Pentegra Defined Benefit Plan for Financial Institutions

Employer ID No: 13-5645888

Plan Number: 333

Consolidated Financial Statements as of June 30, 2011 and 2010, and for the Year Ended June 30, 2011, Supplemental Schedules as of and for the Year Ended June 30, 2011, and Independent Auditors' Report

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NOTE: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.



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INDEPENDENT AUDITORS' REPORT

To the Board of Directors and Participants of The Pentegra Defined Benefit Plan for Financial Institutions

We have audited the accompanying consolidated financial statements of the Pentegra Defined Benefit Plan for Financial Institutions (the "Plan") as of June 30, 2011 and 2010, and for the year ended June 30, 2011, listed in the Table of Contents. These consolidated financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial status of the Plan as of June 30, 2011 and 2010, and the changes in its financial status for the year ended June 30, 2011 in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the consolidated financial statements as a whole. The supplemental schedules listed in the Table of Contents are presented for the purpose of additional analysis and are not a required part of the consolidated 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 the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the consolidated financial statements. The information has been subjected to the auditing procedures applied in the audits of the consolidated financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the consolidated financial statements or to the consolidated financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the consolidated financial statements as a whole.

April 12, 2012

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CONSOLIDATED STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS AS OF JUNE 30, 2011 AND 2010 (IN THOUSANDS)

ASSETS:	2011	2010
Total investments at fair value	\$ 2,585,490	\$ 2,275,868
Accrued investment income	12,382	11,788
Accounts receivable	3,911	2,767
Employer contributions receivable	97,208	63,313
Receivables for securities sold, not yet settled	1,264	6,690
Goodwill and intangible assets	11,784	7,418
Other assets	10,099	10,732
Total assets	2,722,138	2,378,576
LIABILITIES:		
Accounts payable and other liabilities	18,375	15,519
Interest rate swaps	34,423	26,101
Payables for securities purchased, not yet settled	4,000	7,761
Total liabilities	56,798	49,381
NET ASSETS AVAILABLE FOR BENEFITS	\$ 2,665,340	\$ 2,329,195

See accompanying notes to consolidated financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS FOR THE YEAR ENDED JUNE 30, 2011 (IN THOUSANDS)

ADDITIONS: \$ 292,284 Investment income / (loss): 170,278 Net appreciation in fair value of investments 170,278 Interest 54,357 Dividends 1,350 Less: Administrative asset fee (10,301) Investment advisory services (1,404) Net investment income 214,280 Administrative and service income 38,835 Total additions 545,399 DEDUCTIONS: Senefit payments Benefit payments 155,197 Administrative expenses 36,449 Other 1,577 Total deductions 193,223 NET INCREASE 352,176 TRANSFER OF ASSETS: 352,176 TRANSFER OF ASSETS: 336,145 TOTAL INCREASE IN NET ASSETS 336,145 NET ASSETS AVAILABLE FOR BENEFITS: 2,329,195 End of Year 2,329,195 End of Year \$ 2,665,340		
Investment income / (loss): Net appreciation in fair value of investments 170,278 Interest 54,357 Dividends 1,350 Less: Administrative asset fee (10,301) Investment advisory services (1,404) Net investment income 214,280 Administrative and service income 38,835 Total additions 545,399 DEDUCTIONS: Benefit payments 155,197 Administrative expenses 36,449 Other 1,577 Total deductions 193,223 NET INCREASE 352,176 TRANSFER OF ASSETS: Transfers into the Plan 3 Transfers out of the Plan 3 Transfers out of the Plan (16,034) TOTAL INCREASE IN NET ASSETS 336,145 NET ASSETS AVAILABLE FOR BENEFITS: Beginning of Year 2,329,195	ADDITIONS:	
Net appreciation in fair value of investments 170,278 Interest 54,357 Dividends 1,350 Less: Administrative asset fee (10,301) Investment advisory services (1,404) Net investment income 214,280 Administrative and service income 38,835 Total additions 545,399 DEDUCTIONS: 155,197 Benefit payments 155,197 Administrative expenses 36,449 Other 1,577 Total deductions 193,223 NET INCREASE 352,176 TRANSFER OF ASSETS: 352,176 TRANSFER of the Plan 3 Transfers out of the Plan (16,034) TOTAL INCREASE IN NET ASSETS 336,145 NET ASSETS AVAILABLE FOR BENEFITS: Beginning of Year 2,329,195		\$ 292,284
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Dividends 1,350 Less: Administrative asset fee (10,301) Investment advisory services (1,404) Net investment income 214,280 Administrative and service income 38,835 Total additions 545,399 DEDUCTIONS: 8 Benefit payments 155,197 Administrative expenses 36,449 Other 1,577 Total deductions 193,223 NET INCREASE 352,176 TRANSFER OF ASSETS: 352,176 TRANSFER of the Plan 3 Transfers out of the Plan 3 TOTAL INCREASE IN NET ASSETS 336,145 NET ASSETS AVAILABLE FOR BENEFITS: Beginning of Year 2,329,195		
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Investment advisory services (1,404) Net investment income 214,280 Administrative and service income 38,835 Total additions 545,399 DEDUCTIONS: 155,197 Benefit payments 155,197 Administrative expenses 36,449 Other 1,577 Total deductions 193,223 NET INCREASE 352,176 TRANSFER OF ASSETS: 3 Transfers into the Plan 3 Transfers out of the Plan (16,034) TOTAL INCREASE IN NET ASSETS 336,145 NET ASSETS AVAILABLE FOR BENEFITS: 2,329,195	Dividends	1,350
Net investment income 214,280 Administrative and service income 38,835 Total additions 545,399 DEDUCTIONS: 155,197 Benefit payments 155,197 Administrative expenses 36,449 Other 1,577 Total deductions 193,223 NET INCREASE 352,176 TRANSFER OF ASSETS: 3 Transfers into the Plan 3 Transfers out of the Plan (16,034) TOTAL INCREASE IN NET ASSETS 336,145 NET ASSETS AVAILABLE FOR BENEFITS: 2,329,195	Less: Administrative asset fee	(10,301)
Administrative and service income 38,835 Total additions 545,399 DEDUCTIONS: Senefit payments 155,197 Administrative expenses 36,449 Other 1,577 Total deductions 193,223 NET INCREASE 352,176 TRANSFER OF ASSETS: 352,176 TRANSFER of the Plan 3 Transfers out of the Plan 3 TOTAL INCREASE IN NET ASSETS 336,145 NET ASSETS AVAILABLE FOR BENEFITS: 329,195 Beginning of Year 2,329,195	Investment advisory services	(1,404)
Total additions 545,399 DEDUCTIONS: Benefit payments 155,197 Administrative expenses 36,449 Other 1,577 Total deductions 193,223 NET INCREASE 352,176 TRANSFER OF ASSETS: 352,176 Transfers into the Plan 3 Transfers out of the Plan (16,034) TOTAL INCREASE IN NET ASSETS 336,145 NET ASSETS AVAILABLE FOR BENEFITS: 329,195 Beginning of Year 2,329,195	Net investment income	214,280
DEDUCTIONS: 155,197 Benefit payments 36,449 Other 1,577 Total deductions 193,223 NET INCREASE 352,176 TRANSFER OF ASSETS: 352,176 Transfers into the Plan 3 Transfers out of the Plan (16,034) TOTAL INCREASE IN NET ASSETS 336,145 NET ASSETS AVAILABLE FOR BENEFITS: 2,329,195 Beginning of Year 2,329,195	Administrative and service income	38,835
Benefit payments 155,197 Administrative expenses 36,449 Other 1,577 Total deductions 193,223 NET INCREASE 352,176 TRANSFER OF ASSETS: 352,176 Transfers into the Plan 3 Transfers out of the Plan (16,034) TOTAL INCREASE IN NET ASSETS 336,145 NET ASSETS AVAILABLE FOR BENEFITS: 2,329,195 Beginning of Year 2,329,195	Total additions	545,399
Administrative expenses Other Other 1,577 Total deductions 193,223 NET INCREASE Seginning of Year 36,449 1,577 1,	DEDUCTIONS:	
Administrative expenses Other Other 1,577 Total deductions 193,223 NET INCREASE Seginning of Year 36,449 1,577 1,	Benefit payments	155,197
Other 1,577 Total deductions 193,223 NET INCREASE 352,176 TRANSFER OF ASSETS: Transfers into the Plan 3 Transfers out of the Plan (16,034) TOTAL INCREASE IN NET ASSETS 336,145 NET ASSETS AVAILABLE FOR BENEFITS: Beginning of Year 2,329,195	Administrative expenses	36,449
NET INCREASE TRANSFER OF ASSETS: Transfers into the Plan Transfers out of the Plan TOTAL INCREASE IN NET ASSETS NET ASSETS AVAILABLE FOR BENEFITS: Beginning of Year 352,176 352,176 336,145		1,577
TRANSFER OF ASSETS: Transfers into the Plan Transfers out of the Plan TOTAL INCREASE IN NET ASSETS NET ASSETS AVAILABLE FOR BENEFITS: Beginning of Year 3 3 (16,034) 2,329,195	Total deductions	193,223
Transfers into the Plan Transfers out of the Plan TOTAL INCREASE IN NET ASSETS NET ASSETS AVAILABLE FOR BENEFITS: Beginning of Year 3 (16,034) 3 336,145	NET INCREASE	352,176
Transfers out of the Plan (16,034) TOTAL INCREASE IN NET ASSETS 336,145 NET ASSETS AVAILABLE FOR BENEFITS: Beginning of Year 2,329,195	TRANSFER OF ASSETS:	
TOTAL INCREASE IN NET ASSETS NET ASSETS AVAILABLE FOR BENEFITS: Beginning of Year 2,329,195	Transfers into the Plan	3
NET ASSETS AVAILABLE FOR BENEFITS: Beginning of Year 2,329,195	Transfers out of the Plan	(16,034)
Beginning of Year 2,329,195	TOTAL INCREASE IN NET ASSETS	336,145
	NET ASSETS AVAILABLE FOR BENEFITS:	
End of Year \$ 2,665,340	Beginning of Year	2,329,195
	End of Year	\$ 2,665,340

See accompanying notes to consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS OF JUNE 30, 2011 AND 2010 AND FOR THE YEAR ENDED JUNE 30, 2011 (AMOUNTS IN THOUSANDS)

1. DESCRIPTION OF THE PLAN

The following description of the Pentegra Defined Benefit Plan for Financial Institutions (the "Plan") is provided for general information purposes only. Participants should refer to their respective Summary Plan Descriptions for more complete information including pension benefits.

General—A description of the Plan's Comprehensive Retirement Program ("the Plan"), effective June 1, 2007 has been published in the Plan's Regulations, 26th Revision ("the Regulations"). This document, and various amendments to it, have been made available to participating employers and their participants. The Plan operates as a multiemployer plan for accounting purposes under Accounting Standards Codification ("ASC") 715 and as amended under ASC 715 and as a multiple-employer plan under the Employee Retirement Income Security Act of 1974 ("ERISA") and the Internal Revenue Code ("IRC"). The Plan files one Form 5500 on behalf of all employers who participate in the Plan. The Bank of New York Mellon ("BNY Mellon") serves as the trustee of the Plan. The Plan is subject to the provisions of ERISA and the IRC. The Plan's management is responsible for monitoring and controlling the activity of the Plan in accordance with the provisions of ERISA and the IRC.

The Plan's consolidated financial statements include the consolidation of the results of operations and net assets of Pentegra Services, Inc. ("PSI"), a wholly owned subsidiary of the Plan (see note 12).

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting— The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP").

Use of Estimates— The preparation of consolidated financial statements in conformity with GAAP requires Plan management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated benefits and changes therein at the date of the consolidated financial statements. Actual results could differ significantly from those estimates. Estimates that are particularly susceptible to change include assumptions used in determining the actuarial present value of accumulated plan benefits and the fair value of investments.

Risk and Uncertainties— Investment securities (see note 6) are exposed to various risks, such as interest rate, credit and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the consolidated financial statements.

Income Recognition— Purchases and sales of securities are recorded on a trade-date basis. Income is recorded on an accrual basis. Dividend income is recorded on the ex-dividend date.

Realized gains and losses on the sales of investment securities are recorded as the difference between proceeds received and cost. Cost is determined on an average cost basis. Net appreciation or depreciation includes realized gains and losses and the change in the fair value of securities held for the year ended June 30, 2011.

Investment Valuation— Investments are stated at fair value. Fair value of a financial instrument is the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (see note 6).

Administrative Expenses— Other than the administrative expenses of PSI (see note 12), administrative expenses incurred to administer the Plan, including audit, legal and board meeting expenses are assessed to participating employers and are paid out of the Plan assets.

Fiduciary liability insurance premiums aggregating \$271 in 2011 were paid by participating employers directly and are not reflected in the Plan's consolidated financial statements.

Payment of Benefits—Benefit payments to participants are recorded upon distribution. As of June 30, 2011 and 2010, net assets available for benefits included \$9,941 and \$11,111, respectively, of benefits due to participants who have withdrawn from the Plan, or beneficiaries who have not yet received their distribution.

Contributions — The Plan accepts contributions for the current plan year up to eight and a half months after the plan year end as allowed by ERISA. Certain contributions from employers on Schedule SB of Form 5500 represent reimbursements to the Plan for administrative services and are therefore recorded as such on the consolidated financial statements.

Vesting—Participants are vested immediately in their contributions plus interest thereon. Participants should refer to their respective Summary Plan Descriptions to determine the vesting schedule for benefits accrued for employer provided benefits.

Pension Benefits — Pension benefits are provided to participants under several types of retirement options based upon years of continuous service and age. Retirement benefits are paid to participants in various forms of joint and survivor annuities. A lump-sum payment option may also be available. Participants should refer to their respective Summary Plan Descriptions for more information.

New Accounting Standards

Accounting Standards Update ("ASU") No. 2010-06, Fair Value Measurements and Disclosures — In January 2010, the Financial Accounting Standards Board (FASB) issued ASU No. 2010-06, which amends ASC 820, Fair Value Measurements and Disclosures, adding new disclosure requirements for Levels 1 and 2, separate disclosures of purchases, sales, issuances, and settlements relating to Level 3 measurements and clarification of existing fair value disclosures. ASU No. 2010-06 is effective for periods beginning after December 15, 2009, except for the requirement to provide Level 3 activity of purchases, sales, issuances, and settlements on a gross basis, which will be effective for fiscal years beginning after December 15, 2010. The Plan prospectively adopted the new guidance for fiscal year ended June 30, 2011 as required, except for the Level 3 reconciliation disclosures, which are for fiscal year ended June 30, 2012 as required. The adoption for fiscal year ended June 30, 2011 as required had no

material affect on the Plan's consolidated financial statements. The future adoption of the guidance related to Level 3 activity is not expected to materially affect, the Plan's consolidated financial statements.

ASU No. 2011-04, Fair Value Measurements and Disclosures — In May 2011, the FASB issued ASU No. 2011-04, which amends ASC 820, Fair Value Measurements and Disclosures. This ASU requires the categorization by level for items that are only required to be disclosed at fair value and information about transfers between Level 1 and Level 2. In addition, the ASU provides guidance on measuring the fair value of financial instruments managed within a portfolio and the application of premiums and discounts on fair value measurements. The ASU requires additional disclosure for Level 3 measurements regarding the sensitivity of fair value to changes in unobservable inputs and any interrelationships between those inputs. The new guidance is effective for reporting periods beginning after December 15, 2011. The adoption will not have a material effect on the consolidated statements of net assets available for benefits and consolidated statement of changes in net assets available for benefits.

3. SUMMARY OF ACTUARIAL ASSUMPTIONS

Actuarial Cost Methods— The actuarial cost method used to value all benefits is the traditional unit credit method. As part of the valuation process, the funded status of each participating employer is separately determined. Employers in an unfunded position are billed for their required contributions. Employers in an over-funded position can use their surplus to offset all or a portion of their contribution requirement.

Actuarial Asset Valuation— The actuarial valuation uses the market value of assets.

Actuarial Valuation Assumptions— The significant assumptions used in the actuarial valuation are:

• For the 2011 actuarial valuation, the interest rates used for determining the minimum required contribution are based on the 3-segment yield rates for March 2011 in IRC Section 430(h) (2). The rates are as follows:

Years	Rate
1-5	2.67%
6-20	5.69%
21+	6.44%

• For the 2010 actuarial valuation, the interest rates used for determining the minimum required contribution were based on the 3-segment yield rates for July 2010. The rates are as follows:

Years	Rate
1-5	4.05%
6-20	6.47%
21+	6.65%

- Normal retirement is assumed to occur at ages 45-70. For the period prior to retirement, withdrawals, deaths, and disabilities are anticipated.
- The mortality table used is based on IRC Section 430(h) (3) (A), using the generational option.
- The interest rate assumed for lump sum benefits is the same as the valuation interest rate, as required by the Pension Protection Act of 2006 ("PPA").
- Normal cost for each employer includes the estimated administrative expenses for the plan year, as required under PPA.
- An interest rate of 6.00% was used to determine the actuarial present value of accumulated plan benefits under ASC 960, *Plan Accounting-Defined Benefit Pension Plans*, as of July 1, 2011. The rate used for this measurement as of July 1, 2010 was 6.25%.

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

4. FUNDING POLICY

The Plan is a defined benefit pension plan to which employers make contributions based upon calculations prepared annually by the Plan's outside actuary, Towers Watson. The calculations are designed to determine the amounts necessary to fund the target normal cost of pension benefits and the 7 year amortization of the Plan's funding shortfall. The Plan met the minimum funding requirements of ERISA for the years ended June 30, 2011 and June 30, 2010. For the 2010-2011 and 2011-2012 Plan years, participating employers have the option to fund a portion of their shortfall over a 15 year period rather than over a 7 year period.

Certain participating employers have elected to participate on a contributory basis, whereby participants are required to contribute a percentage of their salaries. Participants are always 100% vested in the value of their contributions. Participants' accumulated contributions, including interest, were \$7,934 and \$7,626 at June 30, 2011 and 2010, respectively. Pursuant to federal regulations, the interest rate credited to these contributions at June 30, 2011 and 2010 was 2.83% and 3.32%, respectively.

5. ACCUMULATED PLAN BENEFITS

Accumulated plan benefits are those future periodic payments and lump-sum distributions, that are attributable under the Plan's provisions to service rendered by employees as of the valuation date. Accumulated plan benefits include benefits expected to be paid to (1) retired or terminated employees or their beneficiaries, (2) beneficiaries of employees who have died, and (3) present employees or their beneficiaries. The actuarial present value of accumulated plan benefits is determined by an independent actuary and is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment.

The actuarial present value of accumulated plan benefits as of June 30, 2011 and 2010 is as follows:

	2011	2010
Vested benefits for:		
Retirees and beneficiaries currently receiving payments	\$ 995,637	\$ 927,066
Other participants	1,874,548	1,685,644
Total vested benefits	2,870,185	2,612,710
Non vested benefits	38,289	86,333
Total actuarial present value of accumulated plan benefits	\$ 2,908,474	\$ 2,699,043
Total actuarial present value of accumulated plan benefits	\$ 2,908,474	\$ 2,699,043

The actuarial present value of accumulated plan benefits for the year ended June 30, 2011 is as follows:

Changes in accumulated plan benefits:

Beginning of year	\$ 2,699,043
Increase (decrease) during the year attributable to:	
Interest due to decrease in the discount period	163,372
Benefits paid	(155,197)
Withdrawn employers	(14,981)
New employers	-
Changes in benefits adopted by employers	(190)
Assumption changes*	72,703
Benefits accumulated and actuarial experience	143,724
Net increase	209,431
End of year	\$ 2,908,474

^{*}The \$73 million assumption change is due to a decrease in the assumed rate of return, offset by changes in the turnover rates, retirement rates, percentage of terminated vested participants electing a lump sum, and the interest crediting assumption.

6. FAIR VALUE MEASUREMENTS

In accordance with GAAP, the Plan classifies its investments into Level 1, which refers to securities valued using quoted prices from active markets for identical assets; Level 2, which refers to securities not traded on an active market but for which observable market inputs are

readily available; and Level 3, which refers to securities valued based on significant unobservable inputs. Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

The following is a description of the valuation methodologies and inputs used to measure fair value for major categories of investments.

- Common stocks are valued at quoted prices in active markets.
- U.S. government securities are valued at prevailing market prices traded on the secondary markets or are valued by management based on information provided by BNY Mellon using the following observable inputs: matrix pricing, market pricing, market corroborated pricing and inputs such as yield curves and indices.
- Corporate debt securities (excluding equity linked notes), interest rate swaps (see note 8), and preferred stocks are valued by management based on information provided by BNY Mellon, including the following inputs: matrix pricing, market pricing, market corroborated pricing and inputs such as yield curves and indices.
- Common collective trust funds ("Funds"), are valued at net asset value ("NAV"), which is calculated by the investment manager or sponsor of the Fund. Equity funds have a primary objective of matching the performance of an index of a particular segment of the financial market, such as Standard & Poor's 500 Index. Fixed income funds are invested primarily in investment grade corporate and government bonds and seek to match the performance of particular bond indexes such as the Barclays Capital U.S. Long Term Credit Index. The short term funds are primarily invested in shorter maturity government and corporate securities. For the year ended June 30, 2011, the Funds can be redeemed daily with 1-2 days' notice except for Barlow Partners Group Trust of \$59,415 which can be redeemed annually with 60 days' notice. For the year ended June 30, 2010, the Funds can be redeemed daily except for Barlow Partners Group Trust of \$52,875 which can be redeemed annually with 60 days' notice. As of June 30, 2011 and 2010, the Plan had no unfunded commitments for the Funds.
- Equity linked notes (ELN's) of \$176,165 at June 30, 2011, which are in the category of A rated corporate debt securities, are valued at bid price that the originating trading desk would be willing to execute a trade. (see note 8).
- Real estate funds are valued at NAV, which is calculated by the investment manager or sponsor of the funds which is based on data obtained from real estate appraisals, comparables, or valued based on valuation techniques such as the cash flow projection model. Redemption from these funds varies as per the funds' cash flow availability. As of June 30, 2011 and 2010, the Plan had reserve commitments of \$1,368, which may or may not be called during the life of the investment.
- Private equity investments (previously termed as limited partnerships) are valued at NAV, which is calculated by the fund manager and is based on the valuation of the underlying investments, which include inputs such as cost, operating results, discounted future cash flows and market based comparable data. For the year ended June 30, 2011, these funds can be redeemed annually or quarterly with a 60-65 days' notice. For the year ended June 30, 2010, these funds can be redeemed monthly or quarterly with a 15-90 days' notice. There are various strategies employed including: combining core long holdings of equities with short sales of stock or stock index options, event driven and other directional. As of June 30, 2011 and 2010, the Plan had remaining capital commitments for additional contributions to the limited partnerships totaling \$500 and \$600, respectively.

The following tables set forth by level within the fair value hierarchy a summary of the Plan's investments measured at fair value on a recurring basis at June 30, 2011 and 2010.

Fair Value Measurements as of June 30, 2011

Quoted Prices in Active Significant Markets for Other Identical Observabl Assets Inputs (Level 1) (Level 2)		Other observable Inputs	Uno	gnificant observable Inputs Level 3)		Total		
Common stocks:								
Consumer nondurables	\$	27,117	\$	-	\$	-	\$	27,117
Technology		18,360		-		-		18,360
Financial services		11,238		-		-		11,238
Materials and services		9,350		-		-		9,350
Energy		8,696		-		-		8,696
Capital goods and services		7,953		-		-		7,953
Utilities		7,824		-		-		7,824
Consumer durables		1,168		_		_		1,168
Total common stocks		91,706						91,706
Corporate debt securities:								
AAA credit rating		-		32,350				32,350
AA credit rating		-		99,251				99,251
A credit rating		-		381,620		151,572		533,192
BBB credit rating		-		201,846				201,846
Below BBB credit rating		-		10,487				10,487
Not rated		-		70,461				70,461
Total corporate debt securities			_	796,015		151,572	_	947,587
U.S. government securities		86,278		143,199		_		229,477
Private equity		-		-		93,758		93,758
Preferred stock		_		1,180		-		1,180
Common collective trust funds - equity		-		403,684		59,415		463,099
Common collective trust funds - fixed income		_		487,046		_		487,046
Common collective trust funds - short term		-		239,426		_		239,426
Real estate funds		_		, <u>-</u>		31,607		31,607
Other investments		18		586				604
Total	\$	178,002	\$	2,071,136	\$	336,352	\$	2,585,490
Other financial instruments*				<u></u>				<u></u>
Interest rate swaps	\$	_	\$	34,423	\$		\$	34,423

^{*}Other financial instruments are interest rate swap derivatives classified as liabilities, which are not reflected in the total investments in the consolidated statements of net assets available for benefits.

Fair Value Measurements as of June 30, 2010

	Quoted Prices in Active Markets for Identical Assets (Level 1)		Significant Other Observable Inputs (Level 2)		Uno	gnificant observable Inputs Level 3)	Total	
Common stocks:								
Consumer nondurables	\$	20,512	\$	-	\$	-	\$	20,512
Technology		17,669		-		-		17,669
Materials and services		11,218		-		-		11,218
Financial services		8,925		-		-		8,925
Utilities		5,808		-		-		5,808
Energy		5,010		-		-		5,010
Capital goods and services		4,203						4,203
Total common stocks		73,345						73,345
Corporate debt securities:								
AAA credit rating		-		34,521				34,521
AA credit rating		-		109,080				109,080
A credit rating		-		428,945		36,556		465,501
BBB credit rating		-		170,527				170,527
Below BBB credit rating		-		14,641				14,641
Not rated				56,828				56,828
Total corporate debt securities				814,542		36,556		851,098
U.S. government securities		106,558		171,061				277,619
Limited partnerships**		100,338		171,001		89,325		89,325
Preferred stock		_		_		1,203		1,203
Common collective trust funds - equity		_		292,191		52,875		345,066
Common collective trust funds - fixed income		_		437,902		-		437,902
Common collective trust funds - short term		_		172,584		_		172,584
Real estate funds		_		_		27,130		27,130
Other investments		116		480		-		596
Total	\$	180,019	\$	1,888,760	\$	207,089	\$	2,275,868
Other financial instruments*								
Interest rate swaps	\$		\$	26,101	\$		\$	26,101

^{*}Other financial instruments are interest rate swap derivatives classified as liabilities, which are not reflected in the total investments in the consolidated statements of net assets available for benefits.

^{**}Private equity was previously termed limited partnerships.

The Plan's policy is to recognize all transfers between levels at the beginning of the reporting period. For the year ended June 30, 2011, there were no significant transfers in or out of Level 1, 2 or 3 with the exception of \$57,134 in corporate debt securities (ELN's) transferred from Level 2 to Level 3, due to changes in the ELN's observable valuation inputs. The following tables present a reconciliation of the beginning and ending balances of the fair value measurements using significant unobservable inputs (Level 3) for the year ended June 30, 2011. All transfers in and out of level 3 are recognized.

	_	Private Equity*	Real Estate Funds	De	rporate ebt Sec. ELN's)	CCT Equity	 eferred Stock	Total
Beginning balance — July 1, 2010	\$	89,325	\$ 27,130	\$	36,556	\$ 52,875	\$ 1,203	\$ 207,089
Realized gains		942	22		-	-	-	964
Unrealized gains (losses)		7,464	2,691		17,882	6,540	-	34,577
Purchases, issuances, and settlements		(3,973)	1,764		40,000	-	-	37,791
Transfers in and/or out of Level 3					57,134		(1,203)	55,931
Ending balance — June 30, 2011	\$	93,758	\$ 31,607	\$ 1	151,572	\$ 59,415	\$ 	\$ 336,352

^{*}Private equity was previously termed limited partnerships.

7. INVESTMENTS

For the year ended June 30, 2011, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$170,278 as presented in the consolidated statement of changes in net assets available for benefits as follows:

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Net change in appreciation (depreciation) in fair value of investments whose fair value was determined based on quoted market prices:

Common stocks	\$ 18,362
U.S. government securities	(365)
Net change in appreciation (depreciation) in fair value of investments	
whose fair value was estimated:	
Private equity	8,406
Preferred stocks	(23)
U.S. government securities	1,696
Corporate debt securities	21,881
Common collective trust funds - equity	98,191
Common collective trust funds - fixed income	24,737
Real estate funds	2,713
Interest rate swaps	(5,325)
Other investments	 5
Net change in appreciation in fair value of investments	\$ 170,278

The Plan's investments that represent five percent or more of net assets available for benefits as of June 30, 2011 and 2010 as follows:

	<u>2011</u>	<u>2010</u>
Blackrock Long Term Credit Bond Index Fund	\$181,029	\$170,109
State Street Long Term Credit Index Fund	152,940	143,136
Bank of New York Mellon Short Term	239,426	172,584

8. DERIVATIVES

Derivative financial instruments are used as hedging investments and to provide incremental income. The Plan holds equity linked notes covering a notional amount of \$160,000 and \$160,147 and an estimated fair value of \$176,165 and \$148,259 as of June 30, 2011 and 2010, respectively. An equity linked note consists of a discount fixed income instrument plus a longer term call option on an underlying equity market index, such as the Standard & Poor's 500. When the note matures, the Plan will receive the principal of the note plus the value of the option. If the value of the underlying equity market has appreciated, the option will appreciate commensurately. If the underlying equity market has not appreciated, the value of the option will be zero and the Plan will receive the maturity value of the note. At June 30, 2011, approximately 84% of the value of the equity linked notes was comprised of the discount fixed income instrument and 16% was comprised of the call option. At June 30, 2010, approximately 94% of the value of the equity linked notes was comprised of the discount fixed income instrument and 6% was comprised of the call option.

The Plan also holds interest rate swaps covering a notional amount of \$228,748 as of June 30, 2011 and 2010. The Plan utilizes the interest rate swaps to hedge interest rate exposure for a portion of its liabilities. The interest rate swap structure consists of one counterparty agreeing to pay a sequence of floating rate payments while receiving a series of fixed rate payments (based on the terms of a fixed income security). The swap cash flows are based off the notional amount. Since the Plan initiated the interest rate swaps in August 2008, the Plan has been a receive-fixed and pay-floating counterparty. The net market value of the fixed and floating positions of the interest rate swaps was (\$34,423) and (\$26,101) as of June 30, 2011 and 2010, respectively and is included in the statements of changes in net assets available for benefits. United States treasury and United States agency securities, in the amount of \$35,436, and \$27,615 are held by counterparties to fully collateralize the net swap position as of June 30, 2011 and June 30, 2010 respectively.

As a result of the use of derivative contracts, the Company is exposed to the risk that counterparties will fail to fulfill their contractual obligations. To mitigate such counterparty risk, the derivative contracts are backed by the investment-grade credit ratings of several major financial institutions. In addition, the interest rate swaps follow the guidelines of the International Swaps and Derivatives Association ("ISDA") agreement. Counterparty credit risk is evaluated in determining the fair value of derivative instruments.

The following tables summarizes the Plan's use of derivatives and the effect on the consolidated statements of net assets available for benefits as of June 30, 2011 and 2010, respectively, and the consolidated statement of changes in net assets available for benefits for the year ended June 30, 2011.

Fair Value of Derivative Instruments as of June 30, 2011

	Consolidated Statements of Net Assets Available for Benefits	Asset Derivatives	Liability Derivatives	Total
Interest rate swap contracts	Liabilities— Interest rate swaps	\$ 194,325	\$ (228,748)	\$ (34,423)
Equity linked notes	Assets— Investments - at estimated fair value	176,165		176,165
Total derivatives		\$ 370,490	\$ (228,748)	\$ 141,742

Fair Value of Derivative Instruments as of June 30, 2010

	Consolidated Statements of Net Assets Available for Benefits		Asset erivatives	Liability Derivatives	Total	
Interest rate swap contracts	Liabilities— Interest rate swaps	\$	202,647	\$ (228,748)	\$ (26,101)	
Equity linked notes	Assets— Investments - at estimated fair value		148,259		148,259	
Total derivatives		\$	350,906	\$ (228,748)	\$ 122,158	

Effect of Derivative Instruments on the Consolidated Statement of Changes in Net Assets Available for Benefits for the year ended June 30, 2011

	Consolidated Statements of Changes in Net Assets Available for Benefits		Realized Gain		Unrealized preciation preciation)	Total	
Interest rate swap contracts	Net change in appreciation (depreciation) in fair value of investments	\$	2,997	\$	(8,322)	\$	(5,325)
Equity linked notes Total derivatives	Net change in appreciation in fair value of investments	\$	824 3,821	\$	16,906 8,584	\$	17,730 12,405

9. EXEMPT PARTIES-IN-INTEREST TRANSACTIONS

Certain Plan investments are managed by BNY Mellon. BNY Mellon is the trustee of the Plan and, therefore, these transactions qualify as party-in-interest transactions. Investments managed by BNY Mellon which totaled \$310,109 and \$269,741 as of June 30, 2011 and 2010 respectively, are included in the consolidated statements of net assets available for benefits. Income earned on these investments was \$6,156 for the year ended June 30, 2011 and is included in Interest as shown in the consolidated statement of changes in net assets available for benefits. Fees paid by the Plan for investment management services of \$405 for the year ended June 30, 2011 are included in investment advisory services as shown in the consolidated statement of changes in net assets available for benefits. The board of directors of the Plan are comprised of executive officers of participating employers of the Plan and as such are participants in the Plan.

10. PLAN TERMINATION

The board of directors shall have the right to amend or terminate the Plan or trust agreement subject to the provisions set forth in ERISA, at any time in whole or in part, for any reason, and without the consent of any participating employer or participant, and each employer by its adoption of the Plan and Trust shall be deemed to have delegated this authority to the board of directors. No amendment, however, shall impair such rights of payment as the participant would have had, if such amendment had not been made, with respect to benefits accrued prior to such amendment. In the event that the Plan is terminated, the net assets of the Plan will be allocated for payment of benefits to the participants in an order of priority determined in accordance with ERISA, applicable regulations thereunder and the Plan document.

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

11. FEDERAL INCOME TAX STATUS

The Internal Revenue Service ("IRS") has determined and informed the Plan by letter dated December 5, 2007, that the Plan's Regulations and related trust are designed in accordance with the applicable sections of the IRC. The Regulations have been amended and restated since receiving the determination letter and the restatement has been submitted to the IRS. The Plan administrator and the Plan's tax counsel believe that the Plan's Regulations are designed and are currently being operated in compliance with the applicable requirements of the IRC and the Plan and related trust continue to be tax-exempt.

ASC 740, *Income Taxes*, requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of June 30, 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the consolidated financial statements. Therefore, no provision for income taxes has been included in the Plan's consolidated financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2008. However, the Plan could be open indefinitely to a Department of Labor ("DOL") audit.

12. CONSOLIDATED FINANCIAL STATEMENTS

The Plan's consolidated financial statements include the accounts of the Plan and PSI. Intercompany transactions and balances have been eliminated.

PSI is a full service retirement benefits consulting firm including plan design, compliance and administration, strategic consulting, actuarial services, and investment management to qualified and nonqualified plans. Fee income is recognized as services are performed. Income related to the operations of PSI in the amount of \$24,542 for the year ended June 30, 2011 is included in administrative and service income in the consolidated statement of changes in net assets available for benefits as presented herein.

Administrative expenses related to the operations of PSI totaled \$21,898 for the year ended June 30, 2011. PSI administrative expenses include payroll, other employee, professional, office and other expenses.

Non-interest bearing cash from PSI as presented on Form 5500, is included in other assets in the consolidated statements of net assets available for benefits in the amount of \$6,465 and \$6,363 as of June 30, 2011 and 2010, respectively.

On February 1, 2011, PSI completed its acquisition of Alliance Benefit Group Carolinas, LLC ("ABG") for approximately \$4.2 million. Management makes certain complex judgments with respect to its goodwill and intangible assets which are a direct result of PSI's acquisitions of ABG and the subsidiaries of Retirement System Group Inc. during the year ended June 30, 2009. These include assumptions and estimates used to determine the fair value of the amount reported. Fair value is determined using historical financial statements, financial projections, comparable company public findings, the purchase agreement, and other relevant company data. Goodwill totaled \$7,039 and \$3,700 and intangible assets, net of amortization totaled \$4,745 and \$3,718 as of June 30, 2011 and 2010, respectively, and are included on the consolidated statements of net assets available for benefits.

13. SUBSEQUENT EVENTS

Subsequent events were evaluated through April 12, 2012, which is the date the consolidated financial statements are available to be issued.

			date, rate of	stment including nterest, collateral,	(d) Cost	(e) Current value
	Cusip	par or ma	aturity value Maturity	Par Value		
	Cusip	Nate	ivialunty	rai vaiue		
FEDERAL FARM CR BKS CONS	CUS 31331X3S9	4.500%	17-Oct-1	2 355,000	379,850.00	373,87
FEDERAL HOME LN BK CONS BD	CUS 3133XXYX9	1.875%		,	6,219,327.14	6,202,17
FEDERAL HOME LN BK CONS BD	CUS 313374FE5	0.500%		, ,	1,070,000.00	1,068,73
FEDERAL HOME LN BKS	CUS 3133XSAE8	3.625%		, ,	367,535.94	378,89
FEDERAL HOME LN BKS	CUS 3133X1BV8	4.500%		,	123,337.50	124,79
FEDERAL HOME LN BKS	CUS 3133XKQX6	4.875%			451,960.94	485,82
FEDERAL HOME LN BKS DEB	CUS 3133XMQ87	5.000%	•		95,568.75	103,38
FEDERAL HOME LN MTG CORP	CUS 3128X9UH1	0.110%			2,498,100.00	2,499,87
FEDERAL HOME LN MTG CORP	CUS 3134A4HF4	5.500%			158,791.04	146,60
FEDERAL HOME LN MTG CORP	CUS 3134G1VH4	1.150%			1,276,642.10	1,273,08
FEDERAL HOME LN MTG CORP	CUS 3134G1VX9	0.800%		, ,	1,284,871.50	1,290,58
FEDERAL HOME LN MTG CORP	CUS 3134G1WH3	1.200%			975,526.50	975,56
FEDERAL HOME LN MTG CORP	CUS 3134G2NA6	0.600%			1,070,000.00	1,067,69
FEDERAL HOME LN MTG CORP	CUS 3137EACG2	1.375%			9,029,435.55	9,040,79
FEDERAL HOME LN MTG CORP	CUS 3134A4SA3	4.500%			231,393.75	228,47
FEDERAL HOME LN MTG CORP	CUS 3137EABP3	4.875%			106,781.25	113,65
FEDERAL HOME LN MTG CORP	CUS 3137EAAM1	5.000%			773,093.75	816,25
FEDERAL HOME LN MTG CORP	CUS 3134A4QD9	5.125%			153,212.50	147,09
FEDERAL HOME LN MTG CORP	CUS 3134A4QD9	5.250%			147,487.50	155,48
FEDERAL HOME LN MTG CORP		5.750%		,	966,328.13	901,24
FEDERAL HOME LN MTG CORP FEDERAL HOME LN MTG CORP DEB	CUS 3134A4JT2	4.500%			,	
	CUS 3134A4UM4				252,037.50	256,96
FEDERAL JUDICIARY OFFICE BUILDING	CUS 313490BW3	0.000%			1,074,779.22	7,163,85
FEDERAL JUDICIARY OFFICE BUILDING	CUS 313490CD4	0.000%			857,633.23	6,091,83
FEDERAL NATL MTG ASSN	CUS 3135G0AK9	0.750%			2,640,926.70	2,658,67
FEDERAL NATL MTG ASSN	CUS 31398AUU4	2.000%		, ,	2,367,120.11	2,385,09
FEDERAL NATL MTG ASSN	CUS 31398A2S0	1.000%			7,035,718.26	7,076,16
FEDERAL NATL MTG ASSN	CUS 31398A3L4	1.125%			886,725.75	894,99
FEDERAL NATL MTG ASSN	CUS 31398A4Q2	1.000%		, ,	1,067,504.88	1,067,49
FEDERAL NATL MTG ASSN	CUS 31398AVZ2	2.750%			188,812.50	199,86
FEDERAL NATL MTG ASSN	CUS 31359MRK1	4.625%	,		135,209.10	138,7
FEDERAL NATL MTG ASSN	CUS 31359MA45	5.000%			190,914.06	198,10
FEDERAL NATL MTG ASSN	CUS 31359MFJ7	7.125%		,	289,584.38	306,02
FEDERAL NATL MTG ASSN	CUS 31359MFP3	7.250%			262,079.69	276,24
FEDERAL NATL MTG ASSN M/T/N	CUS 31359MRG0	4.375%			348,968.75	346,6
FICO STRIPS INT PMT ON 10%	CUS 31771CCF0	0.000%			771,282.00	5,047,8
FICO STRIPS INT PMT ON 9.6%	CUS 31771C2B0	0.000%	5 27-Jun-1	6 3,000,000	389,880.00	2,683,17
FICO STRIPS INT PMT ON 9.8%	CUS 31771CC45	0.000%	5 30-May-1	7 165,000	19,846.00	141,16
FICO STRIPS INT PMT ON 9.8%	CUS 31771CEY7	0.000%	5 30-May-1	7 909,000	109,334.52	777,70
FICO STRIPS INT PMT ON 9.9%	CUS 31771CS55	0.000%	6-Jun-1	5 1,107,000	157,194.00	1,032,48
FINANCE COMPANY	CUS 31771CS71	0.000%	6-Jun-1	6 10,500,000	888,930.00	9,415,45
FINANCE COMPANY	CUS 317705AA9	10.700%	6-Oct-1	7 2,000,000	2,162,500.00	2,921,52
FINANCE COMPANY	CUS 317705AC5	9.800%	30-Nov-1	7 10,000,000	9,937,500.00	14,157,80
FINANCE COMPANY	CUS 31771EAM3	0.000%	6-Dec-1	8 6,200,000	487,382.00	4,937,74
ISRAEL ST	CUS 465138ZR9	7.250%	28-Dec-1	5 2,800,000	2,669,436.00	3,258,19
ISRAEL ST U S GOVT GTD NTSZERO CPN GTD NTS CL 3-	Z CUS 465139EA7	0.000%	5 15-Aug-1	4 6,251,000	1,275,016.47	6,006,33
ISRAEL ST US GOVT NTS	CUS 465139CS0	0.000%			1,389,124.00	4,395,60
ISRAEL STATE OF AID	CUS 465139DY6	0.000%			2,706,000.88	12,003,16
ISRAEL STATE OF AID	CUS 465139DQ3	0.000%	U		1,935,063.00	10,503,3
RESOLUTION FDG CORP	CUS 761157AD8	8.875%			994,010.00	1,417,18
RESOLUTION FDG CORP SER A	CUS 76116EBY5	0.000%			154,299.86	986,33
STATE OF ISRAEL	CUS 465139NS8	0.000%			2,261,700.00	6,901,79
TENNESSEE VALLEY AUTH	CUS 880591DW9	4.750%			155,325.45	157,12
U S TREASURY BOND	CUS 912810FB9	6.125%		,	149,335.94	158,04
U S TREASURY BONDS	CUS 912810FP8	5.375%			745,031.25	791,12
U S TREASURY BONDS	CUS 912810FM5	6.250%		,	367,078.11	387,09
U S TREASURY BONDS	CUS 912810EQ7	6.250%	,	,	892,851.53	951,44
U S TREASURY BONDS	CUS 912810DX3	7.500%			972,186.60	993,36
U S TREASURY BONDS	CUS 912810ET1	7.625%			326,025.00	341,8
U S TREASURY BONDS	CUS 912810E11	8.000%			1,072,548.40	1,124,8
				,		
U S TREASURY NOTE	CUS 912828LR9	1.375%			896,175.76	902,23
U S TREASURY NOTE	CUS 912828MN7	1.375%			18,571,362.21	18,733,19
U S TREASURY NOTE	CUS 912828NN6	1.000%			25,256,226.64	25,407,23
U S TREASURY NOTE	CUS 912828PB0	0.500%			1,984,303.58	1,996,88
U S TREASURY NOTES UNITED STATES TREAS NT	CUS 912828HM5	3.625%			375,440.90	372,32
	CUS 912828QH6	1.250%	5 15-Feb-1	4 17,685,000	17,877,430.07	17,944,79

(a)				ate, rate of in	tment including terest, collateral,	(d) Cost	(e) Current value	
		0		urity value	Des Vales			
	UNITED STATES TREAS NTS	Cusip CUS 912828KG4	Rate 1.375%	Maturity 15-Mar-12	Par Value 895,000	893,461.67	902,625.40	
	UNITED STATES TREASINTS UNITED STATES TREASINTS	CUS 912828JU5	1.750%	15-Mai-12	1,210,000	1,222,378.30	1,217,417.30	
	UNITED STATES TREAS NTS	CUS 912828KF6	1.875%	28-Feb-14	, ,	414,109.38	438,247.25	
	UNITED STATES TREAS NTS	CUS 912828JT8	2.000%	30-Nov-13	,	123,242.19	129,160.00	
	UNITED STATES TREAS NTS	CUS 912828JK7	3.125%	31-Aug-13		994,349.95	1,014,076.80	
	UNITED STATES TREAS NTS	CUS 912828JM3	3.125%	30-Sep-13	965,000	998,322.61	1,020,786.65	
	UNITED STATES TREAS NTS	CUS 912828JG6	3.375%	31-Jul-13		816,562.50	827,104.20	
	UNITED STATES TREAS NTS	CUS 912828HR4	3.500%	15-Feb-18	,	843,359.38	911,956.50	
	UNITED STATES TREAS NTS	CUS 912828JR2	3.750%	15-Nov-18	,	913,412.50	985,784.80	
	UNITED STATES TREAS NTS	CUS 912828CA6 CUS 912828JH4	4.000% 4.000%	15-Feb-14	745,000	796,684.38	809,256.25 490,403.35	
	UNITED STATES TREAS NTS UNITED STATES TREAS NTS	CUS 912828BH2	4.000%	15-Aug-18 15-Aug-13		455,916.38 669,259.00	669,215.60	
	UNITED STATES TREAS NTS	CUS 912828EE6	4.250%	15-Aug-15		690,001.65	720,032.85	
	UNITED STATES TREAS NTS	CUS 912828DC1	4.250%	15-Nov-14		548,409.38	564,865.80	
	UNITED STATES TREAS NTS	CUS 912828EW6	4.500%	15-Feb-16		81,000.00	84,826.50	
	UNITED STATES TREAS NTS	CUS 912828FU9	4.500%	30-Sep-11	1,080,000	1,156,701.60	1,091,977.20	
	UNITED STATES TREAS NTS	CUS 912828GA2	4.500%	30-Nov-11	220,000	236,275.60	224,021.60	
	UNITED STATES TREAS NTS	CUS 912828GH7	4.625%	15-Feb-17	,	811,462.50	855,765.00	
	UNITED STATES TREAS NTS	CUS 912828HA1	4.750%	15-Aug-17		1,065,443.75	1,127,156.80	
	UNITED STATES TREAS NTS	CUS 912828GW4	4.875%	30-Jun-12		1,094,218.70	1,046,130.00	
	UNITED STATES TREAS NTS UNITED STATES TREAS NTS	CUS 9128277B2	5.000%	15-Aug-11	690,000	745,041.30	694,257.30	
		CUS 912828FF2	0.051	15-May-16		334,806.00	348,657.00	
	TOTAL US GOVERNMENT SECURITIES				233,251,000	158,831,496.86	229,476,905.55	
	144A ELEC DE FRANCE (EDF)	CUS 268317AB0	6.500%	26-Jan-19	5,000,000	5,755,000.00	5,844,250.00	
	ALLY FINANCIAL INC (formerly GMAC)	CUS 36186CAD5	0.000%	1-Dec-12		4,720.00	37,400.00	
	ALTRIA GROUP INCNT	CUS 02209SAJ2	9.250%	6-Aug-19		5,538,500.00	6,519,750.00	
	ALTRIA GRP 9.7%	CUS 02209SAD5	9.700%	10-Nov-18		5,273,800.00	5,256,480.00	
	ANR PIPELINE CO DEB ANR PIPELINE CO DEB	CUS 001814AQ5 CUS 001814AR3	7.375% 9.625%	15-Feb-24	1,440,000	1,587,096.00	1,721,260.80 16,380,378.80	
	APACHE CORP NT	CUS 001614AR3	6.250%	1-Nov-21 15-Apr-12	11,590,000 8,450,000	16,380,523.50 8,940,015.50	8,818,166.50	
	ASIAN DEVELOPMENT BANK	CUS 045167BN2	5.500%	27-Jun-16		86,931.20	93,299.20	
	ASSOC CORP NA SR DEB	CUS 046003JU4	6.950%	1-Nov-18		5,075,200.00	5,640,650.00	
	ASTRAZENECA PLC	CUS 046353AD0	6.450%	15-Sep-37	70,000	77,235.90	81,223.80	
	ATLANTIC RICHFIELD	CUS 048825AZ6	9.125%	1-Aug-31	2,500,000	2,567,450.00	3,231,100.00	
	BANC ONE CORP SUB	CUS 059438AH4	7.625%	15-Oct-26		3,878,010.00	3,567,270.00	
	BANK AMER CORP MEDIUM TERM NTS	CUS 06050BAA9	3.125%	15-Jun-12	,	547,505.90	544,490.20	
	BANK AUSTRIA	CUS 060587AB8	7.250%	15-Feb-17		8,442,400.00	9,323,040.00	
	BANK OF AMERICA BANK OF AMERICA CORP (CB NATIONSBK)	CUS 060505DA9 CUS 638585AP4	5.420% 7.250%	15-Mar-17 15-Oct-25	, ,	4,549,850.00 5,626,350.00	5,100,800.00 5,368,700.00	
	BANK SMITHTOWN N Y	CUS 065023AB9	11.000%	2-Jul-19		7,739,255.72	8,435,000.00	
	BARCLAYS BANK PLC PRIN PROT NT S&P 500 MAT	CUS 06740JZJ2		9-Mar-15		10,000,000.00	10,895,000.00	
	BARCLYS ASIAN EQUI BASKET & REL CURR	CUS 06738KGC9		12-Apr-16		5,000,000.00	4,705,500.00	
	BARCLYS BK EMERG MKTS ELN DUE	CUS 06740PHQ2		26-May-16		10,000,000.00	10,109,000.00	
	BARCLYS NIKKEI 225 IDX & JAP YEN ELN	CUS 06738KGD7		12-Apr-17		5,000,000.00	4,733,500.00	
	BEAR STEARNS CO	CUS 07385TAJ5	5.700%	15-Nov-14	-,,	3,332,350.00	3,865,645.00	
	BELLSTH CAP	CUS 079857AH1	7.875%	15-Feb-30		12,518,100.00	12,330,200.00	
	BLACKSTONE BNP PARIBAS	CUS 09256BAB3 CUS 05567LT31	5.875%	15-Mar-21	5,000,000	5,000,000.00	5,006,050.00	
	BRITISH TELECOMMUNICATIONS	CUS 05567L131	5.000% 9.875%	15-Jan-21 15-Dec-30	5,000,000 10,325,000	4,977,250.00 13,996,451.10	5,027,050.00 14,183,762.25	
	BURLINGTON NORTHN	CUS 12189TBB9	7.000%	1-Feb-14		8,651,360.00	9,107,040.00	
	CANADIAN PAC LTD	CUS 136440AL8	9.450%	1-Aug-21		1,424,060.81	1,720,925.00	
	CB MERCK & CO	CUS 589331AE7	5.950%	1-Dec-28		5,116,400.00	5,622,900.00	
	CITIBANK N A FDIC GTD TLGP	CUS 17314JAG8	1.875%	4-Jun-12	,	328,472.10	334,867.50	
	CITICORP 1999-1 A-2	CUS 17305BAB7	8.040%	15-Dec-19		11,411,500.00	11,959,400.00	
	COLUMBIA FIN	CUS 197641AA1	8.090%	15-Oct-11	1,000,000	1,035,000.00	1,002,500.00	
	COMCAST CABLE (FORMERLY AT&T BRDBD CP)	CUS 00209TAB1	9.455%	15-Nov-22		5,808,300.00	6,955,700.00	
	COMMONIAL THEO	CUS 879240AQ2	10.125%	15-Apr-22		5,715,850.00	6,915,700.00	
	COMMONWLTH ED CONOCOPHILLIPS AUSTR	CUS 202795HS2 CUS 20825RAB7	6.150% 5.500%	15-Sep-17 15-Apr-13		3,369,900.00 5,205,050.00	3,472,020.00 5,409,850.00	
	CONOCOPHILLIPS INC	CUS 20825CAM6	4.400%	15-Apr-13		2,898,726.30	3,107,530.14	
	CONTINENTAL AIR	CUS 210805DD6	7.707%	2-Oct-22		5,177,174.48	5,354,379.35	
	COUNTRYWIDE	CUS 222372AJ3	6.250%	15-May-16		3,771,337.50	5,046,743.98	
	CSX TRANS INC	CUS 126410LK3	9.750%	15-Jun-20		1,518,940.08	2,096,705.52	
			0.1.0070					

(b) Identity of issuer, borrower, lessor or similar party		(c) Description of investment including maturity date, rate of interest, collateral,			(d) Cost	(e) Current value
		par or mat	turity value			
	Cusip	Rate	Maturity	Par Value		
DAYTON HUDSON	CUS 239753BC9	9.875%	1-Jul-20	6,275,000	6,724,852.75	8,918,15
DEERE & CO	CUS 244199BB0	6.950%	25-Apr-14		113,171.87	115,92
DELL COMPUTER	CUS 247025AE9	7.100%	15-Apr-28		5,969,000.00	5,767,40
DEUTSCHE BANK (FORMERLY BANKERS TRUST NY COF		7.250%	15-Oct-11		1,041,400.00	1,017,87
DUKE ENERGY CORP	CUS 264399DK9	6.000%	1-Dec-28			5,412,80
		6.000%	1-Dec-20		5,291,000.00	
EAFE Capl Prot MS GLBL MED TERM NT SER F DUE 2/27/				10,000,000	11,747,000.00	11,383,00
EDF RC	CUS 26835PAB6	6.000%	2-Feb-18		5,160,400.00	4,626,30
ELI LILLY & CO	CUS 532457AZ1	5.500%	15-Mar-27	5,000,000	4,902,300.00	5,382,9
ELI LILLY	CUS 532457AM0	7.125%	1-Dec-25		3,861,780.00	3,772,23
EUROPEAN INVT BK	CUS 298785EG7	5.125%	30-May-17	310,000	330,909.50	356,0
FARMERS EXCHANGE	CUS 309588AC5	7.050%	15-Jul-28	10,000,000	8,093,200.00	10,300,20
GCB 144A OIL CSLTY	CUS 677788AA9	8.000%	15-Sep-34	5,000,000	5,000,000.00	4,633,7
GENERAL AMERICAN LIFE	CUS 368770AA1	7.625%	15-Jan-24		8,345,100.00	11,949,20
GENERAL ELEC CAP	CUS 36962GXZ2	6.750%	15-Mar-32		8,678,000.00	8,888,4
GENL ELECTR	CUS 36962G3U6	5.625%				
			1-May-18		4,833,407.89	5,468,60
GENWORTH LIFE INSTL FDG TR RESTR	CUS 37251EAE7	5.875%	3-May-13		4,431,250.00	5,276,50
GLOBALSANTAFE NT	CUS 37943TAB4	5.000%	15-Feb-13		4,997,200.00	5,273,30
GOLDMAN SACHS	CUS 38141GES9	5.950%	15-Jan-27		4,749,850.00	4,901,2
GOLDMAN SACHS GROUP INC/THE	CUS 38146FAK7	2.150%	15-Mar-12	700,000	708,022.00	709,5
GOLDMAN SACHS INC	CUS 38141GBU7	6.600%	15-Jan-12	600,000	645,288.00	618,5
GRUPO TLVISA	CUS 40049JAV9	6.625%	18-Mar-25	,	11,855,000.00	11,033,1
GS ISHARES MSCI EMERG MKTS IDX ELN	CUS 38143UVT5		13-Jun-17		10,000,000.00	9,877,2
GS S&P 500 ELN INTL	CUS 38143UHT1		20-Apr-15		25,000,000.00	26,835,2
GS S&P 500 IDX ELN	CUS 38143UVS7		13-Jun-16		10,000,000.00	10,020,7
	CUS 38143ULL3					10,848,9
GS SPX ELN MAT		0.5000/	29-Jul-15		10,000,000.00	
GTE SOUTHWEST INC	CUS 362338AQ8	8.500%	15-Nov-31		3,564,600.00	3,763,3
HANCOCK JOHN MUT LIFE	CUS 41020VAA9	7.375%	15-Feb-24		8,138,650.00	10,546,8
HARLEY DAVIDSN NT 144A	CUS 41283DAB9	6.800%	15-Jun-18		4,903,650.00	5,650,9
HONEYWELL INTL INC	CUS 438516AN6	6.125%	1-Nov-11	225,000	245,207.25	229,2
HYDRO-QUEBEC	CUS 448814DF7	9.375%	15-Apr-30	5,000,000	5,276,050.00	7,467,4
HYDRO-QUEBEC DEB	CUS 448814EJ8	8.050%	7-Jul-24	85,000	100,567.75	117,1
NTER AMER DEV BK	CUS 458182BV3	7.000%	15-Jun-25		3,761,507.40	4,171,0
NTER AMER DEV BK	CUS 4581X0AF5	3.500%	8-Jul-13		97,683.75	100,4
NTER-AMERICAN DEVEL BK	CUS 4581X0BD9	3.000%	22-Apr-14		159,550.00	169,3
NTERNATIONAL BK FOR RECON & DEV	CUS 459056JN8	0.000%	15-Feb-15		32,496.00	300,2
				,		
INTERNATIONAL BK FOR RECON & DEV	CUS 459056LD7	7.625%	44945		10,409,971.88	10,659,8
NTL BUS MACHS CORP DEB	CUS 459200AS0	6.500%	15-Jan-28		5,283,400.00	5,958,2
INTL BUS MACHS CORP DEB	CUS 459200AM3	7.000%	30-Oct-25	, ,	11,340,341.90	12,101,5
NTUIT INC	CUS 461202AA1	5.400%	15-Mar-12	5,000,000	4,949,650.00	5,156,4
TALY REPUBLIC OF	CUS 465410AH1	6.875%	27-Sep-23	5,450,000	4,543,765.66	6,167,7
JACKSON NATL LIFE	CUS 46849EAP2	4.700%	1-Jun-18	5,000,000	4,900,000.00	5,219,4
JEFFERIES GRP INC	CUS 472319AE2	6.450%	8-Jun-27	7,222,000	6,369,484.71	7,224,5
JOHN DEERE CAP	CUS 24422EQQ5	4.500%	3-Apr-13	8,000,000	7,935,600.00	8,509,2
JOHNSON & JOHNSON	CUS 478160AU8	5.150%	15-Jul-18		120,808.65	130,1
JP MORGAN CHASE	CUS 48121CYK6	6.000%	1-Oct-17		9,914,800.00	11,112,7
JP MORGAN CHASE JP MORGAN CHASE DJIA ELN	CUS 48124CAA1	3.000 /0	1-Feb-12	, ,	15,000,000.00	15,154,5
KEYBANK NA		2 2000/				
	CUS 49328CAA3	3.200%	15-Jun-12		1,043,722.00	1,028,0
KEYCORP	CUS 49326EEB5	6.500%	14-May-13		4,350,000.00	5,440,7
KOREA REP	CUS 50064FAD6	4.875%	22-Sep-14		222,446.25	243,5
KRAFT FOODS INC	CUS 50075NAH7	6.250%	1-Jun-12	,	80,139.04	77,6
KREDITANSTALT FUR	CUS 500769CU6	4.500%	16-Jul-18	125,000	127,223.75	138,3
KROGER CO SR NT	CUS 501044CH2	6.150%	15-Jan-20	5,000,000	4,982,650.00	5,759,1
_ACLEDE GROUP	CUS 505588AY9	7.000%	1-Jun-29	5,000,000	5,812,500.00	5,474,7
MASS MUTUAL	CUS 575767AD0	7.500%	1-Mar-24		3,908,040.00	5,507,6
MERRILL LYNCH	CUS 59018YM40	5.450%	5-Feb-13		1,002,500.00	1,060,7
METLIFE INC	CUS 59156RAG3	5.000%	24-Nov-13	, ,	100,515.00	107,6
MINN MUTUAL SUPRLUS NT	CUS 604074AA2	8.250%	15-Sep-25			9,773,2
					11,332,423.05	
MMCAPS FDG SR NT 144A	CUS60686GAA7	8.030%	15-Jun-31	, ,	2,949,467.69	2,889,8
MOBIL CORP DEB	CUS 607059AT9	8.625%	15-Aug-21		313,238.40	331,3
MORGAN ST SR NT	CUS 61747YCE3	6.000%	28-Apr-15		12,779,091.00	12,683,6
MORGAN STANLEY	CUS 61757UAP5	2.250%	13-Mar-12	1,000,000	1,022,760.00	1,014,1
MORGAN STANLEY	CUS 61744YAD0	5.950%	28-Dec-17	4,000,000	3,519,671.22	4,300,20
MS RUSSELL 1000 GROWTH ELN	CUS 61746BCS3		11-Feb-13		25,000,000.00	29,102,5
NASD-100 INDEX TRUST 144A 93% PART INIT IDX	CUS 628908AB1		15-Jul-13		25,000,000.00	32,500,0
	200 0E00001 1D1			_5,555,566	_0,000,000.00	
NATIONAL CITY BK	CUS 63534PAC1	6.200%	15-Dec-11	2,040,000	1,632,000.00	2,089,93

(b) Identity of issuer, borrower, lessor or similar party		maturity da	ate, rate of in	tment including terest, collateral,	(d) Cost	(e) Current value
	Cusip	par or mat Rate	urity value Maturity	Par Value		
NEW ZEALAND GOVT	CUS 650162AP5	8.750%	1-Apr-16		3,617,058.25	4,572,961.2
NEWS AMER HLDGS	CUS 652478BC1	7.430%	1-Oct-26		10,228,500.00	11,624,100.0
NEWS AMERICA HOLDINGS	CUS 652478AH1	9.250%	1-Feb-13		4,484,304.00	4,947,756.0
NEXTEL COMMUNICATIONS INCSR SERIAL REDEEMABLE		7.375%	1-Aug-15		10,564,841.52	10,450,000.0
NORFOLK SOUTHERN	CUS 655855FA7	9.750%	15-Jun-20		2,097,583.92	2,893,571.2
NORFOLK SOUTHN CORP	CUS 655844AJ7	7.800%	15-May-27	2,177,000	2,655,047.43	2,822,262.8
NOVARTIS SECS INVT LTD	CUS 66989GAA8	5.125%	10-Feb-19		82,345.60	88,837.6
OCCIDENTAL PETE CORP.	CUS 674599BE4	9.250%	1-Aug-19		496,250.00	677,510.0
ORACLE BD GLBL	CUS 68402LAC8	5.250%	15-Jan-16		1,085,847.10	1,230,075.9
PACIFIC BELL DEB	CUS 694032AT0	7.125%	15-Mar-26		5,138,400.00	5,890,100.
PEPSI BOTTLING	CUS 713409AC4	7.000%	1-Mar-29		12,094,000.00	12,435,500.
PETRO CDA PFIZER INC	CUS 71644EAF9 CUS 717081DB6	7.000% 6.200%	15-Nov-28 15-Mar-19		5,581,964.95	5,368,028.
PPL ENERGY SUPPLY BD	CUS 69352JAG2	5.700%	15-Mai-19 15-Oct-15	,	99,620.10 1,890,460.00	105,277. 2,155,300.
PROCTER & GAMBLE CO	CUS 742718DN6	4.700%	15-Feb-19		130,936.00	143,460.
PROCTER & GAMBLE CO	CUS 742718DA4	4.950%	15-Aug-14	,	54,105.50	55,973.
PRU 7.245% GCB 144A	CUS 74438GAC5	7.245%	18-Dec-23		4,902,500.00	5,825,150.
RABOBANK NED 2.5%	CUS NAB65KDL9	2.500%	12-Dec-13		8,202,560.00	8,274,768.
RIO TINTO	CUS 767201AD8	7.125%	15-Jul-28		12,854,625.00	12,712,560.
ROYAL BK CDA MONTREAL QUE	CUS 780085LP9	5.650%	20-Jul-11	100,000	107,575.00	100,197
SANTANDER FINCL ISS LTD	CUS 802813AD7	7.250%	1-Nov-15		5,089,700.00	5,468,850
SEARIVER MARITIME FINANCIAL HOLDINGS	CUS 812293AB4	0.000%	1-Sep-12		252,500.00	1,966,874
SHELL INTL FIN B V	CUS 822582AF9	4.000%	21-Mar-14	,	192,091.05	199,171
SIEMENS FINANCR 144A	CUS 826200AD9	6.125%	17-Aug-26		11,619,970.00	12,453,980
SOCIETE GENER SOUTHERN CALIF EDISON CO	CUS 83367TAG4 CUS 842400ER0	3.500% 5.000%	15-Jan-16 15-Jan-14		9,892,500.00	9,889,800. 109,318.
SSARIS FUND	CUS 999G05908	5.000%	15-Jan-14	35,000,000	105,822.00 35,000,000.00	58,133,605
STATOIL ASA (FORMERLY NORSK HYDRO A S)	CUS 656531AC4	7.750%	15-Jun-23		116,246.00	129,358
STATOIL ASA (FORMERLY NORSK HYDRO A S)	CUS 656531AD2	7.150%	15-Nov-25	,	4,678,752.50	4,485,886
STATOILHYDRO ASA	CUS NA5525905	7.875%	9-Dec-22	-,,	15,069,750.00	15,512,040
TIME WARNER	CUS 88731EAF7	8.375%	15-Mar-23		11,319,400.00	12,695,500
TIME WARNER COMPANIES INC DEB	CUS 887315AM1	9.150%	1-Feb-23	5,000,000	5,912,049.28	6,727,750.
TIME WARNER INC DEB	CUS 887315BM0	6.950%	15-Jan-28	5,000,000	4,779,100.00	5,595,050
TORCHMRK CORP	CUS 891027AF1	7.875%	15-May-23	2,000,000	2,083,040.00	2,228,700.
TOTAL CAPITAL	CUS NAB1XFQV4		22-May-12		5,393,100.00	5,189,315
TRANSALTA CORP NT	CUS 89346DAC1	6.650%	15-May-18		5,989,740.00	6,864,600.
TRANSAMERICA FINL CORP	CUS 893502AP9	0.000%	1-Sep-12		262,507.70	2,169,739
TRANSCANADA PIPE	CUS 8935268Y2	7.125% 4.950%	15-Jan-19		5,922,500.00	6,127,600
U S BK NATL ASSN CINCINNATI MTN UNITED PARCEL SVC INC	CUS 90331HKP7 CUS 911312AJ5	6.200%	30-Oct-14 15-Jan-38		131,145.00 26,823.25	136,772. 28,857.
UNITED TECHNOLOGIES CORP	CUS 913017AT6	6.700%	1-Aug-28	,	52,937.00	60,269
UNUMPROVIDENT CORP.	CUS 903192AA0	6.750%	15-Dec-28		798,400.00	960,520
US BANCORP	CUS 91160HAA5	2.250%	13-Mar-12		1,022,966.00	1,014,250
VALE OVERSEAS LTD	CUS 91911TAH6	6.875%	21-Nov-36		72,729.00	81,434
VERIZON MARYLAND (FORMERLY CHESAPEAKE & POTO		8.300%	1-Aug-31		6,576,434.35	6,941,578
VERIZON NEW ENGLAND INC (FORMERLY NEW ENGLAND		7.875%	15-Nov-29		7,842,817.41	7,660,317
VODAFONE	CUS 92857TAH0	7.875%	15-Feb-30		19,252,050.00	19,283,400
VOTORANTIM OVERS	CUS 92908KAA3	7.750%	24-Jun-20	,,	2,521,875.00	2,818,750
WAL MART STORES	CUS 931142CN1	3.000%	13-Feb-14		2,955,216.00	3,051,902
WASTE MGT	CUS 902917AH6	7.000%	15-Jul-28		5,490,937.66	5,416,641
WELLS FARGO & CO	CUS 949744AA4	3.000%	9-Dec-11	1,000,000	1,037,106.00	1,012,460
XL CAPITAL	CUS 98372PAG3	6.375%	15-Nov-24	2,000,000	2,130,480.00	2,064,900
TOTAL CORPORATE DEBT INSTRUMENTS				816,248,264	857,356,080.01	947,586,709
CALIFORNIA ST		7.550%	1-Apr-39	75,000	74,636.25	85,827
TOTAL STATE AND MUNICIPAL SECURITIES				75,000	74,636.25	85,827
PREFERRED- FIRSTAR RLTY L L C CUM PFD RESTRNON	C33765A202			1,000	914,950.00	1,180,312
TOTAL PREFERRED				1,000	914,950	1,180,312
3M CO	CUS 88579Y101			400	28,690.00	37,940
AMERICAN EXPRESS CO	CUS 025816109			34,496	1,543,556.94	1,783,443

(b) Identity of issuer, borrower, lessor or similar party		maturity	date, rate of	estment including interest, collateral,	(d) Cost	(e) Current value
	Cusip	Rate	aturity value Maturity	Par Value		
AMGEN INC	CUS 031162100	rtate	iviaturity	15,758	872,306.85	919,479
AMPHENOL CORP	CUS 032095101			21,633	1,158,806.15	1,167,965
APPLE INC	CUS 037833100			13,950	1,844,246.45	4,682,596
AVON PRODUCTS INC	CUS 054303102			61,133	1,525,760.94	1,711,724
BAXTER INTERNATIONAL INC	CUS 071813109			17,072	949,282.93	1,019,027
BED BATH & BEYOND INC	CUS 075896100			25,860	1,094,985.53	1,509,448
CAMERON INTERNATIONAL CORP	CUS 13342B105			14,587	667,167.48	733,580
CB RICHARD ELLIS GROUP INC	CUS 12497T101			18,563	435,143.86	466,116
CHARLES SCHWAB CORP/THE	CUS 808513105			66,660	1,145,577.51	1,096,557
CME GROUP INC	CUS 12572Q105			6,179	1,844,926.81	1,801,734
COCA-COLA CO/THE	CUS 191216100			14,850	703,898.47	999,256
COSTCO WHOLESALE CORP	CUS 22160K105			29,743	1,464,734.78	2,416,321
CROWN CASTLE INTERNATIONAL COR	CUS 228227104			43,287	833,714.42	1,765,676
DANAHER CORP	CUS 235851102			22,920	901,942.26	1,214,530
DEVON ENERGY CORP	CUS 25179M103			12,340	1,108,885.39	972,51
ECOLAB INC	CUS 278865100			13,202	582,803.53	744,328
EMERSON ELECTRIC CO	CUS 291011104			22,272	1,278,264.00	1,252,80
EQUINIX INC	CUS 29444U502			8,545	807,809.27	863,21
FS BANCORP/LAGRANGE IN	CUS 30262T106			16,896	760,320.00	819,45
GILEAD SCIENCES INC	CUS 375558103			25,840	1,102,636.08	1,070,03
GOOGLE INC	CUS 38259P508			5,609	2,633,163.68	2,840,28
HALLIBURTON CO	CUS 406216101			34,546	1,153,010.20	1,761,84
INTERCONTINENTALEXCHANGE INC	CUS 45865V100			3,596	448,671.65	448,45
JOHNSON & JOHNSON LOWE'S COS INC	CUS 478160104 CUS 548661107			27,309	1,674,066.32	1,816,59
MARRIOTT INTERNATIONAL INC/DE	CUS 571903202			105,447 13,079	2,452,133.72 447,836.80	2,457,96 464,17
MASTERCARD INC	CUS 57636Q104			7,970	1,795,591.05	2,401,67
MCDONALD'S CORP	CUS 580135101			14,469	835,584.42	1,220,02
MERCK & CO INC	CUS 58933Y105			13,500	708,106.16	476,41
MICROSOFT CORP	CUS 594918104			83,170	2,291,327.22	2,162,42
MORGAN STANLEY	CUS 617446448			40,886	1,113,303.14	940,78
NATIONAL OILWELL VARCO INC	CUS 637071101			6,941	467,910.55	542,85
NETAPP INC	CUS 64110D104			34,214	1,510,033.16	1,805,81
NIKE INC	CUS 654106103			23,263	1,538,753.39	2,093,20
NORTHERN TRUST CORP	CUS 665859104			27,170	1,411,012.47	1,248,73
NVIDIA CORP	CUS 67066G104			29,546	666,090.87	470,81
OCCIDENTAL PETROLEUM CORP	CUS 674599105			10,010	782,785.46	1,041,44
ORACLE CORP	CUS 68389X105			85,200	1,574,611.07	2,803,93
PEPSICO INC/NC	CUS 713448108			46,780	2,252,811.91	3,294,71
PRAXAIR INC	CUS 74005P104			21,306	1,774,740.86	2,309,35
PROCTER & GAMBLE CO/THE	CUS 742718109			14,561	744,028.40	925,64
QUALCOMM INC	CUS 747525103			76,636	2,768,449.32	4,352,15
RAYTHEON CO	CUS 755111507			22,836	1,042,374.31	1,138,37
SALESFORCE.COM INC	CUS 79466L302			5,228	713,925.44	778,86
SCHLUMBERGER LTD	CUS 806857108			48,522	2,681,648.98	4,192,30
SOUTHWESTERN ENERGY CO	CUS 845467109			26,989	1,034,881.24	1,157,28
ST JUDE MEDICAL INC	CUS 790849103			39,220	1,458,294.93	1,870,00
STAPLES INC	CUS 855030102			118,652	2,537,180.78	1,874,70
TARGET CORP	CUS 87612E106			22,787	1,180,720.72	1,068,93
TEVA PHARMACEUTICAL INDUSTRIES	CUS 881624209			21,497	1,070,089.90	1,036,58
THERMO FISHER SCIENTIFIC INC	CUS 883556102			35,209	1,511,576.25	2,267,10
URBAN OUTFITTERS INC	CUS 917047102			23,196	722,294.69	652,96
VIACOM INC	CUS 92553P201			30,056	1,073,003.29	1,532,85
WESTERN UNION CO/THE	CUS 959802109			57,190	937,651.39	1,145,51
XILINX INC	CUS 983919101			77,195	2,017,069.34	2,815,30
YUM! BRANDS INC	CUS 988498101			8,980	378,956.89	496,05
TOTAL EQUITY- Common Stocks				1,821,542	73,583,684.53	91,706,03
ARDEN ENDOWMENT ADVISORS COMMINGLED	CUS 999106693			210,360	23,986,005.81	30,111,46
BARLOW PARTNERS OFFSHORE LTD CL A	CUS 999G05783			23,354	25,000,000.00	43,462,59
IVY OFFSHORE SPV	CUS 999G05932			293	293,973.25	254,42
IVY RISING STARS OFFSHORE FD,CLASS A	CUS 999G05957			215,563	267,891.90	215,56
MS IFHF (Cayman) SPV LP				2,394,549	2,394,549.00	2,394,54
MORGAN STANLEY INSTIT CAYMAN FUND LP				8,288,000	8,217,467.46	11,545,26
VCFA PRIVATE EQUITY PARTNERS IV				3,232,892	3,579,416.00	3,232,89

(a)	(b) Identity of issuer, borrower, lessor or similar party		` '		stment including	(d) Cost	(e) Current value
					nterest, collateral,		
				urity value			
		Cusip	Rate	Maturity	Par Value		
	VCFA VENTURE PARTNERS III				2,541,593	3,172,539.92	2,541,593.03
	TOTAL PRIVATE EQUITY				16,906,604.05	66,911,843.34	93,758,351.98
	SENTINEL REAL ESTATE FUNDS	CUS 999178023			657	42,142,301.37	30,848,143.00
	MSREF DOMESTIC	CUS 99VVABVX9			758,952	1,002,982.10	758,952.00
	MSREF INTERNATIONAL	CUS 99VVABVW1			1	1,313,063.60	0.00
1	TOTAL REAL ESTATE FUNDS				759,610	44,458,347.07	31,607,095.00
	BARLOW PARTNERS GROUP TRUST				14,693,900	14,693,900.00	59,415,133.00
	BLACKROCK EAFE EQUITY INDEX FUND				459,443	56,059,991.54	83,865,586.61
	BLACKROCK EQUITY INDEX FUND				179,268	64,224,333.60	73,594,311.21
	BLACKROCK INT GOV'T/CREDIT BOND INDEX FUND				990,546	26,213,544.03	28,224,384.02
	BLACKROCK INT TERM CREDIT BOND INDEX FUND				1,169,443	49,989,391.22	51,291,479.52
	BLACKROCK LONG TERM CREDIT BOND INDEX FUND				3,367,101	137,270,967.27	181,028,861.43
	BLACKROCK RUSSELL 2000 EQUITY INDEX FUND				2,421,775	27,908,265.27	60,678,315.61
	BLACKROCK RUSSELL 1000 VALUE FUND				1,502,164	68,038,532.11	91,092,042.74
	SSGA S & P 500 FLAGSHIP				341,828	81,408,349.31	94,453,563.95
	SSGA 20+ YR US HIGH QUALITY CORP BOND INDEX FUNI	1			6,752,702	67,500,000.00	66,122,454.27
	ISSGA 5-20 YR US HIGH QUAL CORP BOND INDEX FUND	J			749,301	7,500,000.00	7,438,310.37
					,		, ,
	SSGA LONG CREDIT INDEX FUND	LINIVECTMENT FUR	ın		5,596,266	112,588,679.69	152,940,339.17
•	BANK OF NEW YORK MELLON COLLECTIVE SHORT TERM	IINVESIMENI FUI	ND		239,426,150	239,426,149.97	239,426,149.97
	TOTAL COMMON COLLECTIVE				38,223,737	713,395,954.03	1,189,570,931.87
	WILMINGTON TRUST CO RI CD		0.60	7/21/2011	1 100,000.00	100,000.00	100,000.00
	GE MONEY BANK UT CD		0.45	11/10/2011	1 100,000.00	100,000.00	100,000.00
	SAFRA NATL BK NEW YORK NY		0.40	2/21/2012	2 100,000.00	100,000.00	100,000.00
	SOVEREIGN BANK PA CD		0.45	3/9/2012	2 100,000.00	100,000.00	100,000.00
	AURORA BANK FSB CD		0.50	5/18/2012	2 100,000.00	100,000.00	100,000.00
	TOTAL CERTIFICATE OF DEPOSITS				500,000.00	500,000.00	500,000.00
1	PEOPLES UNITED BANK					17,714.63	17,714.63
	TOTAL INTEREST BEARING CASH					17,714.63	17,714.63
	TOTAL INVESTMENTS						2,585,489,877.99
	IRS PUS0003M	99QABKP25	2.381%	22-Dec-38	84,718,000	84,718,000.00	60,637,115.21
	IRS P US0003M	99QABKP17		22-Dec-38			, ,
	IRS_P US0003M	99QABKP41		22-Dec-23	. (- , -,,	97,500,000.00	86,273,264.03
	IRS P US0003M	99QABKP33		22-Dec-23	. , ,		
	IRS P USD-LIBOR 3M	99QABSK31	2.255%		. , , ,	46,530,000.00	47,414,177.95
	IRS P USD-LIBOR 3M	99QABSK23	2.255%	20-Apr-16			
	TOTAL INTEREST RATE SWAPS				0	0.00	(34,423,442.81)
	NET INVESTMENTS						2,551,066,435.18
l	* DADTY IN INTERECT						
	* PARTY-IN-INTEREST						

PENTEGRA DEFINED BENEFIT PLAN FOR FINANCIAL INSTITUTIONS Employer ID No.: 13-5645888 Plan No.: 333

FORM 5500, SCHEDULE H, PART IV, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS

FOR THE YEAR ENDED JUNE 30, 2011

(a) Identity of party involved	(b) Description of asset	(c) Purchase price	(d) Selling Price	(e) Lease Rental	Number of Transactions	(f) Expense incurred with transaction	(g) Cost of asset	(h) Current value of asset on transaction date	(i) Net gain or (loss)	
SINGLE TRANSACTIONS										
Bank of New York-Mellon	Short Term Investment Fund	117,404,106.19	-	-	1	-	-	117,404,106.19	-	
Bank of New York-Mellon	Short Term Investment Fund	•	212,136,184.99	-	1	-	212,136,184.99	212,136,184.99	-	
Bank of New York-Mellon	Short Term Investment Fund	209,818,221.16	-	-	1	-	-	209,818,221.16	-	
Bank of New York-Mellon	Short Term Investment Fund	209,634,733.81	-	-	1	-	-	209,634,733.81	-	
Bank of New York-Mellon	Short Term Investment Fund	•	209,818,221.16	-	1	-	209,818,221.16	209,818,221.16	-	
Bank of New York-Mellon	Short Term Investment Fund	-	118,202,005.08	-	1	-	118,202,005.08	118,202,005.08	-	
SERIES IN THE SAME SECURITY										
Bank of New York-Mellon	Short Term Investment Fund	1,359,767,849.24	-	-	416	-	-	1,359,767,849.24	-	
Bank of New York-Mellon	Short Term Investment Fund	-	1,292,926,011.74	-	314	-	1,292,926,011.74	1,292,926,011.74	-	