

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

Part II	Basic Plan Information—enter all requested information										
1a Name of plan <u>BETHESDA RETIREMENT PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1973</u></td> </tr> <tr> <td colspan="2">2b Employer Identification Number (EIN) <u>31-1108895</u></td> </tr> <tr> <td colspan="2">2c Sponsor's telephone number <u>513-569-6251</u></td> </tr> <tr> <td colspan="2">2d Business code (see instructions) <u>622000</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>01/01/1973</u>		2b Employer Identification Number (EIN) <u>31-1108895</u>		2c Sponsor's telephone number <u>513-569-6251</u>		2d Business code (see instructions) <u>622000</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>										
1c Effective date of plan <u>01/01/1973</u>											
2b Employer Identification Number (EIN) <u>31-1108895</u>											
2c Sponsor's telephone number <u>513-569-6251</u>											
2d Business code (see instructions) <u>622000</u>											
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>BETHESDA, INC.</u> <u>619 OAK ST</u> <u>CINCINNATI, OH 45206-1613</u>											

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2014	MICHAEL CROFTON
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2014	MICHAEL CROFTON
	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:		3c Administrator's telephone number	
a Sponsor's name		4b EIN	
5 Total number of participants at the beginning of the plan year		4c PN	
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		5 7039	
a Active participants		6a 3502	
b Retired or separated participants receiving benefits		6b 798	
c Other retired or separated participants entitled to future benefits		6c 2729	
d Subtotal. Add lines 6a , 6b , and 6c		6d 7029	
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e 76	
f Total. Add lines 6d and 6e		6f 7105	
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h 76	
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1A 1C 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)		9b Plan benefit arrangement (check all that apply)	
(1) ☐ Insurance		(1) ☐ Insurance	
(2) ☐ Code section 412(e)(3) insurance contracts		(2) ☐ Code section 412(e)(3) insurance contracts	
(3) ☒ Trust		(3) ☒ Trust	
(4) ☐ General assets of the sponsor		(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		b General Schedules	
(1) ☒ R (Retirement Plan Information)		(1) ☒ H (Financial Information)	
(2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary		(2) ☐ I (Financial Information – Small Plan)	
(3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		(3) ☐ A (Insurance Information)	
		(4) ☒ C (Service Provider Information)	
		(5) ☐ D (DFE/Participating Plan Information)	
		(6) ☐ G (Financial Transaction Schedules)	

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

▶ **Round off amounts to nearest dollar.**

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

A Name of plan <u>BETHESDA RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>BETHESDA, INC.</u>	D Employer Identification Number (EIN) <u>31-1108895</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month _____ Day _____ Year _____	
2 Assets:	
a Market value	2a <u>213840509</u>
b Actuarial value	2b <u>216562268</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>859</u> <u>33685460</u>
b For terminated vested participants.....	3b <u>2695</u> <u>64921618</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>7527777</u>
(2) Vested benefits	3c(2) <u>110629979</u>
(3) Total active.....	3c(3) <u>3485</u> <u>118157756</u>
d Total.....	3d <u>7039</u> <u>216764834</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐	
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b
5 Effective interest rate	5 <u>6.14 %</u>
6 Target normal cost	6 <u>6616776</u>

Statement by Enrolled Actuary

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

SIGN HERE		<u>09/29/2014</u>
Signature of actuary		Date
<u>TRISHA L. TREML</u>		<u>14-06986</u>
Type or print name of actuary		Most recent enrollment number
<u>HEWITT ASSOCIATES LLC</u>		<u>847-295-5000</u>
Firm name		Telephone number (including area code)
<u>4 OVERLOOK POINT</u> <u>LINCOLNSHIRE, IL 60069-3258</u>		
Address of the firm		

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

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

Schedule SB (Form 5500) 2013
v. 130118

Part II Beginning of Year Carryover and Prefunding Balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	1981590	7501495
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	1981590	7501495
10 Interest on line 9 using prior year's actual return of <u>11.12</u> %	220353	834166
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		3102494
b Interest on (a) using prior year's effective interest rate of <u>6.84</u> % except as otherwise provided (see instructions)		212211
c Total available at beginning of current plan year to add to prefunding balance		3314705
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	2201943	8335661

Part III Funding Percentages		
14 Funding target attainment percentage	14	95.04 %
15 Adjusted funding target attainment percentage	15	95.04 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	97.31 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/12/2013	2500000		09/12/2014	9600000	
07/15/2013	2500000				
10/15/2013	3600000				
01/15/2014	3600000				
04/15/2014	4400000				
07/15/2014	2700000				
			Totals ►	18(b)	28900000
				18(c)	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	26917051
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No	
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No	
c If line 20a is "Yes," see instructions and complete the following table as applicable:		

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

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

21 Discount rate:				
a Segment rates:	1st segment: 4.94%	2nd segment: 6.15%	3rd segment: 6.76 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 0
22 Weighted average retirement age				22 63
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....	31a	6616776	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance		Installment
a Net shortfall amortization installment.....	10740170		4164982
b Waiver amortization installment			
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	10781758	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35).....	36	10781758	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	26917051	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	16135293	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

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

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

SCHEDULE C (Form 5500) 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 BETHESDA RETIREMENT PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 BETHESDA, INC.	D Employer Identification Number (EIN) 31-1108895	

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation	
ABERDEEN ASSET MANAGEMENT	1735 MARKET STREET 32ND FLOOR PHILADELPHIA, PA 19103

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation	
DODGE AND COX	
13-6033041	

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation	
FRANKLIN TEMPLETON INVESTMENTS	
94-2990534	

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation	
KEYSTONE	3600 MINNESOTA DRIVE SUITE 70 EDINA, MN 55435

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

KINGDON CAPITAL MANAGEMENT LLC

13-4015739

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

PIMCO

61-1190024

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

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

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

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

COLUMBIA MANAGEMENT

93-1062673

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51	NONE	32231	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

ERNST AND YOUNG

34-6565596

(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?
10 50	NONE	40000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

FISHER INVESTMENTS

20-2480800

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 31 51 55 68 71	NONE	35222	Yes ☒ No ☐	Yes ☒ No ☐	0	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)

FORT WASHINGTON INVESTMENT ADVISORS

31-1301863

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51 52 68 71	NONE	44390	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

HEWITT ASSOCIATES

36-2235791

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 50	NONE	157395	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

INTEGRITY ASSET MGMT LLC

38-3212521

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51 68	NONE	54117	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)

LOOMIS SAYLES AND CO LP

04-1554520

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51	NONE	46865	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

NEPC

255 STATE STREET
BOSTON, MA 02109

(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?
17 50	NONE	72109	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

OPUS CAPITAL MANAGEMENT

20-4857214

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51	NONE	19457	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)

PERFECTION PRINTING

9560 LESAINT DRIVE
FAIRFIELD, OH 45014

(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?
49 50	NONE	6697	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

STATE STREET BANK

04-1867445

(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?
26 50	NONE	107336	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

WELLINGTON TRUST COMPANY

04-2755549

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51	NONE	36616	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)

WENTWORTH HAUSER AND VIOLICH

91-1631301

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51 68	NONE	26638	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

WESTERN ASSET MANAGEMENT

95-2705767

(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?
29 50 51 68	NONE	48796	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013		
A Name of plan BETHESDA RETIREMENT PLAN		B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 BETHESDA, INC.		D Employer Identification Number (EIN) 31-1108895

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)	6800000	13200000
(2) Participant contributions.....	1b(2)		
(3) Other.....	1b(3)	165086	645596
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	8343807	25005793
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)	26321423	24354679
(5) Partnership/joint venture interests	1c(5)	42194693	50462424
(6) Real estate (other than employer real property).....	1c(6)	12187213	12243667
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	38539541	61231388
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)	81795159	63716881

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	216346922	250860428

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	157933	133322
i Acquisition indebtedness	1i		
j Other liabilities	1j	1986368	2757302
k Total liabilities (add all amounts in lines 1g through 1j)	1k	2144301	2890624

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	214202621	247969804
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	21800000	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		21800000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	287291	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	24642	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		311933
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	578230	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	3160597	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		3738827
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	1415550	
(B) Other	2b(5)(B)	20383208	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		21798758

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		983201
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		48632719

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	13338302	
(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)		13338302
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)	376840	
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)	348407	
(4) Other.....	2i(4)	530723	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		1255970
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		14594272

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		34038447
l Transfers of assets:			
(1) To this plan.....	2l(1)		580109
(2) From this plan.....	2l(2)		851373

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: ERNST & YOUNG LLP

(2) EIN: 34-6565596

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

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

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

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

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)
TRIHEALTH RETIREMENT PLAN	31-1438846	001

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>BETHESDA RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BETHESDA, INC.</u>	D Employer Identification Number (EIN) <u>31-1108895</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-3581074</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>158</u>

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

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: 10% Investment-Grade Debt: 0% High-Yield Debt: 0% Real Estate: 5% Other: 85%
- 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):

FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULES

Bethesda Retirement Plan
Years Ended December 31, 2013 and 2012
With Report of Independent Auditors

Ernst & Young LLP



Building a better
working world

Bethesda Retirement Plan
Financial Statements and Supplemental Schedules
Years Ended December 31, 2013 and 2012

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Report of Independent Auditors

The Personnel and Pension Committee
Bethesda, Inc. and Subsidiaries

Report on the Financial Statements

We have audited the accompanying financial statements of the Bethesda Retirement 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 financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Bethesda Retirement Plan at December 31, 2013, and the changes in its net assets available for benefits for the year then ended, and the financial status of Bethesda Retirement Plan at December 31, 2012, and the changes in its financial status for the year then ended, in conformity with U.S. generally accepted accounting principles.

Supplemental Schedules

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The accompanying supplemental schedules of assets (held at end of year) as of December 31, 2013, and reportable transactions for the year then ended, are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of management, and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Ernst & Young LLP

October 10, 2014

Bethesda Retirement Plan

Statements of Net Assets Available For Benefits

	December 31	
	2013	2012
Assets		
Investments, at fair value:		
Cash	\$ 8,397,870	\$ 134,940
Money market funds	16,607,923	8,208,867
Domestic equity securities	20,269,701	16,932,827
Foreign equity securities	4,084,978	9,388,596
Mutual funds – fixed income	29,455,600	9,560,033
Mutual funds – equity	31,775,788	28,979,508
Limited liability companies	20,222,641	19,604,278
Real estate investment funds	12,243,667	12,187,213
Hedge funds	40,023,268	57,276,046
Private equity funds	19,672,106	20,309,057
Limited partnerships	30,239,783	22,590,415
Commigled funds	4,021,507	4,210,056
Total investments, at fair value	237,014,832	209,381,836
Receivables:		
Contribution from employer	13,200,000	6,800,000
Accrued income	645,596	165,086
Total receivables	13,845,596	6,965,086
Total assets	250,860,428	216,346,922
Liabilities		
Accrued administrative fees	133,322	157,933
Payable for investment purchased	2,757,302	1,986,368
Total liabilities	2,890,624	2,144,301
Net assets available for benefits	<u>\$ 247,969,804</u>	<u>\$ 214,202,621</u>

See accompanying notes.

Bethesda Retirement Plan

Statements of Changes in Net Assets Available for Benefits

	Year Ended December 31	
	2013	2012
Additions		
Employer contributions	\$ 21,800,000	\$ 17,300,000
Transfer from Good Samaritan Retirement Plan	580,109	—
Investment income	4,050,760	885,958
Total additions	<u>26,430,869</u>	<u>18,185,958</u>
Deductions		
Benefits paid to participants	13,338,302	13,185,891
Administrative expenses	1,255,970	1,629,930
Transfer to TriHealth Inc. Retirement Plan	851,373	417,545
Transfer to Good Samaritan Retirement Plan	—	27,812
Total deductions	<u>15,445,645</u>	<u>15,261,178</u>
Net appreciation in fair value of investments	<u>22,781,959</u>	<u>20,830,146</u>
Increase in net assets available for benefits	33,767,184	23,754,926
Net assets available for benefits at beginning of the year	214,202,621	190,447,695
Net assets available for benefits at end of the year	<u><u>\$ 247,969,804</u></u>	<u><u>\$ 214,202,621</u></u>

See accompanying notes.

Bethesda Retirement Plan

Notes to Financial Statements

December 31, 2013

1. Description of the Plan

The following description of the Bethesda Retirement Plan (the Plan) provides general information about the Plan's provisions. Bethesda Hospital, Inc. (the Company) is the plan sponsor. Participants should refer to the plan document and summary plan description for a more complete description of the Plan's provisions, copies of which may be obtained from the plan sponsor. The Good Samaritan Hospital of Cincinnati, Ohio, which sponsors the Good Samaritan Retirement Plan, and TriHealth, Inc., which sponsors the Bethesda Retirement Plan, are related parties to the Company. The Plan received plan assets of \$580,109 from the Good Samaritan Retirement Plan during 2013, and transferred \$27,812 to the Good Samaritan Retirement Plan during 2012, as the result of personnel transfers between the related plan sponsors. Furthermore, the Plan transferred plan assets of \$851,373 and \$417,545 to the TriHealth, Inc. Retirement Plan during 2013 and 2012, respectively, as the result of personnel transfers between the related plan sponsors.

General

The Plan is a noncontributory defined benefit plan which covers substantially all employees of the Company, and certain other subsidiaries of Bethesda, Inc., parent to the Company. The Plan provides for retirement, death, and disability benefits, and is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA). The following description of the Plan outlines only general information. Information about the plan agreement, the vesting and benefit provisions, and the guaranty of the Pension Benefit Guaranty Corporation (PBGC) is contained in the pamphlet, *Bethesda Retirement Plan Summary Plan Description*. Copies of this pamphlet are available from the TriHealth, Inc. human resources department.

The Bethesda Retirement Committee is responsible for the general administration of the Plan. U.S. Bank, N.A. was the trustee of the Plan from January 1, 2012 until June 30, 2012. Effective July 1, 2012, the Plan changed their trustee from U.S. Bank, N.A. to State Street Corporation.

Bethesda Retirement Plan

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

Eligibility and Vesting

An eligible employee becomes a participant in the Plan upon completion of 1,000 hours of service with the Company. Active participants become fully vested upon the earliest of the completion of five years of service or attainment of age 65.

Benefits

Participants are entitled to monthly pension benefits beginning at the age of 55. Under the Plan's formula, a participant's benefit is calculated based off of credits earned determined by age and years of service, and using the average pay from the five-consecutive-calendar-year period that creates the highest average.

Participants may elect to receive the value of their accumulated plan benefits as a lump-sum distribution upon retirement or termination, or they may elect to receive their benefits as a life annuity payable monthly after reaching age 55. A participant whose employment is terminated prior to age 55 and who has accumulated plan benefits of less than \$5,000 will automatically receive their benefit in the form of a lump-sum payment.

Funding

The Company has agreed to voluntarily contribute such additional amounts as are necessary to provide assets sufficient to meet the benefits to be paid to participants. The Company's present intention is to make annual contributions in amounts sufficient to fund the Plan's current-year service cost, and the initial past service cost plus interest over a period of 30 years. The Plan has met the ERISA minimum funding requirements for both 2013 and 2012.

Plan Termination

Although it has not expressed an intention to do so, the Company reserves the right under the Plan to discontinue its contributions at any time, and to terminate the Plan subject to the provisions of ERISA. Upon termination, the net assets available for benefits of the Plan will be allocated for payment to the participants in an order of priority as prescribed by ERISA and its related regulations and the plan document.

Bethesda Retirement Plan

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets available for benefits to provide for accumulated plan benefits, and may also depend on the financial condition of the Company and the level of benefits guaranteed by the PBGC, as well as the priority of those benefits. Some benefits may be fully or partially provided for by the then-existing net assets available for benefits of the Plan and the PBGC guarantee, while other benefits may not be provided for at all.

Payable for Investment Purchase

The Plan follows trade date accounting for the purchase and sale of investments. As a result, at the statements of net assets available for benefits date, certain investment purchases and sale transactions have been initiated but not settled. The payable for investment purchases was \$2,757,302 and \$1,986,368 as of December 31, 2013, and 2012, respectively.

2. Significant Accounting Policies

Basis of Accounting

The accompanying financial statements were prepared on the accrual basis of accounting.

Payment of Benefits

Benefits are recorded when paid.

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles (GAAP) requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes and supplemental schedules. Actual results could differ from those estimates.

Bethesda Retirement Plan

Notes to Financial Statements (continued)

2. Significant Accounting Policies (continued)

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Fair value is defined under Financial Accounting Standards Board Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures*, as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). See Note 4 for further discussion of fair value measurements.

To measure fair value, a hierarchy has been established that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs. As such, the hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities (Level 1), and the lowest priority to unobservable inputs (Level 3).

In accordance with ASC 820, assets and liabilities measured at fair value are categorized into the following fair value hierarchy:

Level 1 – Fair value is based on unadjusted quoted prices for identical assets or liabilities in an active market that the Plan has the ability to access at the measurement date.

Level 2 – Fair value is based on quoted prices in markets that are not active, quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the asset or liability.

- Quoted prices for similar assets and liabilities in active markets
- Quoted prices for identical or similar assets or liabilities in markets that are not active
- Observable inputs other than quoted prices that are used in the valuation of the asset or liabilities (e.g., interest rate and yield curve quotes at commonly quoted intervals)
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means

Bethesda Retirement Plan

Notes to Financial Statements (continued)

2. Significant Accounting Policies (continued)

Level 3 – Fair value is based on prices or valuation techniques that require inputs that are both significant to the fair value measurements and unobservable. These inputs reflect management's judgment about the assumptions that a market participant would use in pricing the investment, and are based on the best available information, some of which may be internally developed.

The level in the fair value hierarchy within which the fair value measurement is classified is determined based on the lowest level input that is significant to the fair value measure in its entirety.

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

In order to meet the requirements of ASC 820, the Plan utilizes three basic valuation approaches to determine the fair value of its assets and liabilities required to be recorded at fair value. The first approach is the cost approach. The cost approach is generally the value a market participant would expect to replace the respective asset or liability. The second approach is the market approach. The market approach looks at what a market participant would consider an exact or similar asset or liability to that of the Plan, including those traded on exchanges, to be valued at. The third approach is the income approach. The income approach uses estimation techniques to determine the estimated future cash flows of the Plan's respective asset or liability expected by a market participant, and discounts those cash flows back to present value (more typically referred to as a discounted cash flow approach).

The global financial markets and banking system are subject to volatility, which could adversely impact the Plan. Certain of the plan's assets and liabilities are exposed to various risks, such as interest rate, market, and credit risks.

Bethesda Retirement Plan

Notes to Financial Statements (continued)

2. Significant Accounting Policies (continued)

Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits (Note 3) represent the actuarial present value of estimated future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to services rendered by the employees to the valuation date. Accumulated plan benefits, which include benefits expected to be paid to retired or terminated employees or their beneficiaries, are based on credits earned using the employee's age and highest five-year average compensation. The accumulated plan benefits for active employees are based on their average compensation during the five years preceding the valuation date. Benefits payable under all circumstances – retirement, death, disability, and termination of employment – are included, to the extent they are deemed attributable to employee service rendered to the valuation date.

3. Accumulated Plan Benefits

Hewitt Associates, the Plan's independent actuary, estimated the actuarial present value of accumulated plan benefits, which is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits earned by the participants to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment.

The accumulated plan benefit information as of December 31, 2012 is as follows:

Actuarial present value of accumulated plan benefits:

Vested benefits:

Participants currently receiving benefits	\$ 30,665,190
Other vested benefits	153,786,705
Total vested benefits	184,451,895
Nonvested benefits	6,093,446
Total actuarial present value of accumulated plan benefits	<u>\$ 190,545,341</u>

Bethesda Retirement Plan

Notes to Financial Statements (continued)

3. Accumulated Plan Benefits (continued)

The changes in accumulated plan benefits between January 1, 2012 and December 31, 2012 were as follows:

Actuarial present value of accumulated plan benefits at January 1, 2012	\$ 182,919,479
Increase (decrease) during the year attributed to:	
Interest accumulated	14,116,007
Benefits paid	(13,192,579)
Other changes	6,702,434
Net increase	<u>7,625,862</u>
Actuarial present value of accumulated plan benefits at December 31, 2012	<u>\$ 190,545,341</u>

Significant assumptions underlying the actuarial valuation are as follows:

Assumed rate of return on investments	7.52% (7.50% in 2012)
Discount rate	7.50%
Mortality basis	RP-2000 Combined Healthy Mortality Table
Retirement rate – active participants	Various rates, ranging from 7% at age 55 to 100% at age 70 and over

These actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits. The actuary estimated the accumulated plan benefits as of January 1, 2013. There were no significant changes to the plan that would have changed the valuations had they been performed as of December 31, 2012.

Bethesda Retirement Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements

The following tables set forth by level, within the fair value hierarchy, the Plan's assets carried at fair value as of December 31:

	2013			
	Level 1	Level 2	Level 3	Total
Assets				
Cash	\$ 8,397,870	\$ –	\$ –	\$ 8,397,870
Money market funds	–	16,607,923	–	16,607,923
Domestic equity securities	20,269,701	–	–	20,269,701
Foreign equity securities	4,084,978	–	–	4,084,978
Mutual funds:				
Fixed income	29,455,600	–	–	29,455,600
Equity	31,775,788	–	–	31,775,788
Alternative investments:				
Limited liability companies	–	20,222,641	–	20,222,641
Real estate investment trusts	–	–	12,243,667	12,243,667
Hedge funds	–	40,023,268	–	40,023,268
Private equity funds	–	–	19,672,106	19,672,106
Limited partnerships	–	25,062,971	5,176,812	30,239,783
Commingled funds	–	4,021,507	–	4,021,507
Total assets at fair value	<u>\$ 93,983,937</u>	<u>\$ 105,938,310</u>	<u>\$ 37,092,585</u>	<u>\$ 237,014,832</u>

Bethesda Retirement Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements (continued)

	2012			
	Level 1	Level 2	Level 3	Total
Assets				
Cash	\$ 134,940	\$ –	\$ –	\$ 134,940
Money market funds	–	8,208,867	–	8,208,867
Domestic equity securities	16,932,827	–	–	16,932,827
Foreign equity securities	9,388,596	–	–	9,388,596
Mutual funds:				
Fixed income	9,560,033	–	–	9,560,033
Equity	28,979,508	–	–	28,979,508
Alternative investments:				
Limited liability companies	–	19,604,278	–	19,604,278
Real estate investment funds	–	–	12,187,213	12,187,213
Hedge funds	–	57,276,046	–	57,276,046
Private equity funds	–	–	20,309,057	20,309,057
Limited partnerships	–	16,414,874	6,175,541	22,590,415
Commingled funds	–	4,210,056	–	4,210,056
Total assets at fair value	<u>\$ 64,995,904</u>	<u>\$ 105,714,121</u>	<u>\$ 38,671,811</u>	<u>\$ 209,381,836</u>

The following is a description of the valuation methodologies used for plan assets measured at fair value.

The Plan's financial instruments based on quoted market prices in markets that are active, with reasonable levels of price transparency, include marketable equity securities (domestic and foreign), mutual funds (fixed income and equity), and cash. Such instruments are classified within Level 1 of the fair value hierarchy. The Plan does not adjust the quoted market price for such financial instruments. The types of financial instruments valued based on quoted market prices in markets that are not active, broker or dealer quotations, or alternative pricing sources, including matrix pricing, with reasonable levels of price transparency, include money market funds. Such financial instruments are classified within Level 2 for the fair market value hierarchy.

Bethesda Retirement Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements (continued)

Alternative investments, which consist of hedge funds, private equity funds, limited partnerships, real estate investment funds, commingled funds, and limited liability companies, are not necessarily readily marketable, and may include short sales on securities and trading in future contracts, options, foreign currency contracts, other derivative instruments, and private equity investments. However, Plan management has determined that the net asset value (NAV) is an appropriate estimate of the fair value of its alternative investments based on the fact that the alternative investments are audited and accounted for at fair value by the administrators of the respective alternative investments. If the Plan has the ability to redeem its investment in the respective alternative investment at the NAV with no significant restrictions on the redemption at the statements of net assets available for benefit date, the Plan has categorized the alternative investment as a Level 2 measurement in the fair value hierarchy. If the Plan does not have the ability to redeem the alternative investment at NAV at the statements of net assets available for benefit date, due to significant restrictions, the Plan has categorized the alternative investment as a Level 3 measurement in the fair value hierarchy. These investments are entered in to diversify the portfolio. The following is a summary, by asset class, of the various liquidity restrictions on its alternative investments classified as Level 3 measurements:

- Private equity funds – All private equity funds are locked up for the term of the fund, ranging from 2.5 to 14 years, from December 31, 2013.
- Limited partnerships – All Level 3 limited partnerships are locked up for the term of the fund, ranging from 4 to 5 years, from December 31, 2013.
- Real estate investment funds – All real estate investment funds are locked up for the term of the fund, ranging from 7 to 9 years, from December 31, 2013.

Bethesda Retirement Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements (continued)

Following is the summary of the inputs and valuation techniques, as of December 31, 2013 and 2012, used for valuing Level 2 securities in the portfolio:

Securities	Input	Valuation Technique
Hedge funds	NAV	Market/income
Limited liability companies	NAV	Market/income
Comingled fund	NAV	Market/income
Limited partnerships	NAV	Market/income
Money market funds	Broker/Dealer	Market/income

Following is the summary of the inputs and valuation techniques as of December 31, 2013 and 2012, used for valuing Level 3 securities in the portfolio:

Securities	Input	Valuation Technique
Private equity funds	NAV	Income
Real estate investment funds	NAV	Income
Limited partnerships	NAV	Income

Bethesda Retirement Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements (continued)

The table below sets forth a summary of changes in the fair value of the Plan's Level 3 assets as of December 31:

	<u>2013</u>	<u>2012</u>
Private equity funds		
Balance, beginning of year	\$ 20,309,057	\$ 17,580,384
Unrealized gains relating to instruments still held at the reporting date	2,398,469	2,735,181
Unrealized losses relating to instruments still held at the reporting date	(141,338)	(872,589)
Purchases	1,751,443	2,807,575
Sales	(4,645,525)	(1,941,494)
Balance, end of year	<u>\$ 19,672,106</u>	<u>\$ 20,309,057</u>
Limited partnerships		
Balance, beginning of year	\$ 6,175,541	\$ 4,217,947
Unrealized gains relating to instruments still held at the reporting date	669,033	1,049,036
Unrealized losses relating to instruments still held at the reporting date	—	(317,410)
Purchases	1,276,293	2,817,707
Sales	(2,944,055)	(1,591,739)
Balance, end of year	<u>\$ 5,176,812</u>	<u>\$ 6,175,541</u>

Bethesda Retirement Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements (continued)

	<u>2013</u>	<u>2012</u>
Real estate investment funds		
Balance, beginning of year	\$ 12,187,213	\$ 12,068,508
Unrealized gains relating to instruments still held at the reporting date	1,466,174	1,214,010
Unrealized losses relating to instruments still held at the reporting date	(50,624)	(139,702)
Purchases	362,259	1,141,961
Sales	(1,721,355)	(2,097,564)
Balance, end of year	<u>\$ 12,243,667</u>	<u>\$ 12,187,213</u>

The change in unrealized gains (losses) relating to instruments still held at the reporting date is included in net appreciation in fair value of investments.

For Level 3 securities, when observable prices are not available, the investment manager might use one or more valuation techniques, such as the market approach or the income approach, for which sufficient and reliable data is available. Within Level 3, the use of the market approach generally consists of using either the guideline company method or similar transaction method while the income approach generally consists of the net present value of estimated future cash flows, adjusted as appropriate for liquidity, credit, market, and/or other risk factors. Significant increases (decreases) in any of those observable inputs in isolation would result in a significantly lower (higher) fair value measurement. The impact of these changes would be recognized over a period of time in accordance with applicable accounting guidance.

Bethesda Retirement Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements (continued)

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

5. Investments

The fair value of individual investments that represent 5% or more of the Plan's net assets available for benefits at December 31 is as follows:

	2013	2012
Mutual funds – equity:		
Aberdeen Emerging Markets Fund	\$ (a)	\$ 11,225,144
GMO Benchmark Free Allocation	16,178,892	(a)
Limited liability company:		
Franklin Templeton Global	(a)	11,587,992
Money market:		
State Street Bank & Trust Co.	16,607,923	(a)
Mutual funds – fixed income:		
Pimco All Asset All Authority	15,558,119	(a)
Pimco Unconstrained Bond Fund	13,897,481	(a)
Hedge funds:		
Drake Capital Offshore Partners	13,201,160	11,730,493

(a) Investment is less than 5%

Bethesda Retirement Plan

Notes to Financial Statements (continued)

5. Investments (continued)

The Plan's investments (including investments bought and sold, as well as held, during the year) appreciated in fair value for the year ended December 31 as follows:

	<u>2013</u>	<u>2012</u>
Domestic equity securities	\$ 6,493,906	\$ 1,957,414
Foreign equity securities	865,762	1,344,931
Mutual funds – equity	(1,081,954)	486,530
Mutual funds – fixed income	2,065,155	4,047,922
Limited liability companies	618,364	2,895,449
Real estate investment funds	1,415,550	1,074,308
Hedge funds	5,675,278	3,729,026
Private equity funds	2,257,131	1,862,592
Limited partnerships	4,686,179	3,107,694
Commingled fund	(213,410)	324,280
Net appreciation in fair value of investments	<u>\$ 22,781,959</u>	<u>\$ 20,830,146</u>

At December 31, 2013, the Plan has committed capital yet to be called of \$17,440,871 to private equity funds over the next one to three years.

6. Tax Status

The Plan has received a determination letter from the Internal Revenue Service (IRS), dated March 31, 2012, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Subsequent to this determination by the IRS, the Plan was amended and restated. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code, and therefore believes the Plan, as amended and restated, is qualified, and the related trust is tax exempt.

Bethesda Retirement Plan

Notes to Financial Statements (continued)

6. Tax Status (continued)

GAAP requires Plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to 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 and 2012, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. 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.

7. Related-Party Transactions

Certain of the Plan's assets are invested in funds managed by the trustee of the Plan. These transactions qualify as party-in-interest transactions; however, they are exempt from the prohibited transactions rules under ERISA.

8. Administrative Expenses

The Plan incurs administrative expenses directly related to the Plan, which consist primarily of trustee fees for investments, PBGC fees, and actuarial fees. These expenses are reported on the statements of changes in net assets available for benefits as administrative expenses. Expenses relating to purchases, sales, or transfers of the Plan's investments are charged to the particular investment fund to which the expenses relate. All other administrative expenses are paid by the Company on behalf of the Plan.

9. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market volatility, 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 those changes could materially affect the amounts reported in the statements of net assets available for benefits.

Bethesda Retirement Plan

Notes to Financial Statements (continued)

9. Risks and Uncertainties (continued)

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

10. Subsequent Events

Management has evaluated and disclosed subsequent events through October 10, 2014, which is the date the financial statements were issued and made available. No recognized or non-recognized subsequent events were identified for recognition or disclosure in the financial statements, except as disclosed below.

On June 10, 2014, the Board of Directors of the Company approved to freeze the Defined Benefit Plan as of January 1, 2015.

Supplemental Schedules

Bethesda Retirement Plan

EIN 31-0537122 Plan #001

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

December 31, 2013

Identity of Issue, Borrower, Lessor, or Similar Pary	Number of Shares or Face Amount	Cost	Current Value
Cash			
US DOLLAR		\$ 151,067	\$ 151,067
US DOLLAR		(3,197)	(3,197)
COMMITMENT TO BLACKROCK MSCI		1,250,000	1,250,000
COMMITMENT TO BLACKROCK RUSSEL		2,500,000	2,500,000
COMMITMENT TO BLACKROCK S&P 50		3,500,000	3,500,000
COMMITMENT TO GRESHAM ENHANCED		1,000,000	1,000,000
Total Cash		8,397,870	8,397,870
Money Market Funds			
STATE STREET BANK & TRUST CO		248,473	248,473
STATE STREET BANK & TRUST CO		12,057,342	12,057,342
STATE STREET BANK & TRUST CO		3,074,352	3,074,352
STATE STREET BANK & TRUST CO		170,864	170,864
STATE STREET BANK & TRUST CO		2,886	2,886
STATE STREET BANK & TRUST CO		5,735	5,735
STATE STREET BANK & TRUST CO		41,244	41,244
STATE STREET BANK & TRUST CO		3,248	3,248
STATE STREET BANK & TRUST CO		7	7
STATE STREET BANK & TRUST CO		3	3
STATE STREET BANK & TRUST CO		671,087	671,087
STATE STREET BANK & TRUST CO		4,601	4,601
STATE STREET BANK & TRUST CO		328,081	328,081
Total Money Market Funds		16,607,923	16,607,923
Domestic Equity Securities			
ABBOTT LABORATORIES	9,325	332,829	357,427
ACTAVIS PLC	1,350	219,556	226,800
AGCO CORP	4,045	220,258	239,424
AGRIUM INC	2,725	239,983	249,283
ALEXANDER & BALDWIN INC	4,200	168,462	175,266
ALKERMES PLC	3,500	140,490	142,310
ALLIANCE DATA SYSTEMS CORP	835	209,309	219,547
AMAZON.COM INC	420	168,947	167,492
AMERICAN INTERNATIONAL GROUP	4,300	219,429	219,515

Bethesda Retirement Plan

EIN 31-0537122 Plan #001

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

December 31, 2013

Identity of Issue, Borrower, Lessor, or Similar Pary	Number of Shares or Face Amount	Cost	Current Value
Domestic Equity Securities (continued)			
AMERIPRISE FINANCIAL INC	1,770 \$	197,904 \$	203,639
AMETEK INC	2,500	130,075	131,675
AMGEN INC	1,220	138,976	139,275
APPLE INC	432	246,662	242,400
APPLE INC	600	329,220	336,666
ARTHROCARE CORP	4,800	189,120	193,152
AVNET INC	6,476	243,093	285,656
B/E AEROSPACE INC	1,800	153,990	156,654
B&G FOODS INC	4,100	141,081	139,031
BANK OF AMERICA CORP	36,143	696,242	562,747
BANK OF NEW YORK MELLON CORP	15,835	435,362	553,275
BEST BUY CO INC	3,800	150,708	151,544
BIO RAD LABORATORIES A	1,778	210,449	219,779
BORGWARNER INC	2,000	110,040	111,820
BRISTOL-MYERS SQUIBB CO	3,900	208,143	207,285
CARNIVAL CORP	7,145	247,510	287,015
CATERPILLAR INC	1,500	133,395	136,215
CBRE GROUP INC A	6,500	167,700	170,950
CELGENE CORP	2,620	438,935	442,675
CME GROUP INC	2,226	140,046	174,652
CONSOL ENERGY INC	4,200	158,928	159,768
COOPER COS INC/THE	1,300	165,100	160,992
COSTCO WHOLESALE CORP	1,560	184,919	185,656
CUBIST PHARMACEUTICALS INC	2,750	184,141	189,392
CVS CAREMARK CORP	2,866	169,204	205,120
DANAHER CORP	2,200	168,388	169,840
DEVON ENERGY CORPORATION	3,210	204,442	198,603
EASTMAN CHEMICAL CO	1,800	136,674	145,260
EBAY INC	1,700	92,786	93,313
ESTERLINE TECHNOLOGIES CORP	2,794	176,421	284,876
FACEBOOK INC A	2,000	110,200	109,320
GOLDMAN SACHS GROUP INC	2,775	425,492	491,896
GOOGLE INC CL A	353	269,234	395,611
GOOGLE INC CL A	355	390,727	397,852

Bethesda Retirement Plan

EIN 31-0537122 Plan #001

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

December 31, 2013

Identity of Issue, Borrower, Lessor, or Similar Pary	Number of Shares or Face Amount	Cost	Current Value
Domestic Equity Securities (continued)			
HALLIBURTON CO	3,262 \$	129,526 \$	165,547
HALLIBURTON CO	2,900	146,566	147,175
HELEN OF TROY LTD	4,213	183,321	208,585
HERSHEY CO/THE	2,000	192,600	194,460
HEXCEL CORP	3,700	162,171	165,353
HOME DEPOT INC	2,100	168,084	172,914
HUNT (JB) TRANSPRT SVCS INC	1,200	91,728	92,760
II VI INC	12,592	209,478	221,619
INTL SPEEDWAY CORP CL A	4,992	154,778	177,166
JOY GLOBAL INC	4,404	228,807	257,590
KDDI CORP UNSPONSORED ADR	25,600	268,817	395,264
KENNAMETAL INC	4,653	192,055	242,282
LIBERTY GLOBAL PLC A	1,800	154,836	160,182
LINKEDIN CORP A	720	157,869	156,118
LKQ CORP	2,900	95,091	95,410
MICROSOFT CORP	6,842	223,119	256,096
MONDELEZ INTERNATIONAL INC A	13,353	373,872	471,361
MONDELEZ INTERNATIONAL INC A	5,600	194,152	197,680
MONSANTO CO	1,660	188,908	193,473
NATIONAL OILWELL VARCO INC	3,239	240,677	257,598
NATIONAL OILWELL VARCO INC	2,000	156,740	159,060
NORFOLK SOUTHERN CORP	2,000	182,640	185,660
NORTEL NETWORKS CORP	1,784	9	14
NVR INC	105	104,828	107,731
ORACLE CORP	8,106	264,160	310,134
ORANGE SPON ADR	20,804	276,567	256,929
OWENS & MINOR INC	8,663	272,784	316,719
PPG INDUSTRIES INC	800	149,296	151,728
PRICELINE.COM INC	178	211,989	206,907
QLIK TECHNOLOGIES INC	3,600	93,888	95,868
QUALCOMM INC	1,900	138,263	141,075
RAYMOND JAMES FINANCIAL INC	3,200	164,704	167,008
RESTORATION HARDWARE HOLDING	1,400	94,710	94,220
ROYAL CARIBBEAN CRUISES LTD	5,042	170,861	239,092

Bethesda Retirement Plan

EIN 31-0537122 Plan #001

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

December 31, 2013

Identity of Issue, Borrower, Lessor, or Similar Pary	Number of Shares or Face Amount	Cost	Current Value
Domestic Equity Securities (continued)			
SALESFORCE.COM INC	3,100	\$ 166,532	\$ 171,089
SIGNET JEWELERS LTD	1,500	116,160	118,050
SPEEDWAY MOTORSPORTS INC	6,653	104,523	132,062
STARBUCKS CORP	2,100	163,086	164,619
STARWOOD PROPERTY TRUST INC	5,700	158,745	157,890
SUNCOR ENERGY INC	2,800	95,424	98,140
SYSCO CORP	9,033	286,711	326,091
TESCO PLC SPONSORED ADR	16,235	261,798	273,397
THERMO FISHER SCIENTIFIC INC	2,200	238,854	244,970
TIME WARNER CABLE	546	37,187	73,983
UNITED TECHNOLOGIES CORP	1,400	154,924	159,320
UNIVERSAL FOREST PRODUCTS	4,958	155,237	258,510
VALERO ENERGY CORP	2,500	118,725	126,000
VISA INC CLASS A SHARES	1,170	252,685	260,536
WALT DISNEY CO/THE	2,200	159,280	168,080
WELLPOINT INC	2,779	211,831	256,752
WESCO INTERNATIONAL INC	1,600	142,448	145,712
WHOLE FOODS MARKET INC	1,900	112,613	109,877
WILLIAMS SONOMA INC	1,800	104,220	104,904
WORLD FUEL SERVICES CORP	5,289	206,713	228,273
Total Domestic Equity Securities		18,750,160	20,269,701
Foreign Equity Securities			
ADIDAS AG SPONSORED ADR	755	29,250	48,494
ALLEGION PLC	0	8	15
AMBEV SA ADR	3,600	24,012	26,460
ANHEUSER BUSCH INBEV SPN ADR	770	55,941	81,974
ARM HOLDINGS PLC SPONS ADR	2,445	72,458	133,839
ASML HOLDING NV NY REG SHS	1,263	53,756	118,343
BANK MANDIRI TBK UNSPON ADR	4,400	45,344	28,424
BASF SE SPON ADR	585	55,946	63,057
BAYER AG SPONSORED ADR	895	71,953	127,090
BMW UNSPONSORED ADR	1,265	36,056	49,879

Bethesda Retirement Plan

EIN 31-0537122 Plan #001

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

December 31, 2013

Identity of Issue, Borrower, Lessor, or Similar Pary	Number of Shares or Face Amount	Cost	Current Value
Foreign Equity Securities (continued)			
CANADIAN DOLLAR	706 \$	665 \$	665
CANADIAN NATL RAILWAY CO	605	30,969	34,497
CIE FINANCIERE RICH UNSP ADR	10,660	70,431	106,600
CIELO SA SPONSORED ADR	1,486	36,496	41,608
COMMONWEALTH BK AUS SP ADR	615	38,247	42,732
CSL LTD UNSPON ADR	1,320	22,862	40,616
DAIMLER AG SPN ADR	800	55,626	69,872
DANONE SPONS ADR	2,885	36,540	41,890
DASSAULT SYSTEMES SA ADR	310	26,486	38,533
DEUTSCHE POST AG SPON ADR	1,870	56,327	68,629
DIAGEO PLC SPONSORED ADR	685	73,533	90,708
EAST JAPAN RAILWAY UNSP ADR	3,600	47,792	48,168
ERICSSON (LM) TEL SP ADR	5,560	75,408	68,054
EXPERIAN PLC SPONS ADR	5,470	110,046	100,812
FANUC CORP UNSP ADR	3,175	90,730	97,504
FOMENTO ECONOMICO MEX SP ADR	465	33,779	45,510
GLAXOSMITHKLINE PLC SPON ADR	1,435	70,479	76,615
HONG KONG EXCHANGES UNSP ADR	1,595	28,666	26,621
HSBC HOLDINGS PLC SPONS ADR	1,205	53,429	66,432
IND & COMM BK OF UNSPON ADR	2,500	27,913	33,950
INFOSYS LTD SP ADR	330	15,954	18,678
L'OREAL UNSPONSORED ADR	2,840	71,563	99,826
LEGAL & GEN GROUP SPON ADR	1,230	18,372	22,693
LENOVO GROUP LTD ADR	1,860	23,099	45,440
LLOYDS BANKING GROUP PLC ADR	16,625	84,655	88,445
LUXOTTICA GROUP SPA SPON ADR	1,125	36,660	60,660
LVMH MOET HENNESSY UNSP ADR	2,500	90,485	91,500
MAGNIT OJSC SPON GDR REGS	750	22,877	49,650
MITSUBISHI UFJ FINL GRP ADR	5,875	28,081	39,245
NOVARTIS AG ADR	1,035	65,018	83,193
NOVO NORDISK A/S SPONS ADR	600	87,597	110,856
PING AN INSURANCE ADR	1,850	24,525	33,355

Bethesda Retirement Plan

EIN 31-0537122 Plan #001

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

December 31, 2013

Identity of Issue, Borrower, Lessor, or Similar Pary	Number of Shares or Face Amount	Cost	Current Value
Foreign Equity Securities (continued)			
PRUDENTIAL PLC ADR	835 \$	32,429 \$	37,575
RECKITT BENCKISER SPON ADR	4,400	50,853	70,796
ROCHE HOLDINGS LTD SPONS ADR	1,280	63,579	89,856
ROGERS COMMUNICATIONS INC B	440	21,086	19,910
ROYAL DUTCH SHELL PLC ADR	645	44,300	45,969
SAMSUNG ELECTR GDR REG S	145	80,867	94,685
SANDS CHINA LTD UNSPONS ADR	1,255	52,977	103,161
SANOFI ADR	1,690	77,041	90,635
SAP AG SPONSORED ADR	1,125	69,512	98,033
SHIRE PLC ADR	420	39,982	59,342
SIEMENS AG SPONS ADR	850	89,885	117,734
SWISS RE LTD SPN ADR	740	56,640	68,361
SYNGENTA AG ADR	625	43,591	49,962
TAIWAN SEMICONDUCTOR SP ADR	4,555	58,689	79,439
TECHNIP SA ADR	735	19,848	17,758
TENCENT HOLDINGS LTD UNS ADR	1,495	44,616	96,308
TORONTO DOMINION BANK	300	24,563	28,272
TOYOTA MOTOR CORP SPON ADR	390	48,592	47,549
UBS AG REG	3,380	67,267	65,065
ULTRAPAR PARTICPAC SPON ADR	710	12,930	16,791
VODAFONE GROUP PLC SP ADR	1,570	44,472	61,717
WALMART DE MEXICO SPON ADR V	1,675	48,462	43,751
WPP PLC SPONSORED ADR	1,055	66,931	121,177
Total Foreign Equity Securities		3,159,146	4,084,978
Mutual Funds – Fixed Income			
PIMCO ALL ASSET ALL AUTHORITY	1,571,527	16,062,945	15,558,119
PIMCO UNCONSTRAINED BOND FUND	1,253,154	14,226,854	13,897,481
Total Mutual Funds – Fixed Income		30,289,799	29,455,600
Mutual Funds Equity			
DODGE & COX INTERNATIONAL STOC	98,957	4,100,472	4,259,130
ABERDEEN EMERGING MARKETS FUND	783,536	10,243,408	11,337,766
GMO BENCHMARK FREE ALLOCATION	600,330	16,296,016	16,178,892
Total Mutual Funds – Equity		30,639,896	31,775,788

Bethesda Retirement Plan

EIN 31-0537122 Plan #001

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

December 31, 2013

Identity of Issue, Borrower, Lessor, or Similar Pary	Number of Shares or Face Amount	Cost	Current Value
Limited Liability Companies			
FRANKLIN TEMPLETON GLOBAL	8,673	\$ 8,673,283	\$ 12,010,686
WESTERN ASSET ABS RETURN	473,776	5,286,532	8,211,955
Total Limited Liability Companies		13,959,815	20,222,641
Real Estate Investment Funds			
AEW PARTNERS VI	2,190,777	2,190,777	2,986,614
AETHER	10,008	10,008	10,008
BLUE VISTA EQUITY	2,182,708	2,182,708	2,783,276
WCP REAL ESTATE FUND II	2,799,693	2,799,693	3,370,304
INLAND AMERICAN REAL ESTATE TR	445,744	4,423,070	3,093,465
Total Real Estate Investment Funds		11,606,256	12,243,667
Hedge Funds			
MOON CAP GLBAL EQ OFSH	130	129,949	167,676
MOON CAP GLBL EQ OFSH	15	15,253	19,682
PASSPORT OFFSHORE	500	500,000	540,602
PASSPORT OFFSHORE LTD	650	650,000	705,890
PASSPORT OFFSHORE LTD	4,000	4,000,000	4,240,252
AQR GRP EL OFFSHORE FUND LTD	70	7,000,000	7,024,109
BERENS GLOBAL VAL	64,733	6,794,472	8,187,776
BERENS GLOBAL VAL	10,000	1,000,000	1,024,024
BERENS GLOBAL VAL	10,000	1,000,000	1,020,789
BERENS GLOBAL VAL	9,000	900,000	913,730
MARATHON EUROPEAN CREDIT OPPOR	2,356	2,550,000	2,906,418
DRAKE CAPITAL OFFSHORE PRTNRS	11,227,061	11,227,061	13,201,160
GLEACHER DIVERSIFIED STRAT FND	57	69,068	71,160
Total Hedge Funds		35,835,803	40,023,268
Private Equity Funds			
SIGULER GUFF BRIC OPPORT	1,514,046	1,514,046	1,564,226
SIGULER GUFF DIST	512,891	512,891	490,979
SIGULER GUFF DOF	2,046,952	2,046,952	2,644,996
PORTFOLIO AD PVT	1,076,999	1,076,999	1,404,612
PORTFOLIO AD PVT	528,654	528,654	676,705
PORTFOLIO AD PVT	610,243	610,243	668,289

Bethesda Retirement Plan

EIN 31-0537122 Plan #001

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

December 31, 2013

Identity of Issue, Borrower, Lessor, or Similar Pary	Number of Shares or Face Amount	Cost	Current Value
Private Equity Funds (continued)			
SPECIAL SITUATION PARTNERS	1,253,729	\$ 1,253,729	\$ 1,480,348
FORT WASHINGTON PVT EQUITY IV	2,043,833	2,043,833	2,588,382
GOLDMAN SACHS PRV	2,477,250	2,477,250	3,017,523
PRIVATE EQUITY INVESTMENT	911,822	911,822	1,161,559
AXIOM ASIA PRIVATE CAP FND III	420,062	420,062	375,999
KAYNE ANDERSON ENERGY	2,238,682	2,238,682	2,561,838
OAKTREE MEZZANINE FUND	619,252	619,252	749,220
OAKTREE MEZZANINE FUND	212,597	212,597	287,430
Total Private Equity Funds		16,467,012	19,672,106
Limited Partnerships			
ARTISAN GLOBAL OPP TRUST	901,578	12,000,000	12,360,631
LOOMIS SAYLES MULTISECTOR FULL	404,380	5,612,792	6,720,792
OHA EUROPEAN STRATEGIC CREDIT	1,295,100	1,295,100	1,510,614
OHA STRUCTURED PRODUCTS	504,163	504,163	1,361,299
REGIMENT CAP SPECIAL SITUATION	2,094,034	2,094,034	2,304,900
SCHROEDER CAPITAL MGMT	625	4,803,162	5,981,547
Total Limited Partnerships		26,309,251	30,239,783
Commingled Fund			
WELLINGTON DIVER INFLAT HEDGES	276,582	4,562,742	4,021,507
Total Commingled Fund		4,562,742	4,021,507
Total Investments		\$ 216,585,673	\$ 237,014,832

Bethesda Retirement Plan

EIN 31-0537122 Plan #001

Schedule H, Line 4j – Schedule of Reportable Transactions

Year Ended December 31, 2013

Identity of Party Involved	Description of Asset	Purchase Price	Selling Price	Cost of Asset	Current Value of Asset on Transaction Date	Gain
Category (i) – Single transaction exceeds 5% of value						
State Street	Money Market Fund	\$ –	\$ 10,476,190	\$ 10,476,190	\$ 10,476,190	\$ –
State Street	Money Market Fund	20,365,350	–	–	20,365,350	–
State Street	Money Market Fund	–	20,043,313	20,043,313	20,043,313	–
State Street	Money Market Fund	–	16,000,000	16,000,000	16,000,000	–
State Street	Money Market Fund	–	14,382,936	14,382,936	14,382,936	–
State Street	Money Market Fund	16,000,000	–	–	16,000,000	–
State Street	Money Market Fund	–	14,000,000	14,000,000	14,000,000	–
Artisan Global Opp Trust	Limited Partnerships	12,000,000	–	–	12,000,000	–
GMO Benchmark Free Allocation	Mututal Funds – Equity	16,000,000	–	–	16,000,000	–
Mainstay Cornerstone Growth Fund	Mututal Funds – Large Capital	–	12,170,864	10,774,050	12,170,864	1,396,814
Pimco All Asset All Authority	Mutual Funds – Fixed Income	14,000,000	–	–	14,000,000	–

Category (ii) – A series of transactions with the same broker in excess of 5% of plan assets

***** NO TRANSACTIONS QUALIFIED FOR THIS SECTION *****

Bethesda Retirement Plan

EIN 31-0537122 Plan #001

Schedule H, Line 4j – Schedule of Reportable Transactions (continued)

Identity of Party Involved	Description of Asset	Purchase Price	Selling Price	Cost of Asset	Current Value of Asset on Transaction Date	Gain
Category (iii) – A series of transactions in same security in excess of 5% of plan assets						
Rhumblin Advisors	Money Market Fund	\$ 2,000,000	\$ 9,692,392	\$ 6,299,402	\$ 11,692,392	\$ 3,392,990
State Street Bank & Trust Company	Money Market Fund	140,831,988	132,431,760	132,431,760	273,263,748	–
Artisan Global Opp	Limited Partnerships	12,000,000	–	–	12,000,000	–
GMO Benchmark Free Allocation	Mutual Funds – Equity	16,296,016	–	–	16,296,016	–
Keystone Large Cap Growth Fund	Mutual Funds – Large Capital	778,226	9,623,652	9,623,652	10,401,878	–
Mainstay Cornerstone Growth Fund	Mutual Funds – Large Capital	10,774,050	12,170,864	10,774,050	22,944,913	1,396,814
Pimco All Asset All Authority	Mutual Funds – Fixed Income	16,062,945	–	–	16,062,945	–

Category (iv) – A single transaction with one broker exceeds 5% of plan assets

***** NO TRANSACTIONS QUALIFIED FOR THIS SECTION *****

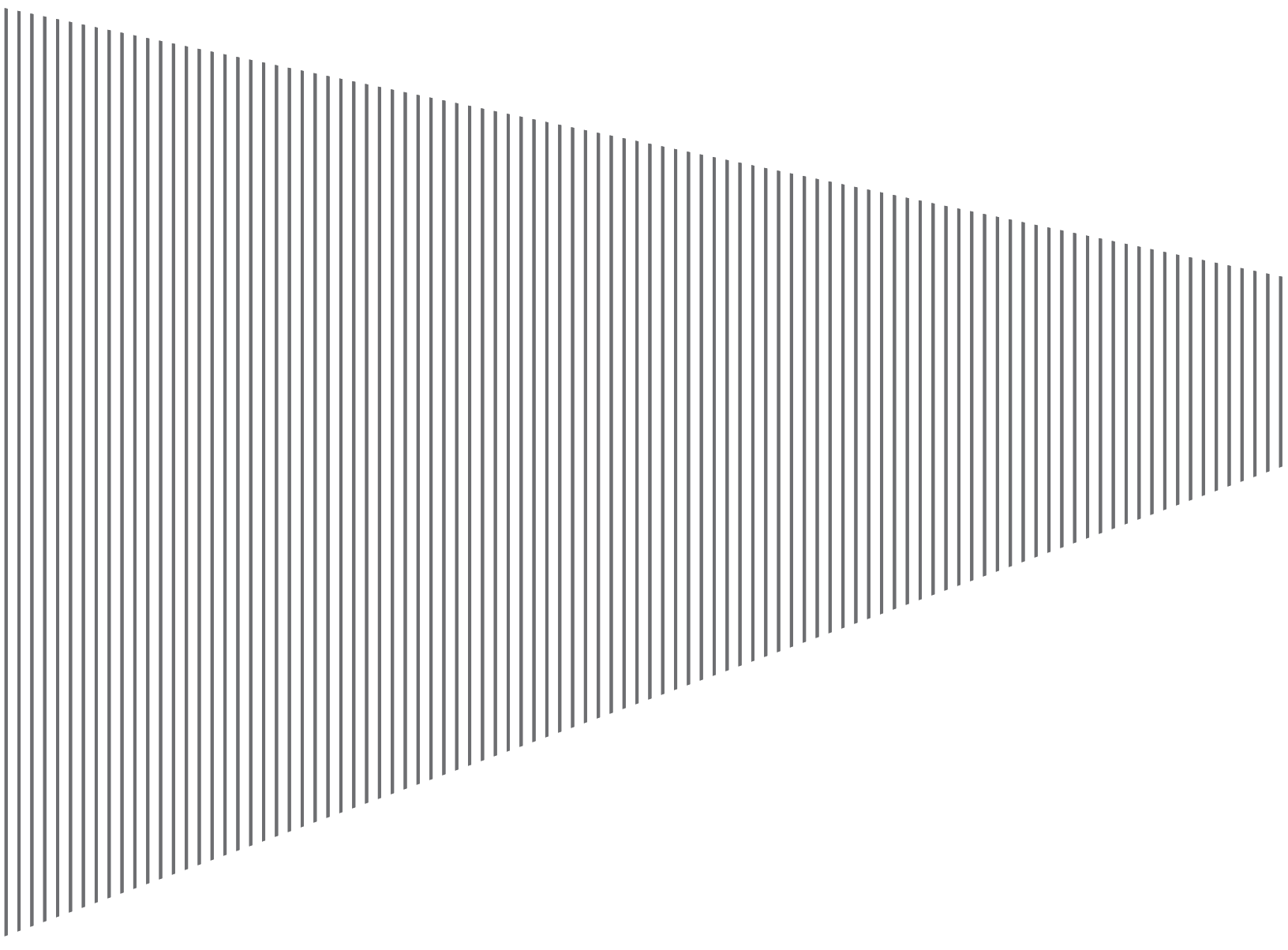
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**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security Administration
Pension Benefit Guaranty Corporation**Single-Employer Defined Benefit Plan
Actuarial Information**

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

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

OMB No. 1210-0110

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

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

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

A Name of plan Bethesda Retirement Plan	B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Bethesda, Inc.	D Employer Identification Number (EIN) 31-1108895
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I Basic Information

1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2013</u>		
2 Assets:		
a Market value	2a	213,840,509
b Actuarial value	2b	216,562,268
3 Funding target/participant count breakdown:	(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment.....	3a 859	33,685,460
b For terminated vested participants.....	3b 2,695	64,921,618
c For active participants:		
(1) Non-vested benefits	3c(1)	7,527,777
(2) Vested benefits	3c(2)	110,629,979
(3) Total active.....	3c(3) 3,485	118,157,756
d Total.....	3d 7,039	216,764,834
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐		
a Funding target disregarding prescribed at-risk assumptions	4a	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b	
5 Effective interest rate	5	6.14 %
6 Target normal cost	6	6,616,776

Statement by Enrolled Actuary

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

SIGN HERE	<u>Trisha L. Trembl</u> (TT)	<u>09/29/2014</u>
	Signature of actuary	Date
<u>Trisha L. Trembl</u>	Type or print name of actuary	<u>14-06986</u>
<u>Hewitt Associates LLC</u>	Firm name	Most recent enrollment number
		<u>(847) 295-5000</u>
<u>4 Overlook Point</u>		Telephone number (including area code)
<u>Lincolnshire</u>	<u>IL 60069-3258</u>	
	Address of the firm	

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

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

Schedule SB (Form 5500) 2013
v. 130118

Part II Beginning of Year Carryover and Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	1,981,590	7,501,495
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	1,981,590	7,501,495
10 Interest on line 9 using prior year's actual return of <u>11.12</u> %	220,353	834,166
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		3,102,494
b Interest on (a) using prior year's effective interest rate of <u>6.84</u> % except as otherwise provided (see instructions)		212,211
c Total available at beginning of current plan year to add to prefunding balance		3,314,705
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d - line 12)	2,201,943	8,335,661

Part III Funding Percentages

14 Funding target attainment percentage	14	95.04 %
15 Adjusted funding target attainment percentage	15	95.04 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	97.31 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls**18** Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/12/2013	2,500,000		09/12/2014	9,600,000	
07/15/2013	2,500,000				
10/15/2013	3,600,000				
01/15/2014	3,600,000				
04/15/2014	4,400,000				
07/15/2014	2,700,000				
Totals ▶			18(b)	28,900,000	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	26,917,051

20 Quarterly contributions and liquidity shortfalls:

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

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

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

21 Discount rate:				
a Segment rates:	1st segment: 4.94 %	2nd segment: 6.15 %	3rd segment: 6.76 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 0
22 Weighted average retirement age				22 63
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....	31a	6,616,776	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:			
a Net shortfall amortization installment.....	Outstanding Balance	Installment	
	10,740,170	4,164,982	
b Waiver amortization installment			
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) ..	34	10,781,758	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35).....	36	10,781,758	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	26,917,051	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	16,135,293	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

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

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

Schedule SB Attachment (Form 5500)—2013 Plan Year
Bethesda Retirement Plan
EIN: 31-1108895 PN: 001

Schedule SB, Part V—Summary of Plan Provisions

This section highlights key plan provisions reflected in the January 1, 2013 valuation. Reference should be made to the Plan Document for additional clarification and details.

Status of Plan	Plan is ongoing with participants earning service and pay accruals.
Effective Date	Originally established as of January 1, 1973. Plan was amended and restated as of July 1, 1999.
Eligibility for Participation	All employees of Bethesda Hospital, Inc. and Consolidated Health Services are covered by the plan from their date of hire, upon completion of at least 1,000 hours (800 hours for years before 2011) of service in one year. Certain "Optional Employees" of Consolidated Health Services as defined by the employer and the Plan Document are not eligible to participate. Effective December 31, 2010, all Consolidated Health Services participants were terminated from the plan due to the sale of that group to Catholic Health Initiatives.
Normal Retirement Eligibility	Age 65.
Benefit	The annual normal retirement benefit, payable monthly, is the Retirement Account converted to an actuarially equivalent annuity. In no event will the benefit be less than the benefit accrued as of June 30, 1999 under the prior plan formula.
Early Retirement Eligibility	Age 55 and five years of Vesting Service.
Benefit	Same as the normal retirement benefit based on the Retirement Account at the date of retirement.
Vested Termination Eligibility	Three years of Vesting Service.
Benefit	Same as the normal retirement benefit based on the Retirement Account at the date of termination. Payments may begin any time after eligibility for early retirement. Interest on the Retirement Account will accrue at the Applicable 30-Year Treasury Rate until benefits commence.
Disability Eligibility	Total and permanent disability and three years of Vesting Service.

Schedule SB Attachment (Form 5500)—2013 Plan Year
Bethesda Retirement Plan
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Benefit	Same as the normal retirement benefit based on the Retirement Account at the date of disability. Payments may begin immediately.
Preretirement Death Eligibility	Three years Vesting Service.
Benefit	<i>Without Spouse:</i> Retirement Account at the date of death. <i>With Spouse:</i> Retirement Account at date of death or an actuarially equivalent life annuity to surviving spouse.
Normal Form of Annuity	<i>Without Spouse:</i> Life Annuity. <i>With Spouse:</i> Joint and survivor annuity actuarially equivalent to the retirement benefit payable for employee's lifetime. Participant receives reduced lifetime benefit and, in the event of participant's death, 50% of the reduced benefit continues to surviving spouse.
Optional Forms of Annuity	Lump sum; life annuity; joint and survivor with spouse beneficiary only (50%, 75%, 100%); 60 or 120 month period certain only; 60 or 120 month period certain and life annuity.
Actuarial Equivalent	A benefit having the same value as the benefit which it replaces, based on the applicable mortality table and the applicable interest rates defined in IRC Section 417(e)(3). For purposes of converting a single life annuity to a qualified joint and survivor annuity or period certain and life annuity, an 8.0% interest rate is used.
Definitions	
Retirement Account	Highest Average Compensation times Total Annual Credits plus 2% per year of Credited Service times Highest Average Compensation over Social Security Covered Compensation
Highest Average Compensation	Generally, highest five consecutive years of W-2 pay during career (including years at a Joint Operating Entity and excluding years in which a participant does not complete 1,000 hours of Service (800 hours for years before 2011)).

Schedule SB Attachment (Form 5500)—2013 Plan Year
Bethesda Retirement Plan
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Total Annual Credits

Accumulated credits (earned at end of each plan year)
based on the following table:

Age plus Benefit Service	Annual Credits
<33	2%
33-45	3%
46-58	5%
59-71	7%
72-84	10%
85+	12%

Before 2011:

Age plus Benefit Service	Annual Credits
<30	2%
30-39	4%
40-49	6%
50-59	8%
60-69	10%
70-79	12%
80+	14%

Vesting Service

Generally, one year of service is earned for each year the participant is paid for at least 1,000 hours (800 hours for years before 2011) including hours at a Joint Operating Entity. Used primarily to determine eligibility for benefits.

Benefit Service

Generally, one year of service is earned for each year the participant is paid for at least 1,000 hours (800 hours for years before 2011) including hours at a Joint Operating Entity. Used primarily to determine annual credits.

Credited Service

Generally, one year of service is earned for each year the participant is paid for at least 1,000 hours (800 hours for years before 2011) and employed at the end of the year (or prior to termination). Used primarily to determine how many years of annual credits have been earned under the Plan.

Social Security
Covered Compensation

35-year average of Social Security Wage Bases based on year of birth table.

Schedule SB Attachment (Form 5500)—2013 Plan Year
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Applicable 30-Year
Treasury Rate

Interest rate equal to the annual rate of interest on 30-year Treasury securities, determined for the second calendar month preceding the first day of the applicable plan year. Used to credit interest on the Retirement Account after termination but prior to commencement.

Joint Operating Entity

Good Samaritan Hospital of Cincinnati, TriHealth, Inc., and any affiliate that participates in the Good Samaritan Hospital Retirement Plan or the TriHealth, Inc., Retirement Plan.

Other Information to Fully and Fairly Disclose the Actuarial Position of the Plan

- Due to software limitations with the electronic filing process, information filed electronically cannot be controlled by the Enrolled Actuary. The values on the signed Schedule SB will govern to the extent there are any differences in the entries filed electronically and the actual data contained on the signed Schedule SB.
- Effective December 31, 2012, assets and liabilities were transferred among the following pension plans: the Bethesda Retirement Plan, the Good Samaritan Hospital Retirement Plan, and the TriHealth, Inc. Retirement Plan. The transfers were made in order to reflect the transfers of employment for active employees during 2012. After the transfer, each active employee's total retirement account will be held within the plan sponsored by the employee's current employer. The asset transfer amounts were determined as of December 31, 2012 in accordance with Internal Revenue Code Section 414(l), and we believe the amounts impacting this plan to be de minimis in size.
- The market value of assets as shown on Schedule SB line 2(a), less receivable contributions, is not equal to the net assets shown on Schedule H line I(1)(a), less receivable contributions, for the following reason:
 - The assets shown on Schedule SB line 2(a) reflects the net transfer of assets between plans, as described in the bullet above. Schedule SB 2(a) is shown after the asset transfers in order to maintain consistency between the assets and liabilities on lines 2 and 3 of the Schedule B.
- The interest on excess contributions shown on Schedule SB line 11(b) is based on the actual prior year's return of 11.12%, in accordance with Treasury Regulation 1.430(f)-1(b)(3)(iii), since excess contributions are attributable to the reduction in Prefunding Balance elected to offset the prior year's funding requirement.

Schedule SB Attachment (Form 5500)—2013 Plan Year
 Bethesda Retirement Plan
 EIN: 31-1108895 PN: 001

Schedule SB, line 19—Discounted Employer Contributions

Year applied for contributions: 2013

Date	Amount	Days to Discount to 1/1/2013 at 6.14%	Interest Adjusted Contribution
April 12, 2013	\$ 2,500,000	101	\$ 2,459,116
July 15, 2013	2,500,000	195	2,421,666
October 15, 2013	3,600,000	287	3,435,214
January 15, 2014	3,600,000	379	3,384,003
April 15, 2014	4,400,000	469	4,075,678
July 15, 2014	2,700,000	560	2,464,103
September 12, 2014	9,600,000	619	8,677,271
Total Contribution	\$ 28,900,000		\$ 26,917,051

Schedule SB Attachment (Form 5500)—2013 Plan Year
 Bethesda Retirement Plan
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Schedule SB, line 22—Description of Weighted Average Retirement Age

The average retirement age shown in line 22 has been calculated by assuming the following retirement rates and no decrements other than retirement for this calculation. All retirements are assumed to occur at mid-year, except for the 100% retirement age.

(a) Age	(b) Rate	(c) Weight	(d) Product (a) × (b) × (c)
55	7.00%	1.0000	3.85
56	7.00%	0.9300	3.65
57	7.00%	0.8649	3.45
58	7.00%	0.8044	3.27
59	7.00%	0.7481	3.09
60	7.00%	0.6957	2.92
61	10.00%	0.6470	3.95
62	10.00%	0.5823	3.61
63	10.00%	0.5241	3.30
64	10.00%	0.4717	3.02
65	25.00%	0.4245	6.90
66	20.00%	0.3184	4.20
67	20.00%	0.2547	3.41
68	20.00%	0.2038	2.77
69	20.00%	0.1630	2.25
70	100.00%	0.1304	9.13
Weighted Average			62.77

Schedule SB Attachment (Form 5500)—2013 Plan Year
Bethesda Retirement Plan
EIN: 31-1108895 PN: 001

Schedule SB, line 26—Schedule of Active Participant Data as of January 1, 2013

Number of Participants, Average Compensation and Average Cash Balance Account

Attained Age	Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25		132 \$23,335 \$828	10							
25-29		214 \$33,095 \$1,421	108 \$37,918 \$5,278	12						
30-34		145 \$36,830 \$2,347	120 \$43,149 \$8,722	38 \$50,256 \$18,267	1					
35-39		131 \$40,356 \$3,034	99 \$46,325 \$12,726	67 \$46,149 \$24,237	17	1				
40-44		128 \$38,401 \$3,425	132 \$43,320 \$14,249	64 \$54,977 \$33,182	49 \$54,643 \$46,042	23 \$60,107 \$73,288	1			
45-49		123 \$37,301 \$4,477	132 \$43,908 \$17,148	70 \$55,561 \$38,861	34 \$57,716 \$64,888	40 \$64,489 \$87,464	37 \$66,168 \$109,349	7		
50-54		133 \$38,401 \$5,220	132 \$44,850 \$20,189	71 \$54,634 \$45,326	44 \$55,936 \$69,226	46 \$64,279 \$103,236	56 \$60,484 \$118,235	50 \$58,986 \$132,234	4	
55-59		110 \$40,757 \$6,437	122 \$50,124 \$27,258	70 \$63,998 \$61,281	40 \$55,555 \$84,272	62 \$57,786 \$106,166	38 \$54,959 \$121,092	47 \$62,062 \$166,258	38 \$67,954 \$205,874	1
60-64		57 \$36,312 \$6,143	75 \$52,254 \$31,921	46 \$61,892 \$63,188	28 \$52,317 \$77,461	31 \$62,926 \$131,548	31 \$63,437 \$179,012	35 \$58,311 \$171,589	35 \$62,005 \$211,762	13
65-69		12 \$42,043 \$32,471	23 \$42,043 \$32,471	17	8	9	7	12	7	4
70+		12	9	5	1	4	1	2	2	

N-3485

Schedule SB Attachment (Form 5500)—2013 Plan Year
Bethesda Retirement Plan
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Schedule SB, line 32—Schedule of Amortization Bases

Type of Base	Present Value of Installments	Valuation Date Established	Remaining Years in Amortization Period	Amortization Amount
Shortfall	\$15,033,924	January 1, 2010	4	\$4,034,531
Shortfall	\$16,028,914	January 1, 2011	5	\$3,522,143
Shortfall	(\$20,322,668)	January 1, 2013	7	(\$3,391,692)

Schedule SB Attachment (Form 5500)—2013 Plan Year
Bethesda Retirement Plan
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Schedule SB, Part V—Statement of Actuarial Assumptions/Methods

Interest Rates for Minimum Funding Purposes	Based on segment rates with no lookback (as of January 2013), each adjusted as needed to fall within the 25-year average interest rate corridor under MAP-21																
1st Segment Rate	4.94%																
2nd Segment Rate	6.15%																
3rd Segment Rate	6.76%																
Interest Rates for Maximum Tax Purposes	Based on segment rates with no lookback (as of January 2013), without regard to the MAP-21 interest rate corridor																
1st Segment Rate	1.62%																
2nd Segment Rate	4.40%																
3rd Segment Rate	5.45%																
Salary Increases	Varies by age according to the following schedule.																
	<table> <tr> <th>Age</th><th>Rate of Compensation Increase</th></tr> <tr> <td>15-24</td><td>7.00%</td></tr> <tr> <td>25-29</td><td>6.50%</td></tr> <tr> <td>30-34</td><td>6.00%</td></tr> <tr> <td>35-39</td><td>5.50%</td></tr> <tr> <td>40-44</td><td>5.00%</td></tr> <tr> <td>45-49</td><td>4.50%</td></tr> <tr> <td>50+</td><td>4.00%</td></tr> </table>	Age	Rate of Compensation Increase	15-24	7.00%	25-29	6.50%	30-34	6.00%	35-39	5.50%	40-44	5.00%	45-49	4.50%	50+	4.00%
Age	Rate of Compensation Increase																
15-24	7.00%																
25-29	6.50%																
30-34	6.00%																
35-39	5.50%																
40-44	5.00%																
45-49	4.50%																
50+	4.00%																
Social Security Wage Base Increases	Future wage indices are based on a national wage increase of 4.50% per year.																
Optional Payment Form Election Percentage	Lump sum, if eligible. Else, life annuity.																
Projection of Retirement Account at 30-Year Treasury Rate	4.50%																

Schedule SB Attachment (Form 5500)—2013 Plan Year
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Retirement Age
Active Participants Based on probability by age. See Table 1.

Current Terminated Vested Participants Based on probability by age. See Table 1.

Future Terminated Vested Participants Commence at Age 60.

Mortality Rates
Healthy and Disabled 2013 static mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(e)

Withdrawal Rates Probability by age (see Table 2) after a five-year select period for new hires. Rates for new hires (regardless of age) are:

Years of Service	Assumed Number of Terminations (per 100)
0	25.0
1	25.0
2	15.0
3	15.0
4	12.0

Disability Rates See Table 3

Surviving Spouse Benefit It is assumed that 80% of males and 80% of females have an eligible spouse, and that males are three years older than their spouses.

Valuation Compensation Compensation has been limited to \$255,000 based upon the provision of IRC Section 401(a)(17).

Benefit and Compensation Limits Projected benefits and compensation are limited by the current IRC section 415 maximum benefit of \$205,000 and the IRC section 401(a)(17) compensation limit of \$255,000.

Valuation of Plan Assets Smoothed fair market value of assets over the current and prior two years, adjusted for contributions, benefit payments, administrative expenses, and expected earnings. The average value of assets calculated in this manner is further limited to not less than 90% nor more than 110% of fair market value.

Schedule SB Attachment (Form 5500)—2013 Plan Year
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A characteristic of this method is that the expected distribution of the value of plan assets is skewed toward understatement relative to the corresponding market values for expected long-term rates of return in excess of the third segment rate under IRC section 430(h)(2)(C)(iii).

Expected Return on Assets

2011 Plan Year	6.46%
2012 Plan Year	7.52%

Trust Expenses Included in Target Normal Cost	\$900,000. Based on prior year's administrative expenses, rounded.
---	--

Actuarial Method	Standard unit credit cost method
------------------	----------------------------------

Valuation Date	January 1, 2013
----------------	-----------------

Schedule SB Attachment (Form 5500)—2013 Plan Year
 Bethesda Retirement Plan
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Table 1

Retirement Rates—Active Participants

Age	Rate
55	7%
56	7%
57	7%
58	7%
59	7%
60	7%
61	10%
62	10%
63	10%
64	10%
65	25%
66	20%
67	20%
68	20%
69	20%
70	100%

Retirement Rates—Terminated Vested Participants

Age	Rate
55	7%
56	7%
57	7%
58	7%
59	7%
60	7%
61	10%
62	10%
63	10%
64	10%
65	100%

Schedule SB Attachment (Form 5500)—2013 Plan Year
Bethesda Retirement Plan
EIN: 31-1108895 PN: 001

Table 2

Withdrawal Rates

After 5 or More Years of Service

Assumed Number of Terminations	
Age	(per 100 Participants)
15-29	9.0
30-34	8.0
35-39	7.0
40-44	6.0
45-49	5.0
50+	4.0

Schedule SB Attachment (Form 5500)—2013 Plan Year
Bethesda Retirement Plan
EIN: 31-1108895 PN: 001

Table 3

Disability Rates

Age	<u>Annual Number of Disabilities per 1,000 Participants</u>	
	Male	Female
15-27	0.15	0.15
28	0.15	0.20
29	0.15	0.20
30	0.15	0.20
31	0.15	0.25
32	0.15	0.25
33	0.15	0.30
34	0.15	0.30
35	0.20	0.35
36	0.20	0.40
37	0.25	0.45
38	0.30	0.50
39	0.35	0.60
40	0.40	0.65
41	0.45	0.75
42	0.50	0.85
43	0.60	0.95
44	0.70	1.10
45	0.80	1.20
46	0.90	1.35
47	1.05	1.50
48	1.25	1.65
49	1.40	1.80
50	1.65	2.00
51	1.95	2.20
52	2.30	2.45
53	2.65	2.70
54	3.05	2.95
55	3.45	3.20
56	3.85	3.45
57	4.30	3.70
58	4.75	4.00
59	5.25	4.25
60	5.75	4.50
61	6.30	4.80
62	6.90	5.05
63	7.55	5.25
64	8.20	5.45
65+	0.00	0.00

Bethesda Retirement Plan

EIN 31-0537122 Plan #001

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

December 31, 2013

Identity of Issue, Borrower, Lessor, or Similar Pary	Number of Shares or Face Amount	Cost	Current Value
Cash			
US DOLLAR		\$ 151,067	\$ 151,067
US DOLLAR		(3,197)	(3,197)
COMMITMENT TO BLACKROCK MSCI		1,250,000	1,250,000
COMMITMENT TO BLACKROCK RUSSEL		2,500,000	2,500,000
COMMITMENT TO BLACKROCK S&P 50		3,500,000	3,500,000
COMMITMENT TO GRESHAM ENHANCED		1,000,000	1,000,000
Total Cash		8,397,870	8,397,870
Money Market Funds			
STATE STREET BANK & TRUST CO		248,473	248,473
STATE STREET BANK & TRUST CO		12,057,342	12,057,342
STATE STREET BANK & TRUST CO		3,074,352	3,074,352
STATE STREET BANK & TRUST CO		170,864	170,864
STATE STREET BANK & TRUST CO		2,886	2,886
STATE STREET BANK & TRUST CO		5,735	5,735
STATE STREET BANK & TRUST CO		41,244	41,244
STATE STREET BANK & TRUST CO		3,248	3,248
STATE STREET BANK & TRUST CO		7	7
STATE STREET BANK & TRUST CO		3	3
STATE STREET BANK & TRUST CO		671,087	671,087
STATE STREET BANK & TRUST CO		4,601	4,601
STATE STREET BANK & TRUST CO		328,081	328,081
Total Money Market Funds		16,607,923	16,607,923
Domestic Equity Securities			
ABBOTT LABORATORIES	9,325	332,829	357,427
ACTAVIS PLC	1,350	219,556	226,800
AGCO CORP	4,045	220,258	239,424
AGRIUM INC	2,725	239,983	249,283
ALEXANDER & BALDWIN INC	4,200	168,462	175,266
ALKERMES PLC	3,500	140,490	142,310
ALLIANCE DATA SYSTEMS CORP	835	209,309	219,547
AMAZON.COM INC	420	168,947	167,492
AMERICAN INTERNATIONAL GROUP	4,300	219,429	219,515

Bethesda Retirement Plan

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

December 31, 2013

Identity of Issue, Borrower, Lessor, or Similar Pary	Number of Shares or Face Amount	Cost	Current Value
Domestic Equity Securities (continued)			
AMERIPRISE FINANCIAL INC	1,770 \$	197,904 \$	203,639
AMETEK INC	2,500	130,075	131,675
AMGEN INC	1,220	138,976	139,275
APPLE INC	432	246,662	242,400
APPLE INC	600	329,220	336,666
ARTHROCARE CORP	4,800	189,120	193,152
AVNET INC	6,476	243,093	285,656
B/E AEROSPACE INC	1,800	153,990	156,654
B&G FOODS INC	4,100	141,081	139,031
BANK OF AMERICA CORP	36,143	696,242	562,747
BANK OF NEW YORK MELLON CORP	15,835	435,362	553,275
BEST BUY CO INC	3,800	150,708	151,544
BIO RAD LABORATORIES A	1,778	210,449	219,779
BORGWARNER INC	2,000	110,040	111,820
BRISTOL-MYERS SQUIBB CO	3,900	208,143	207,285
CARNIVAL CORP	7,145	247,510	287,015
CATERPILLAR INC	1,500	133,395	136,215
CBRE GROUP INC A	6,500	167,700	170,950
CELGENE CORP	2,620	438,935	442,675
CME GROUP INC	2,226	140,046	174,652
CONSOL ENERGY INC	4,200	158,928	159,768
COOPER COS INC/THE	1,300	165,100	160,992
COSTCO WHOLESALE CORP	1,560	184,919	185,656
CUBIST PHARMACEUTICALS INC	2,750	184,141	189,392
CVS CAREMARK CORP	2,866	169,204	205,120
DANAHER CORP	2,200	168,388	169,840
DEVON ENERGY CORPORATION	3,210	204,442	198,603
EASTMAN CHEMICAL CO	1,800	136,674	145,260
EBAY INC	1,700	92,786	93,313
ESTERLINE TECHNOLOGIES CORP	2,794	176,421	284,876
FACEBOOK INC A	2,000	110,200	109,320
GOLDMAN SACHS GROUP INC	2,775	425,492	491,896
GOOGLE INC CL A	353	269,234	395,611
GOOGLE INC CL A	355	390,727	397,852

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

December 31, 2013

Identity of Issue, Borrower, Lessor, or Similar Pary	Number of Shares or Face Amount	Cost	Current Value
Domestic Equity Securities (continued)			
HALLIBURTON CO	3,262 \$	129,526 \$	165,547
HALLIBURTON CO	2,900	146,566	147,175
HELEN OF TROY LTD	4,213	183,321	208,585
HERSHEY CO/THE	2,000	192,600	194,460
HEXCEL CORP	3,700	162,171	165,353
HOME DEPOT INC	2,100	168,084	172,914
HUNT (JB) TRANSPRT SVCS INC	1,200	91,728	92,760
II VI INC	12,592	209,478	221,619
INTL SPEEDWAY CORP CL A	4,992	154,778	177,166
JOY GLOBAL INC	4,404	228,807	257,590
KDDI CORP UNSPONSORED ADR	25,600	268,817	395,264
KENNAMETAL INC	4,653	192,055	242,282
LIBERTY GLOBAL PLC A	1,800	154,836	160,182
LINKEDIN CORP A	720	157,869	156,118
LKQ CORP	2,900	95,091	95,410
MICROSOFT CORP	6,842	223,119	256,096
MONDELEZ INTERNATIONAL INC A	13,353	373,872	471,361
MONDELEZ INTERNATIONAL INC A	5,600	194,152	197,680
MONSANTO CO	1,660	188,908	193,473
NATIONAL OILWELL VARCO INC	3,239	240,677	257,598
NATIONAL OILWELL VARCO INC	2,000	156,740	159,060
NORFOLK SOUTHERN CORP	2,000	182,640	185,660
NORTEL NETWORKS CORP	1,784	9	14
NVR INC	105	104,828	107,731
ORACLE CORP	8,106	264,160	310,134
ORANGE SPON ADR	20,804	276,567	256,929
OWENS & MINOR INC	8,663	272,784	316,719
PPG INDUSTRIES INC	800	149,296	151,728
PRICELINE.COM INC	178	211,989	206,907
QLIK TECHNOLOGIES INC	3,600	93,888	95,868
QUALCOMM INC	1,900	138,263	141,075
RAYMOND JAMES FINANCIAL INC	3,200	164,704	167,008
RESTORATION HARDWARE HOLDING	1,400	94,710	94,220
ROYAL CARIBBEAN CRUISES LTD	5,042	170,861	239,092

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

December 31, 2013

Identity of Issue, Borrower, Lessor, or Similar Pary	Number of Shares or Face Amount	Cost	Current Value
Domestic Equity Securities (continued)			
SALESFORCE.COM INC	3,100	\$ 166,532	\$ 171,089
SIGNET JEWELERS LTD	1,500	116,160	118,050
SPEEDWAY MOTORSPORTS INC	6,653	104,523	132,062
STARBUCKS CORP	2,100	163,086	164,619
STARWOOD PROPERTY TRUST INC	5,700	158,745	157,890
SUNCOR ENERGY INC	2,800	95,424	98,140
SYSCO CORP	9,033	286,711	326,091
TESCO PLC SPONSORED ADR	16,235	261,798	273,397
THERMO FISHER SCIENTIFIC INC	2,200	238,854	244,970
TIME WARNER CABLE	546	37,187	73,983
UNITED TECHNOLOGIES CORP	1,400	154,924	159,320
UNIVERSAL FOREST PRODUCTS	4,958	155,237	258,510
VALERO ENERGY CORP	2,500	118,725	126,000
VISA INC CLASS A SHARES	1,170	252,685	260,536
WALT DISNEY CO/THE	2,200	159,280	168,080
WELLPOINT INC	2,779	211,831	256,752
WESCO INTERNATIONAL INC	1,600	142,448	145,712
WHOLE FOODS MARKET INC	1,900	112,613	109,877
WILLIAMS SONOMA INC	1,800	104,220	104,904
WORLD FUEL SERVICES CORP	5,289	206,713	228,273
Total Domestic Equity Securities		18,750,160	20,269,701
Foreign Equity Securities			
ADIDAS AG SPONSORED ADR	755	29,250	48,494
ALLEGION PLC	0	8	15
AMBEV SA ADR	3,600	24,012	26,460
ANHEUSER BUSCH INBEV SPN ADR	770	55,941	81,974
ARM HOLDINGS PLC SPONS ADR	2,445	72,458	133,839
ASML HOLDING NV NY REG SHS	1,263	53,756	118,343
BANK MANDIRI TBK UNSPON ADR	4,400	45,344	28,424
BASF SE SPON ADR	585	55,946	63,057
BAYER AG SPONSORED ADR	895	71,953	127,090
BMW UNSPONSORED ADR	1,265	36,056	49,879

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

December 31, 2013

Identity of Issue, Borrower, Lessor, or Similar Pary	Number of Shares or Face Amount	Cost	Current Value
Foreign Equity Securities (continued)			
CANADIAN DOLLAR	706 \$	665 \$	665
CANADIAN NATL RAILWAY CO	605	30,969	34,497
CIE FINANCIERE RICH UNSP ADR	10,660	70,431	106,600
CIELO SA SPONSORED ADR	1,486	36,496	41,608
COMMONWEALTH BK AUS SP ADR	615	38,247	42,732
CSL LTD UNSPON ADR	1,320	22,862	40,616
DAIMLER AG SPN ADR	800	55,626	69,872
DANONE SPONS ADR	2,885	36,540	41,890
DASSAULT SYSTEMES SA ADR	310	26,486	38,533
DEUTSCHE POST AG SPON ADR	1,870	56,327	68,629
DIAGEO PLC SPONSORED ADR	685	73,533	90,708
EAST JAPAN RAILWAY UNSP ADR	3,600	47,792	48,168
ERICSSON (LM) TEL SP ADR	5,560	75,408	68,054
EXPERIAN PLC SPONS ADR	5,470	110,046	100,812
FANUC CORP UNSP ADR	3,175	90,730	97,504
FOMENTO ECONOMICO MEX SP ADR	465	33,779	45,510
GLAXOSMITHKLINE PLC SPON ADR	1,435	70,479	76,615
HONG KONG EXCHANGES UNSP ADR	1,595	28,666	26,621
HSBC HOLDINGS PLC SPONS ADR	1,205	53,429	66,432
IND & COMM BK OF UNSPON ADR	2,500	27,913	33,950
INFOSYS LTD SP ADR	330	15,954	18,678
L'OREAL UNSPONSORED ADR	2,840	71,563	99,826
LEGAL & GEN GROUP SPON ADR	1,230	18,372	22,693
LENOVO GROUP LTD ADR	1,860	23,099	45,440
LLOYDS BANKING GROUP PLC ADR	16,625	84,655	88,445
LUXOTTICA GROUP SPA SPON ADR	1,125	36,660	60,660
LVMH MOET HENNESSY UNSP ADR	2,500	90,485	91,500
MAGNIT OJSC SPON GDR REGS	750	22,877	49,650
MITSUBISHI UFJ FINL GRP ADR	5,875	28,081	39,245
NOVARTIS AG ADR	1,035	65,018	83,193
NOVO NORDISK A/S SPONS ADR	600	87,597	110,856
PING AN INSURANCE ADR	1,850	24,525	33,355

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

December 31, 2013

Identity of Issue, Borrower, Lessor, or Similar Pary	Number of Shares or Face Amount	Cost	Current Value
Foreign Equity Securities (continued)			
PRUDENTIAL PLC ADR	835 \$	32,429 \$	37,575
RECKITT BENCKISER SPON ADR	4,400	50,853	70,796
ROCHE HOLDINGS LTD SPONS ADR	1,280	63,579	89,856
ROGERS COMMUNICATIONS INC B	440	21,086	19,910
ROYAL DUTCH SHELL PLC ADR	645	44,300	45,969
SAMSUNG ELECTR GDR REG S	145	80,867	94,685
SANDS CHINA LTD UNSPONS ADR	1,255	52,977	103,161
SANOFI ADR	1,690	77,041	90,635
SAP AG SPONSORED ADR	1,125	69,512	98,033
SHIRE PLC ADR	420	39,982	59,342
SIEMENS AG SPONS ADR	850	89,885	117,734
SWISS RE LTD SPN ADR	740	56,640	68,361
SYNGENTA AG ADR	625	43,591	49,962
TAIWAN SEMICONDUCTOR SP ADR	4,555	58,689	79,439
TECHNIP SA ADR	735	19,848	17,758
TENCENT HOLDINGS LTD UNS ADR	1,495	44,616	96,308
TORONTO DOMINION BANK	300	24,563	28,272
TOYOTA MOTOR CORP SPON ADR	390	48,592	47,549
UBS AG REG	3,380	67,267	65,065
ULTRAPAR PARTICPAC SPON ADR	710	12,930	16,791
VODAFONE GROUP PLC SP ADR	1,570	44,472	61,717
WALMART DE MEXICO SPON ADR V	1,675	48,462	43,751
WPP PLC SPONSORED ADR	1,055	66,931	121,177
Total Foreign Equity Securities		3,159,146	4,084,978
Mutual Funds – Fixed Income			
PIMCO ALL ASSET ALL AUTHORITY	1,571,527	16,062,945	15,558,119
PIMCO UNCONSTRAINED BOND FUND	1,253,154	14,226,854	13,897,481
Total Mutual Funds – Fixed Income		30,289,799	29,455,600
Mutual Funds Equity			
DODGE & COX INTERNATIONAL STOC	98,957	4,100,472	4,259,130
ABERDEEN EMERGING MARKETS FUND	783,536	10,243,408	11,337,766
GMO BENCHMARK FREE ALLOCATION	600,330	16,296,016	16,178,892
Total Mutual Funds – Equity		30,639,896	31,775,788

Bethesda Retirement Plan

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

December 31, 2013

Identity of Issue, Borrower, Lessor, or Similar Pary	Number of Shares or Face Amount	Cost	Current Value
Limited Liability Companies			
FRANKLIN TEMPLETON GLOBAL	8,673	\$ 8,673,283	\$ 12,010,686
WESTERN ASSET ABS RETURN	473,776	5,286,532	8,211,955
Total Limited Liability Companies		13,959,815	20,222,641
Real Estate Investment Funds			
AEW PARTNERS VI	2,190,777	2,190,777	2,986,614
AETHER	10,008	10,008	10,008
BLUE VISTA EQUITY	2,182,708	2,182,708	2,783,276
WCP REAL ESTATE FUND II	2,799,693	2,799,693	3,370,304
INLAND AMERICAN REAL ESTATE TR	445,744	4,423,070	3,093,465
Total Real Estate Investment Funds		11,606,256	12,243,667
Hedge Funds			
MOON CAP GLBAL EQ OFSH	130	129,949	167,676
MOON CAP GLBL EQ OFSH	15	15,253	19,682
PASSPORT OFFSHORE	500	500,000	540,602
PASSPORT OFFSHORE LTD	650	650,000	705,890
PASSPORT OFFSHORE LTD	4,000	4,000,000	4,240,252
AQR GRP EL OFFSHORE FUND LTD	70	7,000,000	7,024,109
BERENS GLOBAL VAL	64,733	6,794,472	8,187,776
BERENS GLOBAL VAL	10,000	1,000,000	1,024,024
BERENS GLOBAL VAL	10,000	1,000,000	1,020,789
BERENS GLOBAL VAL	9,000	900,000	913,730
MARATHON EUROPEAN CREDIT OPPOR	2,356	2,550,000	2,906,418
DRAKE CAPITAL OFFSHORE PRTNRS	11,227,061	11,227,061	13,201,160
GLEACHER DIVERSIFIED STRAT FND	57	69,068	71,160
Total Hedge Funds		35,835,803	40,023,268
Private Equity Funds			
SIGULER GUFF BRIC OPPORT	1,514,046	1,514,046	1,564,226
SIGULER GUFF DIST	512,891	512,891	490,979
SIGULER GUFF DOF	2,046,952	2,046,952	2,644,996
PORTFOLIO AD PVT	1,076,999	1,076,999	1,404,612
PORTFOLIO AD PVT	528,654	528,654	676,705
PORTFOLIO AD PVT	610,243	610,243	668,289

Bethesda Retirement Plan

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

December 31, 2013

Identity of Issue, Borrower, Lessor, or Similar Pary	Number of Shares or Face Amount	Cost	Current Value
Private Equity Funds (continued)			
SPECIAL SITUATION PARTNERS	1,253,729	\$ 1,253,729	\$ 1,480,348
FORT WASHINGTON PVT EQUITY IV	2,043,833	2,043,833	2,588,382
GOLDMAN SACHS PRV	2,477,250	2,477,250	3,017,523
PRIVATE EQUITY INVESTMENT	911,822	911,822	1,161,559
AXIOM ASIA PRIVATE CAP FND III	420,062	420,062	375,999
KAYNE ANDERSON ENERGY	2,238,682	2,238,682	2,561,838
OAKTREE MEZZANINE FUND	619,252	619,252	749,220
OAKTREE MEZZANINE FUND	212,597	212,597	287,430
Total Private Equity Funds		16,467,012	19,672,106
Limited Partnerships			
ARTISAN GLOBAL OPP TRUST	901,578	12,000,000	12,360,631
LOOMIS SAYLES MULTISECTOR FULL	404,380	5,612,792	6,720,792
OHA EUROPEAN STRATEGIC CREDIT	1,295,100	1,295,100	1,510,614
OHA STRUCTURED PRODUCTS	504,163	504,163	1,361,299
REGIMENT CAP SPECIAL SITUATION	2,094,034	2,094,034	2,304,900
SCHROEDER CAPITAL MGMT	625	4,803,162	5,981,547
Total Limited Partnerships		26,309,251	30,239,783
Commingled Fund			
WELLINGTON DIVER INFLAT HEDGES	276,582	4,562,742	4,021,507
Total Commingled Fund		4,562,742	4,021,507
Total Investments		\$ 216,585,673	\$ 237,014,832

Bethesda Retirement Plan

EIN 31-0537122 Plan #001

Schedule H, Line 4j – Schedule of Reportable Transactions

Year Ended December 31, 2013

Identity of Party Involved	Description of Asset	Purchase Price	Selling Price	Cost of Asset	Current Value of Asset on Transaction Date	Gain
Category (i) – Single transaction exceeds 5% of value						
State Street	Money Market Fund	\$ –	\$ 10,476,190	\$ 10,476,190	\$ 10,476,190	\$ –
State Street	Money Market Fund	20,365,350	–	–	20,365,350	–
State Street	Money Market Fund	–	20,043,313	20,043,313	20,043,313	–
State Street	Money Market Fund	–	16,000,000	16,000,000	16,000,000	–
State Street	Money Market Fund	–	14,382,936	14,382,936	14,382,936	–
State Street	Money Market Fund	16,000,000	–	–	16,000,000	–
State Street	Money Market Fund	–	14,000,000	14,000,000	14,000,000	–
Artisan Global Opp Trust	Limited Partnerships	12,000,000	–	–	12,000,000	–
GMO Benchmark Free Allocation	Mututal Funds – Equity	16,000,000	–	–	16,000,000	–
Mainstay Cornerstone Growth Fund	Mututal Funds – Large Capital	–	12,170,864	10,774,050	12,170,864	1,396,814
Pimco All Asset All Authority	Mutual Funds – Fixed Income	14,000,000	–	–	14,000,000	–

Category (ii) – A series of transactions with the same broker in excess of 5% of plan assets

***** NO TRANSACTIONS QUALIFIED FOR THIS SECTION *****

Bethesda Retirement Plan

EIN 31-0537122 Plan #001

Schedule H, Line 4j – Schedule of Reportable Transactions (continued)

Identity of Party Involved	Description of Asset	Purchase Price	Selling Price	Cost of Asset	Current Value of Asset on Transaction Date	Gain
Category (iii) – A series of transactions in same security in excess of 5% of plan assets						
Rhumblin Advisors	Money Market Fund	\$ 2,000,000	\$ 9,692,392	\$ 6,299,402	\$ 11,692,392	\$ 3,392,990
State Street Bank & Trust Company	Money Market Fund	140,831,988	132,431,760	132,431,760	273,263,748	–
Artisan Global Opp	Limited Partnerships	12,000,000	–	–	12,000,000	–
GMO Benchmark Free Allocation	Mutual Funds – Equity	16,296,016	–	–	16,296,016	–
Keystone Large Cap Growth Fund	Mutual Funds – Large Capital	778,226	9,623,652	9,623,652	10,401,878	–
Mainstay Cornerstone Growth Fund	Mutual Funds – Large Capital	10,774,050	12,170,864	10,774,050	22,944,913	1,396,814
Pimco All Asset All Authority	Mutual Funds – Fixed Income	16,062,945	–	–	16,062,945	–

Category (iv) – A single transaction with one broker exceeds 5% of plan assets

***** NO TRANSACTIONS QUALIFIED FOR THIS SECTION *****

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

EIN: 31-1108895

PN: 001

[illegible]