3.50%, 3/1/16	Corporate Bond 15,983	15,690
Kraft Foods, 4.125%, 2/09/16	Corporate Bond 51,607	50,888
Lamar Media, 7.875%, 4/15/18	Corporate Bond 37,036	32,744
Limited Brands, 6.625%, 4/1/21	Corporate Bond 35,114	34,023
Merrill Lunch, 6.4%, 8/28/17	Corporate Bond 15,239	15,011
Merrill Lynch, 6.40%, 8/28/17	Corporate Bond 49,798	51,962
MGM Mirage 7.50% 6/1/16	Corporate Bond 31,718	33,600
NBC Universal, 2.10%, 4/1/14	Corporate Bond 15,300	15,064
Newfield Expl, 6.875%, 2/1/20	Corporate Bond 21,484	21,425
NRG Energy, 8.250%, 9/01/20	Corporate Bond 32,542	33,225
Petrobras Intl, 3.50%, 2/6/17	Corporate Bond 51,464	51,467
Plains Explor, 6.750%, 2/1/22	Corporate Bond 34,261	35,249
Rio Tinto, 1.625%, 8/21/17	Corporate Bond 52,768	52,979
Royal Bk Canada, 0%, 9/9/16	Corporate Bond 15,000	15,064
Ryland Group 6.625%, 5/1/20	Corporate Bond 37,801	37,013
Seagate, 6.875%, 5/1/20	Corporate Bond 20,622	20,544
Shell Intl, 4.0%, 3/21/14	Corporate Bond 15,730	15,118
Starz LLC, 5.00%, 9/15/19	Corporate Bond 28,277	27,608
Time Warner, 4.75%, 3/29/21	Corporate Bond 52,627	52,252
Unitedhealth .85%, 10/15/15	Corporate Bond 15,068	15,060
US Bancorp, 2.20%, 11/15/16	Corporate Bond 15,469	15,491

FORM 5500, SCHEDULE H, LINE 4i, SUPPORTING FINANCIAL SCHEDULES
 TELALASKA
 RETIREMENT SAVINGS PLAN
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(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
Verison Comm, 3.650%, 9/14/18	Corporate Bond	52,433	51,869
Viacom, 1.250%, 2/27/15	Corporate Bond	15,162	15,075
Vodafone Group, 4.150% 6/10/14	Corporate Bond	16,301	16,252
Wells Fargo, 1.250%, 7/20/16	Corporate Bond	15,078	15,111
Wells Fargo, 3.50%, 3/8/22	Corporate Bond	55,681	52,014
FHLM, 3.750%, 3/27/19	Govt Security	52,946	52,319
FHLMC, 2.375%, 1/13/22	Govt Security	154,286	144,350
FHLMC, 2.875%, 2/9/15	Govt Security	74,463	72,047
FHLMC, 4.375%, 7/17/15	Govt Security	208,233	195,577
FNMA, 2.625%, 11/20/14	Govt Security	117,374	114,449
FNMA, 3.75%, 12/21/15	Govt Security	76,136	75,884
FNMA, 5.25%, 9/15/16	Govt Security	92,317	91,997
U S Treas, 0.250%, 1/31/15	Govt Security	62,092	62,051
U S Treas, 1.3755%, 11/30/15	Govt Security	145,169	143,727
U S Treas, 2.50%, 3/31/14	Govt Security	69,063	69,027
U S Treas, 2.50%, 5/31/15	Govt Security	68,974	69,032
U S Treas, 2.50%, 8/15/23	Govt Security	52,065	50,896
U S Treas, 2.625%, 1/31/18	Govt Security	126,224	121,981
U S Treas, 3.375%, 11/15/19	Govt Security	97,420	101,109
U S Treas, 4.875%, 8/15/16	Govt Security	105,571	101,096
U S Treas, 8.75%, 1/31/17	Govt Security	40,156	40,038
Morgan Stanley Bank	Money Market	848,722	848,722
First Eagle Gold (23417 shares)	Mutual Fund	606,647	339,779
AIP ABSLT RTNSTS	Partnership	8,589	923,569
Clearbridge Energy MLP	Partnership	951,285	962,789
Skybridge Multi-ADSR Esc	Partnership	35,756	1,001,348
CBL & Assoc. Prop 7.375 Ser D (200 shares)	Preferred Stock	4,929	4,750
Vale S.A. (984 shares)	Preferred Stock	23,393	13,786
** JH Thru 2050 Active Strategy	*		488
** JH Thru 2045 Active Strategy	*		34,957
** JH Thru 2030 Active Strategy	*		270,769
** JH Thru 2010 Active Strategy	*		203,078
** JH Ret To 2050 Managed Port	*		3,681
** JH Ret To 2020 Managed Port	*		214,169
** JH LS Agg Active Strategy	*		1,141,097
** JH LS Grow Active Strategy	*		2,667,147
** JH LS Bal Active Strategy	*		1,340,947
** JH LS Mod Active Strategy	*		93,850
** JH LS Con Active Strategy	*		64,418
** DFA Emerging Markets Value	*		65,601
** Royce Opportunity	*		48,943
** Vanguard Energy Fund	*		112,390

FORM 5500, SCHEDULE H, LINE 4i, SUPPORTING FINANCIAL SCHEDULES
 TELALASKA
 RETIREMENT SAVINGS PLAN
 Plan Year End: 12/31/2013 EIN: 92-0139701 Plan Number: 002

(a) (b) & (c) Identity and Description	(d) Cost	(e) Value
** International Value Fund	*	3,594
** DFA US Targeted Value Fund	*	10,898
** T. Rowe Price Sci & Tech	*	528,807
** Aston/Fairpointe Mid Cap Fund	*	5,965
** Intl Small Cap Fund	*	22,663
** Oppenheimer Developing Mkt	*	233,497
** Intl Equity Index Fund	*	17,065
** DFA U.S. Small Cap Fund	*	35,790
** Mid Cap Stock Fund	*	104,488
** Small Cap Index Fund	*	40,575
** Science & Technology Fund	*	2,349
** Franklin Small-Mid Growth	*	86,475
** Oppenheimer Global	*	14,367
** EuroPacific Growth Fund	*	17,231
** Legg Mason ClearBr Agg Growth	*	134,020
** Thornburg International Value	*	4,667
** SMALLCAP World Fund	*	43,197
** American Century Heritage	*	53,469
** New World Fund	*	37,280
** Real Est. Securities Fund	*	42,748
** T. Rowe Price Health Sci	*	137,981
** Financial Services Fund	*	75,826
** Fidelity Advisor Gold Fund	*	5,238
** Vanguard Small Cap Value Index	*	6,844
** Lord Abbett Value Opps Fund	*	5,455
** Fundamental All Cap Core Fund	*	55,742
** T. Rowe Price Sml Cap Val	*	68,923
** Mid Cap Index Fund	*	44,649
** Small Cap Value Fund	*	71,346
** BlackRock Basic Value	*	5,600
** Value Fund	*	53,868
** John Hancock Disciplined Value	*	152,458
** Blue Chip Growth Fund	*	109,461
** Capital Appreciation Fund	*	47,476
** The Growth Fund of America	*	36,230
** Davis New York Venture	*	112,588
** Domini Social Equity	*	17,519
** Utilities Fund	*	47,996
** Equity Income Fund	*	24,938
** Vanguard Value Index Fund	*	34,999
** T. Rowe Price Equity Inc	*	24,216
** 500 Index Fund	*	290,690

FORM 5500, SCHEDULE H, LINE 4i, SUPPORTING FINANCIAL SCHEDULES
 TELALASKA
 RETIREMENT SAVINGS PLAN
 Plan Year End: 12/31/2013 EIN: 92-0139701 Plan Number: 002

(a) (b) & (c) Identity and Description	(d) Cost	(e) Value
** JPMorgan MidCap Value Fund	*	144,455
** Mutual Beacon	*	264,041
** Mutual Global Discovery	*	14,171
** Pax World Balanced Fund	*	30,081
** Washington Mutual Investors	*	5,991
** BlackRock Global Allocation	*	6,654
** T. Rowe Price Cap Appreciation	*	2,501
** American Balanced Fund	*	13,147
** Income Fund of America	*	56,357
** High Yield Fund	*	27,150
** Strategic Income Opp Fund	*	84
** PIMCO Global Bond	*	8,243
** Federated High Yield Bond	*	13,699
** T. Rowe Price Spectrum Inc	*	8,610
** PIMCO Total Return	*	134,779
** Active Bond Fund	*	20,462
** Vanguard Short-Term Federal	*	41,353
** John Hancock general account	*	19,295
** Participant Loans	*	296,100
Rounding adjustment		-39
	14,277,493	28,174,855
** Party-in-interest		
* Participant directed investment		

FORM 5500, SCHEDULE H, LINE 4i, SUPPORTING FINANCIAL SCHEDULES
 TELALASKA
 RETIREMENT SAVINGS PLAN
 Plan Year End: 12/31/2013 EIN: 92-0139701 Plan Number: 002

(a) & (b) Identity and Description		(c) Cost	(d) Proceeds
Schedule H, Line 4i - Schedule of Assets (Acquired and Disposed of Within Year)			
Akamai Technologies Inc	Common Stock	13,195	15,036
Ariad Pharm Inc	Common Stock	2,676	2,854
Aruba Networks Inc	Common Stock	3,466	3,918
Coinstar Inc	Common Stock	5,285	5,405
Dice Holdings Inc	Common Stock	2,720	2,577
Dicks Sporting Goods Inc	Common Stock	2,734	2,680
Dresser-Rand Group Inc	Common Stock	3,690	3,641
DSW Inc	Common Stock	8,872	10,270
Eagle Matls Inc	Common Stock	9,380	9,559
Endologix Inc	Common Stock	2,646	2,589
Fossil Inc	Common Stock	3,682	3,636
Genomic Health Inc	Common Stock	5,611	5,611
Hertz Global Holdings Inc	Common Stock	20,112	26,148
Hubbell Inc	Common Stock	1,606	1,578
Insulet Corp	Common Stock	3,342	3,189
IXIA	Common Stock	9,847	6,600
Jabil Circuit Inc	Common Stock	11,208	11,301
Lender Processing Serv	Common Stock	7,205	8,967
LPL Finl Hldgs Inc Com	Common Stock	3,312	3,090
Mallinckrodt Public Ltd	Common Stock	0	1,434
Maximus Inc	Common Stock	2,172	2,142
Mettler Toledo Intl	Common Stock	3,762	3,848
Molina Healthcare Inc	Common Stock	2,154	2,171
Nuance Communicationis Inc	Common Stock	2,613	2,077
Panera Bread Company	Common Stock	11,065	11,759
Rackspace Hosting Inc Com	Common Stock	10,605	7,944
Rosetta Resources Inc	Common Stock	1,654	1,638
Solarwinds Inc	Common Stock	12,651	8,074
Synageva Biopharma Corp Com	Common Stock	1,666	1,671
Terex	Common Stock	1,618	1,472
Transdigm Group Inc	Common Stock	3,355	3,396
US Airways Group Inc	Common Stock	2,175	1,925
Viropharma Inc	Common Stock	2,124	1,994
Vodafone GP PLC ADS	Common Stock	23,288	29,174
Walter Invst Mgmt Corp	Common Stock	3,925	3,893
Wesco Intl Inc	Common Stock	3,988	3,935
Western Refining Inc	Common Stock	7,555	6,396
Bank of Am., 5.125%, 11/15/14	Corporate Bond	14,921	14,712
CHS/Community, 5.125%, 8 2	Corporate Bond	22,551	21,359
Intelsat Jackson 7.50%, 2	Corporate Bond	27,160	26,676

FORM 5500, SCHEDULE H, LINE 4i, SUPPORTING FINANCIAL SCHEDULES
 TELALASKA
 RETIREMENT SAVINGS PLAN
 Plan Year End: 12/31/2013 EIN: 92-0139701 Plan Number: 002

(a) & (b) Identity and Description		(c) Cost	(d) Proceeds
Schedule H, Line 4i - Schedule of Assets (Acquired and Disposed of Within Year)			
JP Morgan, 3.150%, 7/5/16	Corporate Bond	17,035	17,005
Omnicare, 7.750%, 6/01/2 1	Corporate Bond	27,227	27,028
Rent-A-Ctr, 6.625%, 11/1 2	Corporate Bond	27,932	27,075
Safeway Inc, 6.250%, 3/15/14	Corporate Bond	31,663	31,040
Time Warner, 6.750%, 7/1/18	Corporate Bond	96,762	92,555
Vodafone Group, 5.0%, 12/16/13	Corporate Bond	15,351	15,000
Walt Disney, 4.50%, 12/15/13	Corporate Bond	15,322	15,123
U S Treas, 2.50%, 11/30/13	Govt Security	259,502	259,216
U S Treas, 3.75%, 1/15/16	Govt Security	75,138	74,917
Hatteras Multi TEI Holdback	Partnership	0	34,633

FORM 5500, SCHEDULE H, LINE 4j, SUPPORTING FINANCIAL SCHEDULES**TELALASKA, INC.****RETIREMENT SAVINGS PLAN**

Plan Year End: 12/31/2013

EIN: 92-0139701

Plan Number: 002

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

(a) & (b) Description	(c) Purchases	(d) Sales	(e) Cost	(f) Value	(g) Gain/Loss	
Clearbridge Energy MLP	951,284		0	951,284	962,789	-11,505
MS Bank	8,715,051		0	0	8,715,051	0
MS Bank	0	8,757,193	8,757,193		0	0

FORM 5500, SCHEDULE H, LINE 4j, SUPPORTING FINANCIAL SCHEDULES**TELALASKA, INC.****RETIREMENT SAVINGS PLAN**

Plan Year End: 12/31/2013

EIN: 92-0139701

Plan Number: 002

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

(a) & (b) Description	(c) Purchases	(d) Sales	(e) Cost	(f) Value	(g) Gain/Loss	
Clearbridge Energy MLP	951,284		0	951,284	962,789	-11,505
MS Bank	8,715,051		0	0	8,715,051	0
MS Bank	0	8,757,193	8,757,193		0	0

FORM 5500, SCHEDULE H, LINE 4i, SUPPORTING FINANCIAL SCHEDULES
 TELALASKA
 RETIREMENT SAVINGS PLAN
 Plan Year End: 12/31/2013 EIN: 92-0139701 Plan Number: 002

(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)			
Aaron's Incorporated (452 shares)	Common Stock	10,274	13,289
Ace Ltd (440 shares)	Common Stock	27,778	45,553
Aegon NV (3115 shares)	Common Stock	22,466	29,530
Affiliated Mgrs Group Inc (80 shares)	Common Stock	10,604	17,350
Agrium Inc (176 shares)	Common Stock	15,663	16,101
AKBank Turk Anonim Sirke ADR (2439 shares)	Common Stock	18,633	15,244
Akorn Inc (380 shares)	Common Stock	9,671	9,356
Albemarle Corporation (155 shares)	Common Stock	9,984	9,826
Alexandria Real Estate EQ Inc (250 shares)	Common Stock	16,869	15,905
Allegion Pub Ltd Co (248 shares)	Common Stock	0	10,959
Allergan Inc (255 shares)	Common Stock	15,713	28,325
Alliance Data Systems Corp (101 shares)	Common Stock	16,114	26,556
Altisource Residential Corp (100 shares)	Common Stock	2,596	3,011
Amazon Com Inc (155 shares)	Common Stock	23,584	61,812
Ambev SA Spons ADR (2350 shares)	Common Stock	0	17,273
AMC Networks Inc (150 shares)	Common Stock	7,839	10,217
Amcol Intl Corp (383 shares)	Common Stock	12,852	13,014
Amer Intl Gp Inc (1047 shares)	Common Stock	36,234	53,449
America Movil SA DE CV ADR (1280 shares)	Common Stock	30,387	29,914
American Eq. Invt. Life (725 shares)	Common Stock	11,000	19,126
American Homes 4 Rent (155 shares)	Common Stock	2,505	2,511
American Tower Reit Com (578 shares)	Common Stock	28,361	46,136
Anadarko Pete (540 shares)	Common Stock	39,879	42,833
Anglogold Ashanti Limited (1414 shares)	Common Stock	45,048	16,572
AOL Inc (332 shares)	Common Stock	12,405	15,478
AON Plc (563 shares)	Common Stock	32,924	47,230
Apache Corp (618 shares)	Common Stock	50,550	53,111
Apartment Invt & Mgmt Co (400 shares)	Common Stock	11,915	10,364
Applied Materials Inc (902 shares)	Common Stock	11,181	15,947
Arm Holdings (642 shares)	Common Stock	17,007	35,137
Assoc Estates Realty (630 shares)	Common Stock	8,907	10,112
Astellas Pharm. (1415 shares)	Common Stock	18,247	20,993
Astoria Financial Corp (729 shares)	Common Stock	9,319	10,082
Astrazeneca PLC Ads (890 shares)	Common Stock	44,371	52,839
Athenahealth Inc (222 shares)	Common Stock	20,915	29,859
Autodesk Inc (725 shares)	Common Stock	23,877	36,481
Autoliv Inc (215 shares)	Common Stock	15,339	19,737
Autonation Inc (254 shares)	Common Stock	11,466	12,621
Avalonbay Comm Inc (120 shares)	Common Stock	13,935	14,188
Avon Products Inc (1067 shares)	Common Stock	18,816	18,374
AXA Ads (700 shares)	Common Stock	13,925	19,523

FORM 5500, SCHEDULE H, LINE 4i, SUPPORTING FINANCIAL SCHEDULES
 TELALASKA
 RETIREMENT SAVINGS PLAN
 Plan Year End: 12/31/2013 EIN: 92-0139701 Plan Number: 002

(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
Baidu Inc (159 shares)	Common Stock	15,473	28,283
Baker Hughes Inc (374 shares)	Common Stock	17,697	20,667
Banco Do Brasil ADR (4182 shares)	Common Stock	58,767	43,422
Banco Macro S.A. Spons ADR (613 shares)	Common Stock	15,485	14,878
Banco Santander Brasil (2130 shares)	Common Stock	14,367	12,993
Barclays PLC ADR (1781 shares)	Common Stock	27,327	32,290
Barrick Gold Corp (729 shares)	Common Stock	21,255	12,852
BASF SE SP ADR (285 shares)	Common Stock	23,154	30,720
BE Aerospace Inc (166 shares)	Common Stock	11,085	14,447
BHP Billiton Ltd (1055 shares)	Common Stock	71,728	71,951
Bidvest Group Ltd ADR (378 shares)	Common Stock	16,890	19,482
Biogen Idec Inc (160 shares)	Common Stock	24,156	44,732
Biomarin Pharm. (397 shares)	Common Stock	25,708	27,929
Boston Properties Inc (150 shares)	Common Stock	13,506	15,056
BP PLC Ads (1353 shares)	Common Stock	56,611	65,769
Brandywine Realty Tr SBI (860 shares)	Common Stock	9,362	12,117
Bristow Group Inc (409 shares)	Common Stock	20,423	30,700
British Amer Tob Spon ADR (350 shares)	Common Stock	35,256	37,597
Broadcom Corp (1198 shares)	Common Stock	36,753	35,515
Brookfield Asset Mgmt CI (352 shares)	Common Stock	11,536	13,668
CA Incorporated (1490 shares)	Common Stock	32,227	50,139
Cablevision Systems Corp (1735 shares)	Common Stock	24,120	31,109
Cabot Microelectronics Corp (398 shares)	Common Stock	15,588	18,189
CAI International Inc (387 shares)	Common Stock	8,897	9,122
Camden Property Trust (200 shares)	Common Stock	10,322	11,376
Canadian Natl Railway Co (930 shares)	Common Stock	40,161	53,029
Canadian Natural Resources (3309 shares)	Common Stock	106,042	111,977
Canon Inc ADR (1165 shares)	Common Stock	39,239	37,280
Cantel Medical Corp (543 shares)	Common Stock	8,592	18,413
Capital One Financial Corp (316 shares)	Common Stock	18,172	24,209
Carrefour SA Unspn ADR (5964 shares)	Common Stock	34,762	46,996
Carrizo Oil & Gas Inc (283 shares)	Common Stock	11,452	12,670
Cash Amer International Inc (309 shares)	Common Stock	12,675	11,835
CBL & Assoc PPTYS Inc (500 shares)	Common Stock	8,689	8,980
CBRE Group Inc (680 shares)	Common Stock	16,067	17,884
CDN Pacific Ry Ltd (446 shares)	Common Stock	45,909	67,489
Celgene Corp (198 shares)	Common Stock	24,133	33,456
Cemex SAB DE CV (1355 shares)	Common Stock	13,587	16,030
Centene Corporation (199 shares)	Common Stock	9,521	11,731
Centrais Electricas CD ADR (4050 shares)	Common Stock	12,746	10,490
Centurylink Inc (1097 shares)	Common Stock	37,426	34,939
Cerner Corp (833 shares)	Common Stock	20,169	46,431

FORM 5500, SCHEDULE H, LINE 4i, SUPPORTING FINANCIAL SCHEDULES
 TELALASKA
 RETIREMENT SAVINGS PLAN
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(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
Charles Schwab (869 shares)	Common Stock	15,584	22,594
Checkpoint Sys Incorporated (585 shares)	Common Stock	8,828	9,226
China Construction Bank Corp (2289 shares)	Common Stock	35,137	34,747
China Mobile Ltd (516 shares)	Common Stock	27,021	26,982
Cielo SA Sponsored ADR (1062 shares)	Common Stock	12,465	29,736
Ciena Corp (336 shares)	Common Stock	7,572	8,041
Cisco Sys Inc (1003 shares)	Common Stock	18,884	22,497
Citigroup Inc (1124 shares)	Common Stock	30,480	58,572
Citrix Systems Inc (384 shares)	Common Stock	23,295	24,288
Clicks Group Ltd ADR (1506 shares)	Common Stock	18,965	18,221
Cnooc Ltd (88 shares)	Common Stock	17,259	16,514
Coherent Inc (220 shares)	Common Stock	12,352	16,366
Comcast Corp (1555 shares)	Common Stock	55,799	77,563
Commercial Intl Bank Ltd ADR (3436 shares)	Common Stock	11,773	15,462
Core Laboratories N V (295 shares)	Common Stock	26,518	56,330
Costco Wholesale (210 shares)	Common Stock	13,837	24,994
Covance Inc (201 shares)	Common Stock	11,795	17,700
Covidien Plc (275 shares)	Common Stock	15,923	18,728
Cree Research Inc (755 shares)	Common Stock	24,099	47,203
CRH Plc ADR (1870 shares)	Common Stock	38,765	47,779
Cullen Frost Bankers Inc (168 shares)	Common Stock	10,688	12,504
CVS Caremark Corp (473 shares)	Common Stock	17,828	33,853
DAI Nippon Prtg Ltd Japan (1715 shares)	Common Stock	16,434	18,248
Daiichi Sankyo Co ADR (1700 shares)	Common Stock	29,979	31,272
Daimler (335 shares)	Common Stock	17,376	29,114
Dana Holding Corp (508 shares)	Common Stock	11,673	9,967
Deutsche Telekom AG (1700 shares)	Common Stock	25,497	29,342
Diageo Plc Spon ADR (320 shares)	Common Stock	34,731	42,374
Digital Realty Trust Inc (291 shares)	Common Stock	18,295	14,294
Digital River (447 shares)	Common Stock	10,290	8,256
Dillards Inc (95 shares)	Common Stock	8,077	9,235
DirecTV Com (325 shares)	Common Stock	16,068	22,445
Dolby (1014 shares)	Common Stock	32,933	39,100
Douglas Emmett Inc (530 shares)	Common Stock	9,641	12,344
Drill-Quip Inc (159 shares)	Common Stock	17,296	17,479
Eastgroup Properties Inc (230 shares)	Common Stock	10,159	13,324
Eaton Corp Plc (696 shares)	Common Stock	34,096	52,980
Eaton Vance CP (339 shares)	Common Stock	10,500	14,506
Energys (550 shares)	Common Stock	19,754	38,550
ENI SPA Amer Dep Rcpt (855 shares)	Common Stock	39,080	41,459
Ensco Plc (592 shares)	Common Stock	35,153	33,851
Ensign Energy Services (425 shares)	Common Stock	6,372	6,698

FORM 5500, SCHEDULE H, LINE 4i, SUPPORTING FINANCIAL SCHEDULES
 TELALASKA
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(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
Entegris Inc (2259 shares)	Common Stock	20,996	26,182
EPR PPTYS Com (325 shares)	Common Stock	14,031	15,977
Equinix Inc (184 shares)	Common Stock	34,245	32,651
Equity Lifestyle Properties (210 shares)	Common Stock	7,602	7,608
Equity One Inc (225 shares)	Common Stock	5,124	5,049
Ericsson Lm Tel ADR CL B (2270 shares)	Common Stock	28,177	27,785
Essex Property Trust Inc (85 shares)	Common Stock	11,450	12,198
Evercore Partners Inc (197 shares)	Common Stock	8,014	11,777
Expedia Inc (349 shares)	Common Stock	21,183	24,311
F 5 Networks Inc (119 shares)	Common Stock	9,755	10,812
Fastenal Co (520 shares)	Common Stock	24,149	24,705
Fedl Rlty Invt Trust SBI (145 shares)	Common Stock	12,477	14,705
FEI Company (147 shares)	Common Stock	9,793	13,136
Finisar Com (327 shares)	Common Stock	7,515	7,822
Finning Intl Inc (125 shares)	Common Stock	2,941	3,193
First Pac Ltd Sp ADR (3105 shares)	Common Stock	14,398	17,761
First Potomac Realty Trust (1082 shares)	Common Stock	14,315	12,584
First Republic Bank (317 shares)	Common Stock	13,103	16,595
Fleetcor Technologies (178 shares)	Common Stock	13,386	20,856
Flextronics Intl Ltd (2420 shares)	Common Stock	17,629	18,803
Flir Systems Inc (563 shares)	Common Stock	12,620	16,946
Fluor Corp (455 shares)	Common Stock	24,109	36,532
Forest Laboratories Inc (1130 shares)	Common Stock	39,696	67,834
Franklin Electric Co (537 shares)	Common Stock	14,606	23,972
Freeport McMoran CP&GLD (310 shares)	Common Stock	11,854	11,699
Fujifilm Hldgs Corp ADR (1005 shares)	Common Stock	22,830	28,596
Gartner Inc (266 shares)	Common Stock	12,895	18,899
GATX Corp (385 shares)	Common Stock	19,117	20,086
Gazprom O A O ADR (3017 shares)	Common Stock	28,479	26,097
GDF Suez Spon ADR (2487 shares)	Common Stock	53,787	58,867
General Mtrs Co (1412 shares)	Common Stock	43,368	57,708
Gentex Corp (329 shares)	Common Stock	9,670	10,850
Geo Group Inc (230 shares)	Common Stock	7,542	7,411
Glaxosmithkline Plc Ads (770 shares)	Common Stock	37,972	41,110
Global Payment Inc (295 shares)	Common Stock	11,820	19,172
GNC Holdings, Inc (294 shares)	Common Stock	16,656	17,184
Goldman Sachs Grp Inc (170 shares)	Common Stock	24,953	30,134
Google Inc Cl A (53 shares)	Common Stock	26,253	59,398
Grupo Televisa S.A.Global Dep (510 shares)	Common Stock	10,282	15,433
H Lundbeck A/S Spons ADR Lev 1 (740 shares)	Common Stock	15,495	18,826
Hanger Inc (131 shares)	Common Stock	4,069	5,154
Hartford Fin Sers Grp In (1735 shares)	Common Stock	41,643	62,859

FORM 5500, SCHEDULE H, LINE 4i, SUPPORTING FINANCIAL SCHEDULES
 TELALASKA
 RETIREMENT SAVINGS PLAN
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(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
HCP Incorporated (255 shares)	Common Stock	9,650	9,262
Health Care Reit Inc (275 shares)	Common Stock	13,891	14,732
Healthways Inc (623 shares)	Common Stock	10,891	9,563
Heartland Payment Sys Inc (294 shares)	Common Stock	9,695	14,653
Helmerich & Payne (164 shares)	Common Stock	10,565	13,789
Hexcel Corp New (751 shares)	Common Stock	19,219	33,562
Honda Motor Company Ltd ADR (550 shares)	Common Stock	20,288	22,743
Horace Mann Educators (312 shares)	Common Stock	8,780	9,841
Hospitality PPTYS TR Com SBI (725 shares)	Common Stock	17,223	19,597
Host Hotel & Resorts Inc. (1100 shares)	Common Stock	16,527	21,384
HSBC Holdings Plc Spon A (502 shares)	Common Stock	26,624	27,675
IAC Interactive Corp Com (358 shares)	Common Stock	15,716	24,577
Immunogen Inc (796 shares)	Common Stock	9,987	11,677
Imperial Hldgs Ltd ADR (846 shares)	Common Stock	18,875	16,370
Incyte Corp (102 shares)	Common Stock	2,426	5,164
Informatica Corp (241 shares)	Common Stock	8,741	10,002
Ingersoll-Rand Plc (1094 shares)	Common Stock	48,601	67,390
Interactive Brokers Group Inc (215 shares)	Common Stock	4,806	5,233
International Game Tech (713 shares)	Common Stock	12,748	12,948
International Speedway Corp (394 shares)	Common Stock	11,816	13,967
Interpublic Group of Cos Inc (381 shares)	Common Stock	6,498	6,744
Interxion Holding (250 shares)	Common Stock	5,884	5,903
Intesa Sanpaolo S.P.A. ADR (3035 shares)	Common Stock	42,746	45,373
Ishares Barclays Tips Bd (1582 shares)	Common Stock	165,966	173,885
Isis Pharm Inc (1190 shares)	Common Stock	20,174	47,410
Italcementi Fabrich Riunte ADR (3205 shares)	Common Stock	24,660	27,371
Itron Inc (280 shares)	Common Stock	12,964	11,600
J Sainsbury PLC Spon ADR (890 shares)	Common Stock	21,155	21,872
Janus Capital Group Inc (811 shares)	Common Stock	7,353	10,032
Jazz Pharmaceuticals Plc (119 shares)	Common Stock	8,812	15,061
JP Morgan Chase & Co (674 shares)	Common Stock	28,786	39,416
Kapstone Paper and Packaging (256 shares)	Common Stock	7,522	14,300
KB Financial Group Inc ADR (655 shares)	Common Stock	23,675	26,534
Keryx Biopharmaceuticals Inc (380 shares)	Common Stock	4,867	4,921
Kimberly Clark Spon ADR (1903 shares)	Common Stock	15,843	27,061
KOC Holding AS ADR (1047 shares)	Common Stock	19,152	21,579
Koninklijke Ahold ADR (1515 shares)	Common Stock	19,794	27,285
L-3 Communications (420 shares)	Common Stock	31,955	44,881
Lexington Realty Trust (1130 shares)	Common Stock	9,277	11,537
Liberty Interactive Co (840 shares)	Common Stock	16,124	24,654
Liberty Media Corp (145 shares)	Common Stock	0	21,212
Life Time Fitness Inc (372 shares)	Common Stock	14,771	17,484

FORM 5500, SCHEDULE H, LINE 4i, SUPPORTING FINANCIAL SCHEDULES
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(a) (b) & (c) Identity and Description	(d) Cost	(e) Value
Linkedin Corp (137 shares)	Common Stock	15,354 29,706
Littelfuse Inc (203 shares)	Common Stock	12,349 18,865
Loews Corp (613 shares)	Common Stock	22,178 29,571
LTC Properties Inc (255 shares)	Common Stock	7,347 9,025
Manhattan Assoc Inc (43 shares)	Common Stock	4,689 5,052
Manulife Financial Corp (870 shares)	Common Stock	14,016 17,165
Marketaxess Holdings Inc (72 shares)	Common Stock	4,803 4,819
Marks & Spencer Grp PLC ADR (1832 shares)	Common Stock	22,539 26,260
Mead Johnson Nutrition Co (285 shares)	Common Stock	18,892 23,872
Medical Properties Trust Inc (1171 shares)	Common Stock	13,091 14,310
Medivation Inc (116 shares)	Common Stock	7,282 7,403
Mednax Inc (410 shares)	Common Stock	14,572 21,886
Mercadolibre Inc (173 shares)	Common Stock	16,782 18,648
Meritage Home Corporation (383 shares)	Common Stock	13,960 18,380
Metlife Incorporated (810 shares)	Common Stock	27,244 43,675
Metro AG (777 shares)	Common Stock	5,991 7,483
Microsoft Corp (1553 shares)	Common Stock	42,534 58,098
Mitsubishi UFJ Fincl Grp ADS (2720 shares)	Common Stock	19,196 18,170
Mobile Telesystems OJSC (1453 shares)	Common Stock	28,208 31,428
Momenta Pharm Inc (285 shares)	Common Stock	4,969 5,039
Monmouth RI Est Invt Cp (480 shares)	Common Stock	4,460 4,363
Monolithic Pwr Systems Inc (407 shares)	Common Stock	10,725 14,107
Moog Inc Cl A (266 shares)	Common Stock	10,054 18,072
MS Emerging Mkts Domestic Debt (5601 shares)	Common Stock	88,460 72,928
MS&AD Ins Group Hldgs (1930 shares)	Common Stock	24,702 25,862
Nabors Industries Ltd (2162 shares)	Common Stock	36,682 36,732
National Oilwell Varco Inc (434 shares)	Common Stock	29,457 34,516
National Retail Properties (350 shares)	Common Stock	9,073 10,616
Nedbank Grp Ltd Spon ADR (954 shares)	Common Stock	15,295 19,147
Nestle Spon ADR Rep Reg (762 shares)	Common Stock	46,390 56,076
Netease.com Inc Ads (307 shares)	Common Stock	13,329 24,130
Neustar (200 shares)	Common Stock	9,720 9,972
Newpark Res (1226 shares)	Common Stock	10,053 15,068
Nippon Telegraph&Telephone Ads (1295 shares)	Common Stock	30,799 35,017
Nissan Mtr Co Ltd (2730 shares)	Common Stock	54,823 45,864
Noble Corp (1690 shares)	Common Stock	62,197 63,324
Nordson (184 shares)	Common Stock	12,198 13,671
Norwegian Cruise Line (814 shares)	Common Stock	27,229 28,873
Novartis Ag ADR (355 shares)	Common Stock	22,413 28,535
NRG Energy Inc (662 shares)	Common Stock	16,904 19,013
Nucor Corporation (595 shares)	Common Stock	24,174 31,761
NXP Semiconductors (363 shares)	Common Stock	11,674 16,673

FORM 5500, SCHEDULE H, LINE 4i, SUPPORTING FINANCIAL SCHEDULES
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(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
Occidental Petroleum Corp (245 shares)	Common Stock	21,099	23,300
Oceaneering Intl Inc (301 shares)	Common Stock	9,483	23,743
Oil Co Lukoil Spn ADR (647 shares)	Common Stock	38,263	40,839
Old Dominion Freight Line (189 shares)	Common Stock	9,724	10,021
Oneok Inc (192 shares)	Common Stock	4,917	11,939
Oracle Corp (1014 shares)	Common Stock	33,577	38,796
Orange (3199 shares)	Common Stock	6,208	39,508
Orascom Constr Inds (339 shares)	Common Stock	15,691	12,543
Oriflame Cosmetics SA ADR (1076 shares)	Common Stock	25,229	16,635
Paccar Inc (409 shares)	Common Stock	16,286	24,201
Pall Corporation (405 shares)	Common Stock	24,001	34,567
Parexel Intl Corp (189 shares)	Common Stock	7,231	8,539
Partnerre Hldgs (145 shares)	Common Stock	12,266	15,287
Pentair Ltd (250 shares)	Common Stock	12,035	19,418
Petroleo Brasileiro SA ADR (1885 shares)	Common Stock	33,928	27,691
Petsmart Inc (257 shares)	Common Stock	17,136	18,697
Pfizer Inc. (1722 shares)	Common Stock	35,073	52,745
Philip Morris Intl Inc (166 shares)	Common Stock	9,344	14,464
Philippine Lg Dist Tel Spn ADR (337 shares)	Common Stock	18,381	20,247
Phillips 66 Com (136 shares)	Common Stock	9,472	10,490
Polaris Industries Inc (151 shares)	Common Stock	13,659	21,992
Portugal Telecom SGPS Sa (3432 shares)	Common Stock	16,520	14,826
Posco (335 shares)	Common Stock	25,208	26,130
Potash CP of Saskatchewan (1400 shares)	Common Stock	53,214	46,144
PPC Limited ADR (1495 shares)	Common Stock	1,123	8,865
Praxair Inc (247 shares)	Common Stock	21,972	32,117
Precision Castparts Corp (167 shares)	Common Stock	24,612	44,973
Priceline.com Inc (33 shares)	Common Stock	10,413	38,359
Protective Life CP (483 shares)	Common Stock	13,119	24,469
PT Astra International TBK ADR (1068 shares)	Common Stock	14,689	11,908
PT BK Mandiri Persero TBK (3121 shares)	Common Stock	22,110	20,162
PT Semen Gresik Persero ADR (362 shares)	Common Stock	7,555	8,489
PT Telekomunikasi Indonesia (558 shares)	Common Stock	19,307	20,004
PT United Tractors ADR (408 shares)	Common Stock	15,743	12,877
PTT Exploration & Produc ADR (530 shares)	Common Stock	6,005	5,830
Public Storage (205 shares)	Common Stock	23,575	30,857
Qualcomm Inc (614 shares)	Common Stock	26,494	45,590
Raymond James Fincl Inc (419 shares)	Common Stock	12,694	21,868
Raytheon Co (264 shares)	Common Stock	12,003	23,945
Realty Income Corp (325 shares)	Common Stock	10,816	12,132
Reinsurance Group of America (218 shares)	Common Stock	10,381	16,875
RIO Tinto Plc Spon ADR (1520 shares)	Common Stock	70,873	85,774

FORM 5500, SCHEDULE H, LINE 4i, SUPPORTING FINANCIAL SCHEDULES
 TELALASKA
 RETIREMENT SAVINGS PLAN
 Plan Year End: 12/31/2013 EIN: 92-0139701 Plan Number: 002

(a) (b) & (c) Identity and Description	(d) Cost	(e) Value
Robert Half Int (502 shares)	Common Stock	18,043 21,079
Rovi Corporation (368 shares)	Common Stock	8,882 7,246
Salesforce.com, Inc (972 shares)	Common Stock	23,677 53,645
Salix Pharm Ltd (127 shares)	Common Stock	8,760 11,422
Sally Beauty Hldgs Inc (184 shares)	Common Stock	5,137 5,562
Sandisk Corp (605 shares)	Common Stock	24,053 42,677
Sanlam Ltd ADR (679 shares)	Common Stock	9,935 17,247
Sanmina Corp (446 shares)	Common Stock	7,689 7,448
Sanofi ADR (1671 shares)	Common Stock	72,819 89,616
Sapient Corp (864 shares)	Common Stock	11,218 14,999
SBA Communications Corp (206 shares)	Common Stock	9,721 18,507
Sberbank Russia ADR (2627 shares)	Common Stock	31,856 33,021
Schlumberger Ltd (1357 shares)	Common Stock	98,843 122,279
Seagate Technology (1260 shares)	Common Stock	32,953 70,762
Senior Hsg Pptys TR SBI (430 shares)	Common Stock	9,690 9,559
Shinhan Financial Group Co Ltd (531 shares)	Common Stock	19,426 24,267
Shoprite Holdings Ltd ADR (878 shares)	Common Stock	6,781 13,829
Signet Jewelers Limited (308 shares)	Common Stock	19,660 24,240
Silgan Hldgs Inc (271 shares)	Common Stock	12,172 13,013
Silver Bay Realty Trust (160 shares)	Common Stock	2,469 2,558
Silver Wheaton Corp (743 shares)	Common Stock	22,836 15,001
Simon PPTY Group Inc (255 shares)	Common Stock	27,423 38,801
Snap-On Inc (243 shares)	Common Stock	14,838 26,613
South Jersey Ind Inc (267 shares)	Common Stock	12,731 14,941
Splunk Inc (403 shares)	Common Stock	18,327 27,674
Standard Bank Grp Ltd Spon (1115 shares)	Common Stock	10,378 13,915
Starbucks Corp (564 shares)	Common Stock	29,277 44,212
Starz Liberty Capital (145 shares)	Common Stock	16,199 4,240
State Auto Finl Cp (270 shares)	Common Stock	6,038 5,735
Stifel Financial Corporation (325 shares)	Common Stock	12,966 15,574
Suez Environment ADR (3310 shares)	Common Stock	20,804 29,889
Suncor Energy Inc (2130 shares)	Common Stock	67,770 74,657
Swift Energy Co (717 shares)	Common Stock	12,722 9,680
Swiss Re Ltd Spon ADR (310 shares)	Common Stock	22,212 28,638
Taiwan Smcndctr Mfg Co Ltd ADR (1592 shares)	Common Stock	18,183 27,765
Takeda Pharmaceutical Co Ltd (710 shares)	Common Stock	17,011 16,344
Tal International Group Inc (197 shares)	Common Stock	8,655 11,298
Talisman Energy Inc (6442 shares)	Common Stock	86,359 75,049
Tanger Factory Outlet Centers (430 shares)	Common Stock	12,467 13,769
TE Connectivity Ltd (1260 shares)	Common Stock	42,097 69,439
Tech Resources Ltd (488 shares)	Common Stock	14,971 12,693
Telecom Italia SPA Ads (4921 shares)	Common Stock	51,404 49,013

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(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
Teledyne Tech Inc (188 shares)	Common Stock	10,416	17,270
Telefonica Brasil SA Spon ADR (719 shares)	Common Stock	17,016	13,819
Telefonica SA ADR (1165 shares)	Common Stock	16,044	19,036
Tenaris S.A. (1485 shares)	Common Stock	60,449	64,880
Tesco Plc Spon ADR (1595 shares)	Common Stock	26,423	26,860
Teva Pharmaceuticals ADR (896 shares)	Common Stock	38,136	35,912
The ADT Corporation Com (270 shares)	Common Stock	11,996	10,927
The Mosaic Co (187 shares)	Common Stock	9,260	8,840
The Scotts Miracle-Gro Co (215 shares)	Common Stock	9,158	13,377
Tibco Software Inc (577 shares)	Common Stock	12,717	12,971
Tiffany & Company (347 shares)	Common Stock	25,897	32,195
Tiger Brands Ltd Spon ADR (465 shares)	Common Stock	11,046	11,932
Tim Participacoes SA Spon (1270 shares)	Common Stock	25,776	33,325
Time Warner Inc (544 shares)	Common Stock	19,929	37,928
Timken Co (314 shares)	Common Stock	12,272	17,292
Toki Marine Holdings Inc ADR (832 shares)	Common Stock	24,211	27,830
Total S A Spon ADR (770 shares)	Common Stock	39,886	47,178
Total System Svcs (633 shares)	Common Stock	15,246	21,066
Towers Watson & Co. (154 shares)	Common Stock	10,901	19,652
Toyota Motor CP ADR (165 shares)	Common Stock	13,711	20,117
Trustmark CP (538 shares)	Common Stock	12,086	14,440
Turkcell Iletism Hizm As New (1140 shares)	Common Stock	17,245	15,219
Tyco International Ltd (860 shares)	Common Stock	24,045	35,294
UBS Ag (2568 shares)	Common Stock	38,570	49,434
Unilever NV NY Sh (1725 shares)	Common Stock	62,871	69,397
Union Pacific Corp (134 shares)	Common Stock	10,244	22,512
United Bankshares Inc (388 shares)	Common Stock	10,485	12,203
United Fire Group Inc (497 shares)	Common Stock	13,572	14,244
United Rentals Inc (328 shares)	Common Stock	16,152	25,568
United Therapeutics Corp (62 shares)	Common Stock	3,823	7,011
Unitedhealth Group Inc (890 shares)	Common Stock	47,838	67,017
Universal Health Services (242 shares)	Common Stock	13,450	19,665
Unumprovident Corp (1404 shares)	Common Stock	34,104	49,252
URS Corp (206 shares)	Common Stock	9,033	10,916
Vale S.A (3400 shares)	Common Stock	65,034	51,850
Valero Energy (546 shares)	Common Stock	21,962	27,518
Valmont Industries (88 shares)	Common Stock	13,374	13,123
Valspar Corp (350 shares)	Common Stock	16,709	24,952
Ventas Inc (200 shares)	Common Stock	10,437	11,456
Verisk Analytics (475 shares)	Common Stock	23,661	31,217
Vertex Pharmaceuticals (410 shares)	Common Stock	16,241	30,463
Viacom Inc New Cl B (441 shares)	Common Stock	15,273	38,517

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(a) (b) & (c) Identity and Description	(d) Cost	(e) Value
Visa Inc Cl A (214 shares)	Common Stock 16,554	47,654
Visteon Corp (196 shares)	Common Stock 14,787	16,050
VMWare Inc (285 shares)	Common Stock 23,690	25,567
Vodacom Group Ltd ADR (933 shares)	Common Stock 11,315	11,896
Vodafone Gp PLC (555 shares)	Common Stock 14,930	21,817
Vornado Realty Tr (85 shares)	Common Stock 7,486	7,547
Wabtec (282 shares)	Common Stock 14,503	20,944
Weatherford Internationa (8920 shares)	Common Stock 106,817	138,171
Weichai Pwr Co LTD ADR (1027 shares)	Common Stock 20,434	16,679
Weingarten Realty Inv SBI (380 shares)	Common Stock 8,849	10,420
Wells Fargo & Co New (854 shares)	Common Stock 25,075	38,772
Weyerhaeuser Co (485 shares)	Common Stock 14,427	15,312
WGL Hldgs Inc (371 shares)	Common Stock 13,310	14,862
Whiting Petroleum Corp (240 shares)	Common Stock 11,327	14,849
Whole Food Markets Inc (197 shares)	Common Stock 11,191	11,393
Williams Sonoma (261 shares)	Common Stock 12,904	15,211
Wisdomtree Investments Inc (652 shares)	Common Stock 11,256	11,547
WM Morrison Supermarkets (1890 shares)	Common Stock 39,162	41,334
Woolworths Hldgs Ltd (228 shares)	Common Stock 14,630	16,147
Wuxi Pharmatech Inc (341 shares)	Common Stock 10,469	13,088
Wyndham Worldwide Corp (205 shares)	Common Stock 12,042	15,107
Wynn Macau Ltd ADR (660 shares)	Common Stock 18,343	30,017
XL Group (480 shares)	Common Stock 14,196	15,283
YARA Intl ASA Spons ADR (60 shares)	Common Stock 2,550	2,576
YPF Sociedad (992 shares)	Common Stock 25,808	32,696
AMC Entertain. 8.750%, 6/1/19	Corporate Bond 28,221	26,719
Amer Express, 1.30%, 7/29/16	Corporate Bond 52,306	52,403
Ameristar Cas. 7.50%, 4/15/21	Corporate Bond 32,774	33,635
Amex, 5.125%, 8/25/14	Corporate Bond 15,134	14,426
Anheuser-Busch, 8.00%, 7/15/15	Corporate Bond 15,058	15,075
Apple Inc, 1.0%, 5/3/18	Corporate Bond 52,795	51,248
Apple Inc, 4.50%, 5/3/16	Corporate Bond 14,919	14,891
AT&T, 2.50%, 8/15/15	Corporate Bond 15,589	15,401
Bank of Nova Scotia .763% 7/16	Corporate Bond 15,016	15,061
Bear Stearns, 5.30%, 10/30/15	Corporate Bond 15,194	15,101
Cablevision 7.625%, 7/15/18	Corporate Bond 33,628	35,456
Capital One, 2.125%, 7/15/14	Corporate Bond 15,212	15,119
Caterpillar Finl 1.625% 6/1/17	Corporate Bond 52,476	52,326
Caterpillar, 6.125%, 2/17/14	Corporate Bond 15,836	15,105
CIT Group, 5.00%, 5/15/17	Corporate Bond 33,446	34,160
Citigroup Inc, 5.456%, 11/5/14	Corporate Bond 14,975	14,994
Comcast Corp, 5.150%, 3/1/20	Corporate Bond 49,053	51,316

FORM 5500, SCHEDULE H, LINE 4i, SUPPORTING FINANCIAL SCHEDULES
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(a) (b) & (c) Identity and Description	(d) Cost	(e) Value
Consol Energy, 8.250%, 4/01/20	Corporate Bond 34,506	33,558
Constellation 7.25%, 9/01/16	Corporate Bond 25,168	26,105
CVS Caremark, 5.75%, 6/1/17	Corporate Bond 52,504	51,035
Davita Inc. 6.375%, 11/1/18	Corporate Bond 33,295	33,600
DirectTV Hldgs, 3.125%, 2/15/16	Corporate Bond 15,669	15,603
Echostar Corp 7.125%, 2/1/16	Corporate Bond 33,197	34,333
El Paso Energy, 6.50%, 9/15/20	Corporate Bond 34,724	33,242
Enterprise Prod 4.050% 2/15/22	Corporate Bond 43,320	41,549
Enterprise, 5.60%, 10/15/14	Corporate Bond 14,720	14,548
Exelon Gener., 5.350%, 1/15/14	Corporate Bond 14,341	14,022
Express Scripts 2.10%, 2/12/15	Corporate Bond 14,243	14,203
GECC, 2.30%, 4/27/17	Corporate Bond 17,737	17,474
GECC, 5.30%, 2/11/21	Corporate Bond 49,588	53,694
Goldman Sachs, 5.95%, 1/18/18	Corporate Bond 15,161	14,780
GoldmanSachs, 1.435%, 4/30/18	Corporate Bond 52,673	52,614
Hanes Brands, 6.375%, 12/15/20	Corporate Bond 32,847	33,868
HCA Holdings, 6.500%, 2/15/20	Corporate Bond 34,606	36,259
HCP Inc, 3.750%, 2/1/16	Corporate Bond 15,075	14,711
HSBC Hldings, 4.00%, 3/30/22	Corporate Bond 55,479	52,420
Huntsman Intl, 4.875% 11/15/20	Corporate Bond 35,958	34,475
JP Morgan, 4.40%, 7/22/20	Corporate Bond 49,730	53,748
Kinder Morgan, 3.50%, 3/1/16	Corporate Bond 15,983	15,690
Kraft Foods, 4.125%, 2/09/16	Corporate Bond 51,607	50,888
Lamar Media, 7.875%, 4/15/18	Corporate Bond 37,036	32,744
Limited Brands, 6.625%, 4/1/21	Corporate Bond 35,114	34,023
Merrill Lunch, 6.4%, 8/28/17	Corporate Bond 15,239	15,011
Merrill Lynch, 6.40%, 8/28/17	Corporate Bond 49,798	51,962
MGM Mirage 7.50% 6/1/16	Corporate Bond 31,718	33,600
NBC Universal, 2.10%, 4/1/14	Corporate Bond 15,300	15,064
Newfield Expl, 6.875%, 2/1/20	Corporate Bond 21,484	21,425
NRG Energy, 8.250%, 9/01/20	Corporate Bond 32,542	33,225
Petrobras Intl, 3.50%, 2/6/17	Corporate Bond 51,464	51,467
Plains Explor, 6.750%, 2/1/22	Corporate Bond 34,261	35,249
Rio Tinto, 1.625%, 8/21/17	Corporate Bond 52,768	52,979
Royal Bk Canada, 0%, 9/9/16	Corporate Bond 15,000	15,064
Ryland Group 6.625%, 5/1/20	Corporate Bond 37,801	37,013
Seagate, 6.875%, 5/1/20	Corporate Bond 20,622	20,544
Shell Intl, 4.0%, 3/21/14	Corporate Bond 15,730	15,118
Starz LLC, 5.00%, 9/15/19	Corporate Bond 28,277	27,608
Time Warner, 4.75%, 3/29/21	Corporate Bond 52,627	52,252
Unitedhealth .85%, 10/15/15	Corporate Bond 15,068	15,060
US Bancorp, 2.20%, 11/15/16	Corporate Bond 15,469	15,491

FORM 5500, SCHEDULE H, LINE 4i, SUPPORTING FINANCIAL SCHEDULES
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(a) (b) & (c) Identity and Description		(d) Cost	(e) Value
Verison Comm, 3.650%, 9/14/18	Corporate Bond	52,433	51,869
Viacom, 1.250%, 2/27/15	Corporate Bond	15,162	15,075
Vodafone Group, 4.150% 6/10/14	Corporate Bond	16,301	16,252
Wells Fargo, 1.250%, 7/20/16	Corporate Bond	15,078	15,111
Wells Fargo, 3.50%, 3/8/22	Corporate Bond	55,681	52,014
FHLM, 3.750%, 3/27/19	Govt Security	52,946	52,319
FHLMC, 2.375%, 1/13/22	Govt Security	154,286	144,350
FHLMC, 2.875%, 2/9/15	Govt Security	74,463	72,047
FHLMC, 4.375%, 7/17/15	Govt Security	208,233	195,577
FNMA, 2.625%, 11/20/14	Govt Security	117,374	114,449
FNMA, 3.75%, 12/21/15	Govt Security	76,136	75,884
FNMA, 5.25%, 9/15/16	Govt Security	92,317	91,997
U S Treas, 0.250%, 1/31/15	Govt Security	62,092	62,051
U S Treas, 1.3755%, 11/30/15	Govt Security	145,169	143,727
U S Treas, 2.50%, 3/31/14	Govt Security	69,063	69,027
U S Treas, 2.50%, 5/31/15	Govt Security	68,974	69,032
U S Treas, 2.50%, 8/15/23	Govt Security	52,065	50,896
U S Treas, 2.625%, 1/31/18	Govt Security	126,224	121,981
U S Treas, 3.375%, 11/15/19	Govt Security	97,420	101,109
U S Treas, 4.875%, 8/15/16	Govt Security	105,571	101,096
U S Treas, 8.75%, 1/31/17	Govt Security	40,156	40,038
Morgan Stanley Bank	Money Market	848,722	848,722
First Eagle Gold (23417 shares)	Mutual Fund	606,647	339,779
AIP ABSLT RTNSTS	Partnership	8,589	923,569
Clearbridge Energy MLP	Partnership	951,285	962,789
Skybridge Multi-ADSR Esc	Partnership	35,756	1,001,348
CBL & Assoc. Prop 7.375 Ser D (200 shares)	Preferred Stock	4,929	4,750
Vale S.A. (984 shares)	Preferred Stock	23,393	13,786
** JH Thru 2050 Active Strategy	*		488
** JH Thru 2045 Active Strategy	*		34,957
** JH Thru 2030 Active Strategy	*		270,769
** JH Thru 2010 Active Strategy	*		203,078
** JH Ret To 2050 Managed Port	*		3,681
** JH Ret To 2020 Managed Port	*		214,169
** JH LS Agg Active Strategy	*		1,141,097
** JH LS Grow Active Strategy	*		2,667,147
** JH LS Bal Active Strategy	*		1,340,947
** JH LS Mod Active Strategy	*		93,850
** JH LS Con Active Strategy	*		64,418
** DFA Emerging Markets Value	*		65,601
** Royce Opportunity	*		48,943
** Vanguard Energy Fund	*		112,390

FORM 5500, SCHEDULE H, LINE 4i, SUPPORTING FINANCIAL SCHEDULES
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(a) (b) & (c) Identity and Description	(d) Cost	(e) Value
** International Value Fund	*	3,594
** DFA US Targeted Value Fund	*	10,898
** T. Rowe Price Sci & Tech	*	528,807
** Aston/Fairpointe Mid Cap Fund	*	5,965
** Intl Small Cap Fund	*	22,663
** Oppenheimer Developing Mkt	*	233,497
** Intl Equity Index Fund	*	17,065
** DFA U.S. Small Cap Fund	*	35,790
** Mid Cap Stock Fund	*	104,488
** Small Cap Index Fund	*	40,575
** Science & Technology Fund	*	2,349
** Franklin Small-Mid Growth	*	86,475
** Oppenheimer Global	*	14,367
** EuroPacific Growth Fund	*	17,231
** Legg Mason ClearBr Agg Growth	*	134,020
** Thornburg International Value	*	4,667
** SMALLCAP World Fund	*	43,197
** American Century Heritage	*	53,469
** New World Fund	*	37,280
** Real Est. Securities Fund	*	42,748
** T. Rowe Price Health Sci	*	137,981
** Financial Services Fund	*	75,826
** Fidelity Advisor Gold Fund	*	5,238
** Vanguard Small Cap Value Index	*	6,844
** Lord Abbett Value Opps Fund	*	5,455
** Fundamental All Cap Core Fund	*	55,742
** T. Rowe Price Sml Cap Val	*	68,923
** Mid Cap Index Fund	*	44,649
** Small Cap Value Fund	*	71,346
** BlackRock Basic Value	*	5,600
** Value Fund	*	53,868
** John Hancock Disciplined Value	*	152,458
** Blue Chip Growth Fund	*	109,461
** Capital Appreciation Fund	*	47,476
** The Growth Fund of America	*	36,230
** Davis New York Venture	*	112,588
** Domini Social Equity	*	17,519
** Utilities Fund	*	47,996
** Equity Income Fund	*	24,938
** Vanguard Value Index Fund	*	34,999
** T. Rowe Price Equity Inc	*	24,216
** 500 Index Fund	*	290,690

FORM 5500, SCHEDULE H, LINE 4i, SUPPORTING FINANCIAL SCHEDULES
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(a) (b) & (c) Identity and Description	(d) Cost	(e) Value
** JPMorgan MidCap Value Fund	*	144,455
** Mutual Beacon	*	264,041
** Mutual Global Discovery	*	14,171
** Pax World Balanced Fund	*	30,081
** Washington Mutual Investors	*	5,991
** BlackRock Global Allocation	*	6,654
** T. Rowe Price Cap Appreciation	*	2,501
** American Balanced Fund	*	13,147
** Income Fund of America	*	56,357
** High Yield Fund	*	27,150
** Strategic Income Opp Fund	*	84
** PIMCO Global Bond	*	8,243
** Federated High Yield Bond	*	13,699
** T. Rowe Price Spectrum Inc	*	8,610
** PIMCO Total Return	*	134,779
** Active Bond Fund	*	20,462
** Vanguard Short-Term Federal	*	41,353
** John Hancock general account	*	19,295
** Participant Loans	*	296,100
Rounding adjustment		-39
	14,277,493	28,174,855
** Party-in-interest		
* Participant directed investment		

FORM 5500, SCHEDULE H, LINE 4i, SUPPORTING FINANCIAL SCHEDULES
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(a) & (b) Identity and Description		(c) Cost	(d) Proceeds
Schedule H, Line 4i - Schedule of Assets (Acquired and Disposed of Within Year)			
Akamai Technologies Inc	Common Stock	13,195	15,036
Ariad Pharm Inc	Common Stock	2,676	2,854
Aruba Networks Inc	Common Stock	3,466	3,918
Coinstar Inc	Common Stock	5,285	5,405
Dice Holdings Inc	Common Stock	2,720	2,577
Dicks Sporting Goods Inc	Common Stock	2,734	2,680
Dresser-Rand Group Inc	Common Stock	3,690	3,641
DSW Inc	Common Stock	8,872	10,270
Eagle Matls Inc	Common Stock	9,380	9,559
Endologix Inc	Common Stock	2,646	2,589
Fossil Inc	Common Stock	3,682	3,636
Genomic Health Inc	Common Stock	5,611	5,611
Hertz Global Holdings Inc	Common Stock	20,112	26,148
Hubbell Inc	Common Stock	1,606	1,578
Insulet Corp	Common Stock	3,342	3,189
IXIA	Common Stock	9,847	6,600
Jabil Circuit Inc	Common Stock	11,208	11,301
Lender Processing Serv	Common Stock	7,205	8,967
LPL Finl Hldgs Inc Com	Common Stock	3,312	3,090
Mallinckrodt Public Ltd	Common Stock	0	1,434
Maximus Inc	Common Stock	2,172	2,142
Mettler Toledo Intl	Common Stock	3,762	3,848
Molina Healthcare Inc	Common Stock	2,154	2,171
Nuance Communicationis Inc	Common Stock	2,613	2,077
Panera Bread Company	Common Stock	11,065	11,759
Rackspace Hosting Inc Com	Common Stock	10,605	7,944
Rosetta Resources Inc	Common Stock	1,654	1,638
Solarwinds Inc	Common Stock	12,651	8,074
Synageva Biopharma Corp Com	Common Stock	1,666	1,671
Terex	Common Stock	1,618	1,472
Transdigm Group Inc	Common Stock	3,355	3,396
US Airways Group Inc	Common Stock	2,175	1,925
Viropharma Inc	Common Stock	2,124	1,994
Vodafone GP PLC ADS	Common Stock	23,288	29,174
Walter Invst Mgmt Corp	Common Stock	3,925	3,893
Wesco Intl Inc	Common Stock	3,988	3,935
Western Refining Inc	Common Stock	7,555	6,396
Bank of Am., 5.125%, 11/15/14	Corporate Bond	14,921	14,712
CHS/Community, 5.125%, 8 2	Corporate Bond	22,551	21,359
Intelsat Jackson 7.50%, 2	Corporate Bond	27,160	26,676

FORM 5500, SCHEDULE H, LINE 4i, SUPPORTING FINANCIAL SCHEDULES
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(a) & (b) Identity and Description		(c) Cost	(d) Proceeds
Schedule H, Line 4i - Schedule of Assets (Acquired and Disposed of Within Year)			
JP Morgan, 3.150%, 7/5/16	Corporate Bond	17,035	17,005
Omnicare, 7.750%, 6/01/2 1	Corporate Bond	27,227	27,028
Rent-A-Ctr, 6.625%, 11/1 2	Corporate Bond	27,932	27,075
Safeway Inc, 6.250%, 3/15/14	Corporate Bond	31,663	31,040
Time Warner, 6.750%, 7/1/18	Corporate Bond	96,762	92,555
Vodafone Group, 5.0%, 12/16/13	Corporate Bond	15,351	15,000
Walt Disney, 4.50%, 12/15/13	Corporate Bond	15,322	15,123
U S Treas, 2.50%, 11/30/13	Govt Security	259,502	259,216
U S Treas, 3.75%, 1/15/16	Govt Security	75,138	74,917
Hatteras Multi TEI Holdback	Partnership	0	34,633