Pentegra Defined Benefit Plan for Financial Institutions

Employer ID No: 13-5645888
Plan Number: 333

Consolidated Financial Statements as of
June 30, 2012 and 2011, and for the
Year Ended June 30, 2012,
Supplemental Schedules as of and
for the Year Ended June 30, 2012, and
Independent Auditors' Report

PENTEGRA DEFINED BENEFIT PLAN FOR FINANCIAL INSTITUTIONS

TABLE OF CONTENTS

	Page
INDEPENDENT AUDITORS' REPORT	1
CONSOLIDATED FINANCIAL STATEMENTS:	
Consolidated Statements of Net Assets Available for Benefits as of June 30, 2012 and 2011	2
Consolidated Statement of Changes in Net Assets Available for Benefits for the Year Ended June 30, 2012	3
Notes to Consolidated Financial Statements as of June 30, 2012 and 2011 and for the Year Ended June 30, 2012	4–19
SUPPLEMENTAL SCHEDULES:	20
Form 5500, Schedule H, Part IV, Line 4i — Schedule of Assets (Held at End of Year) as of June 30, 2012	21–25
Form 5500, Schedule H, Part IV, Line 4j — Schedule of Reportable Transactions for the Year Ended June 30, 2012	26

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.

Deloitte.

Deloitte & Touche LLP
Two World Financial Center
New York, NY 10281-1414
USA

Tel: +1 212 436 2000
Fax: +1 212 436 5000
www.deloitte.com

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, 2012 and 2011, and for the year ended June 30, 2012, 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, 2012 and 2011, and the changes in its financial status for the year ended June 30, 2012, 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 schedules are the responsibility of the Plan's management and were derived from and relate directly to the underlying accounting and other records used to prepare the consolidated financial statements. These schedules have been subjected to the auditing procedures applied in our audits of the consolidated financial statements and certain additional procedures, including comparing and reconciling such schedules 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, such schedules are fairly stated in all material respects in relation to the consolidated financial statements as a whole.

Deloitte & Touche LLP

April 12, 2013

PENTEGRA DEFINED BENEFIT PLAN FOR FINANCIAL INSTITUTIONS

CONSOLIDATED STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF JUNE 30, 2012 AND 2011
(IN THOUSANDS)

	2012	2011
ASSETS:		
Total investments at fair value	$ 2,819,242	$ 2,585,490
Accrued investment income	11,619	12,382
Accounts receivable	3,964	3,911
Employer contributions receivable	5,196	97,208
Receivables for securities sold, not yet settled	2,722	1,264
Goodwill and intangible assets	12,319	11,784
Other assets	14,827	10,099
Total assets	2,869,889	2,722,138
LIABILITIES:		
Accounts payable and other liabilities	21,106	18,375
Interest rate swaps	-	34,423
Payables for securities purchased, not yet settled	5,700	4,000
Total liabilities	26,806	56,798
NET ASSETS AVAILABLE FOR BENEFITS	$ 2,843,083	$ 2,665,340

See notes to consolidated financial statements.

PENTEGRA DEFINED BENEFIT PLAN FOR FINANCIAL INSTITUTIONS

CONSOLIDATED STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS FOR THE YEAR ENDED JUNE 30, 2012 (IN THOUSANDS)

ADDITIONS:	
Contributions	$ 189,406
Investment income / (loss):	
Net appreciation in fair value of investments	179,994
Interest	56,844
Dividends	1,998
Less:	
Administrative asset fee	(11,474)
Investment advisory services	(1,292)
Net investment income	226,070
Administrative and service income	44,911
Total additions	460,387
DEDUCTIONS:	
Benefit payments	188,504
Administrative expenses	42,166
Other	3,159
Total deductions	233,829
NET INCREASE	226,558
TRANSFER OF ASSETS:	
Transfers into the Plan	34
Transfers out of the Plan	(48,849)
TOTAL INCREASE IN NET ASSETS	177,743
NET ASSETS AVAILABLE FOR BENEFITS:	
Beginning of year	2,665,340
End of year	$ 2,843,083

See notes to consolidated financial statements.

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, 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. A subsequent revision (27th Revision) effective July 1, 2012, has been made available to participating employers by being posted on the Plan sponsor website. The Plan operates as a multiple employer plan under the Employee Retirement Income Security Act of 1974 ("ERISA") and the Internal Revenue Code ("IRC"). As such, all plan assets back all plan liabilities. 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 Notes 6,7 and 8) are exposed to various risks, such as interest rate, credit risk 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, 2012.

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 — In addition to 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 $278 in 2012 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, 2012 and 2011, net assets available for benefits included $11,546 and $9,941, 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 employer 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—The following accounting standards were effective and adopted for the fiscal year ended June 30, 2012.

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 a new disclosure requirement to provide Level 3 activity of purchases, sales, issuances, and settlements on a gross basis. This requirement was effective for fiscal years beginning after December 15, 2010. The adoption for fiscal year ended June 30, 2012, did not materially affect the Plan's consolidated financial statements.

New Accounting Standards Not Yet Effective

ASU No. 2011-04, Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and International Financial Reporting Standards ("IFRSs") — In May 2011, the FASB issued ASU No. 2011-04, which amends ASC 820, *Fair Value Measurements and Disclosures*. ASU 2011-04 also 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. Plan management has not determined the impact on the disclosures in the consolidated financial statements.

ASU 2011-11, Balance Sheet (ASC Topic 210): Disclosures about Offsetting Assets and Liabilities - In December 2011, the FASB issued ASU 2011-11. This update will require a reporting entity to present enhanced disclosures for financial instruments and derivative instruments that are offset or subject to master netting agreements or similar such agreements. This update is effective for annual reporting periods beginning on or after January 1, 2013. Plan management has not determined the impact on the update in the consolidated financial statements.

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 2012 actuarial valuation, the interest rates used for determining the minimum required contribution are based on the three segment yield rates for 2012 under the Moving Ahead for Progress in the 21st Century Act ("MAP-21") with 90%-110% corridors surrounding the 25 year average of the 24 month average segment rates as of September 30, 2011, as described in IRS Notice 2012-55. The rates are as follows:

Years	Rate
1-5	5.54 %
6-20	6.85 %
21+	7.52 %

- For the 2011 actuarial valuation, the interest rates used for determining the minimum required contribution were based on the three 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 %

- 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") as amended by MAP-21.

- 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, 2012. The rate used for this measurement as of July 1, 2011 also was 6.00%.

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, 2012 and 2011. For the 2010–2011 and 2011–2012 Plan years, participating employers had 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 $8,209 and $7,934 at June 30, 2012 and 2011, respectively. Pursuant to federal regulations, the interest rate credited to these contributions at June 30, 2012 and 2011, was 2.40% and 2.83%, 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 it 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, 2012 and 2011, is as follows:

	2012	2011
Vested benefits for:		
Retirees and beneficiaries currently receiving payments	$ 1,075,184	$ 995,637
Other participants	1,857,914	1,874,548
Total vested benefits	2,933,098	2,870,185
Non vested benefits	36,393	38,289
Total actuarial present value of accumulated plan benefits	$ 2,969,491	$ 2,908,474

The changes in the actuarial present value of accumulated plan benefits for the year ended June 30, 2012 is as follows:

Changes in accumulated plan benefits:	
Beginning of year	$ 2,908,474
Increase (decrease) during the year attributable to:	
Interest due to decrease in the discount period	168,762
Benefits paid	(188,504)
Withdrawn employers	(49,211)
Changes in benefits adopted by certain employers	(1,956)
Assumption changes	(40)
Benefits accumulated and actuarial experience	131,966
Net increase	61,017
End of year	$2,969,491

6. FAIR VALUE MEASUREMENTS

ASC 820, *Fair Value Measurements and Disclosures*, provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value, as follows: Level 1, which refers to securities valued using unadjusted 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.

Asset Valuation Techniques — Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs. The following is a description of the valuation methodologies used for assets at fair value. There have been no changes in the methodologies used at June 30, 2012 and 2011.

- Common stocks are valued at quoted prices in active markets.

- Corporate debt securities (excluding equity linked notes ["ELN's"]), interest rate swaps (see Note 8), and preferred stocks are valued by management based on information provided by BNY Mellon, using the following techniques: matrix pricing, market pricing, market corroborated pricing and inputs such as yield curves and indices.

- 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.

- Common collective trust funds ("Funds"), are valued at net asset value ("NAV"), which is calculated by the investment manager or sponsor of the Fund based on the fair value of the underlying assets of each 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. The Funds can be redeemed daily with 1–2 days' notice except for Barlow Partners Group Trust of $58,528 and $59,415 which can be redeemed annually with 60 days' notice as of June 30, 2012 and 2011, respectively. As of June 30, 2012 and 2011, the Plan had no unfunded commitments for the Funds.

- ELN's of $165,670 and $176,165 as of June 30, 2012 and 2011, respectively, 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. Payout of redemptions may be deferred up to 27 months at the discretion of the funds. As of June 30, 2012 and 2011, the Plan had reserve commitments of $1,183 and $1,368 respectively, which may or may not be called during the life of the investment.

- Private equity investments 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, 2012, $91,234 of these funds can be redeemed annually or quarterly with a 60–65 days' notice while $11,702 of these funds are not liquid subject to distributions by the fund manager. For the year ended June 30, 2011, $93,758 of these funds could be redeemed annually or quarterly with 60–65 days' notice while $0 of these funds were not liquid. There are various strategies employed including: private debt and equity investments, combining core long holdings of equities with short sales of stock or stock index options, event driven and other directional. As of June 30, 2012 and 2011, the Plan had remaining capital commitments for additional contributions to the limited partnerships totaling $53,013 and $500, 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, 2012 and 2011:

Fair Value Measurements as of June 30, 2012

	Quoted Prices in Active Markets for Identical Assets (Level 1)	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**	**Total**
Common stocks:				
Financial services	$ 21,043	$ -	$ -	$ 21,043
Materials and services	36	-	-	36
Total common stocks	21,079	-	-	21,079
Corporate debt securities:				
AAA credit rating	-	85,474	-	85,474
AA credit rating	-	129,768	-	129,768
A credit rating	-	368,207	137,113	505,320
BBB credit rating	-	224,386	-	224,386
Below BBB credit rating	-	39	-	39
Not rated	-	75,911	-	75,911
Total corporate debt securities	-	883,785	137,113	1,020,898
U.S. government securities	62,039	127,936	-	189,975
Private equity	-	-	102,936	102,936
Preferred stock	-	1,156	-	1,156
Common collective trust funds - equity	-	692,979	58,528	751,507
Common collective trust funds - fixed income	-	629,825	-	629,825
Common collective trust funds - short term	-	50,204	-	50,204
Real estate funds	-	-	40,516	40,516
Interest rate swaps*	-	6,472	-	6,472
Other investments	19	4,655	-	4,674
Total	$ 83,137	$ 2,397,012	$ 339,093	$ 2,819,242

*Interest rate swaps were previously classified as Other financial instruments - Interest rate swaps.

Fair Value Measurements as of June 30, 2011

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable 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	-	-	31,607	31,607
Other investments	18	586	-	604
Total	$ 178,002	$ 2,071,136	$ 336,352	$ 2,585,490
Other financial instruments*				
Interest rate swaps	$ -	$ 34,423	$ -	$ 34,423

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

The Plan's policy is to recognize all transfers between levels at the beginning of the reporting period. For the year ended June 30, 2012, there were no significant transfers in or out of Level 1, 2 or 3 with the exception of $19,986 in corporate debt securities (ELN's) transferred from Level 3 to Level 2, due to changes in the ELN's observable valuation inputs. 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 table presents 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, 2012 and 2011. All transfers in and out of level 3 are recognized.

Fair Value Measurements Using Significant Unobservable Inputs (Level 3)
June 30, 2012

	Private Equity	Real Estate Funds	Corporate Debt Sec. (ELN's)	CCT Equity	Total
Beginning balance - July 1, 2011	$ 93,758	$ 31,607	$ 151,572	$ 59,415	$ 336,352
Realized gains	1,347	3	-	-	1,350
Unrealized gains (losses)	(3,958)	6,258	5,527	(887)	6,940
Purchases	17,254	2,648	-	-	19,902
Issuances	-	-	-	-	-
Settlements	(5,465)	-	-	-	(5,465)
Transfers out of Level 3	-	-	(19,986)	-	(19,986)
Ending balance - June 30, 2012	$ 102,936	$ 40,516	$ 137,113	$ 58,528	$ 339,093
The amount of total gains or losses for the period included in changes in net assets attributable to the change in unrealized gains or losses related to assets still held at the reporting date	$ (4,010)	$ 6,258	$ 5,527	$ (887)	$ 6,888

Fair Value Measurements Using Significant Unobservable Inputs (Level 3)
June 30, 2011

	Private Equity	Real Estate Funds	Corporate Debt Sec. (ELN's)	CCT Equity	Preferred 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	7,464	2,691	17,882	6,540	-	34,577
Purchases, issuances, and settlements (net)	(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	$ 151,572	$ 59,415	$ -	$ 336,352

The following tables set forth a summary of the Plan's investments with a reported NAV at June 30, 2012 and 2011:

Fair Value Estimated Using Net Asset Value per Share
June 30, 2012

Investment	Fair Value	Unfunded Commitment	Redemption Frequency	Other Redemption Restrictions	Redemption Notice Period
Common collective trust funds-equity	$ 692,979	$ -	daily	None	1-2 days
Barlow Partners Group Trust	58,528	-	annual	None	60 days
Common collective trust funds-fixed income	629,825	-	daily	None	1-2 days
Private equity	91,234	-	annual, quarterly	None	60-65 days
NYLCAP, Highstar, Dyal	11,702	52,763	subject to distributions by fund manager	None	NA
Real estate funds	40,516	250	varies as per funds' cash flow availability	None	NA
Total	$ 1,524,784	$ 53,013			

Fair Value Estimated Using Net Asset Value per Share
June 30, 2011

Investment	Fair Value	Unfunded Commitment	Redemption Frequency	Other Redemption Restrictions	Redemption Notice Period
Common collective trust funds-equity	$ 403,684	$ -	daily	None	1-2 days
Barlow Partners Group Trust	59,415	-	annual	None	60 days
Common collective trust funds-fixed income	487,046	-	daily	None	1-2 days
Private equity	93,758	-	annual, quarterly	None	60-65 days
Real estate funds	31,607	500	varies as per funds' cash flow availability	None	NA
Total	$ 1,075,510	$ 500			

7. INVESTMENTS

For the year ended June 30, 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $179,994 as presented in the consolidated statement of changes in net assets available for benefits as follows:

Net change in appreciation (depreciation) in fair value of investments whose fair value was determined based on quoted market prices:	
Common stocks	$ (7,733)
U.S. treasuries	635
Net change in appreciation (depreciation) in fair value of investments whose fair value was estimated:	
Private equity	(2,611)
Preferred stocks	(24)
U.S. government securities	6,911
Corporate debt securities	36,357
Common collective trust funds - equity	7,356
Common collective trust funds - fixed income	91,937
Real estate funds	6,260
Interest rate swaps	40,895
Other investments	11
Net change in appreciation in fair value of investments	$ 179,994

The Plan’s investments that represent 5% or more of net assets available for benefits as of June 30, 2012 and 2011, as follows:

	2012	2011
Blackrock Long Term Credit Bond Index Fund	$ 191,772	$ 181,029
State Street Long Credit Index Fund	229,153	152,940
Bank of New York Mellon Short Term	*	239,426
Blackrock Russell 1000 Value Fund	149,472	*
State Street S&P 500 Flagship Fund	195,877	*

*These investments did not represent 5% of the Plan's net assets available for benefits.

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 $145,000 and $160,000 and an estimated fair value of $165,670 and $176,165 as of June 30, 2012 and 2011, respectively. An equity linked note consists of a discounted 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, 2012, approximately 83% of the equity linked notes was comprised of the discounted fixed income instrument and 17% was comprised of the call option. At June 30, 2011, approximately 84% of the value of the equity linked notes was comprised of the discounted fixed income instrument and 16% was comprised of the call option.

The Plan also holds interest rate swaps covering a notional amount of $228,748 as of June 30, 2012 and 2011. 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 $6,472 and ($34,423) as of June 30, 2012 and 2011, respectively, and is included in the consolidated statements of net assets available for benefits. United States treasury and United States agency securities, in the amount of $8,355 and $35,436, are held by counterparties to fully collateralize the net swap position as of June 30, 2012 and 2011, 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, 2012 and 2011, respectively, and the consolidated statement of changes in net assets available for benefits for the year ended June 30, 2012.

Fair Value of Derivative Instruments as of June 30, 2012

	Consolidated Statements of Net Assets Available for Benefits	Asset Derivatives	Liability Derivatives	Total
Interest rate swap contracts	Assets— Investments - at estimated fair value	$ 8,011	$ (1,539)	$ 6,472
Equity linked notes	Assets— Investments - at estimated fair value	165,670	-	165,670
Total derivatives		$ 173,681	$ (1,539)	$ 172,142

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	$ 884	$ (35,307)	$ (34,423)
Equity linked notes	Assets— Investments - at estimated fair value	176,165	-	176,165
Total derivatives		$ 177,049	$ (35,307)	$ 141,742

Effect of Derivative Instruments on the Consolidated Statement of Changes in Net Assets Available for Benefits for the year ended June 30, 2012

	Consolidated Statements of Changes in Net Assets Available for Benefits	Realized Gain	Net Unrealized Appreciation	Total
Interest rate swap contracts	Net change in appreciation in fair value of investments	$ -	$ 40,895	$ 40,895
Equity linked notes	Net change in appreciation in fair value of investments	-	4,505	4,505
Total derivatives		$ -	$ 45,400	$ 45,400

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 $111,012 and $310,109 as of June 30, 2012 and 2011, respectively, are included in the consolidated statements of net assets available for benefits. Income earned on these investments was $6,607 for the year ended June 30, 2012, 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 $334 for the year ended June 30, 2012, 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. In addition, investments held by the Plan of $6,223 and $8,364 as of June 30, 2012 and 2011, respectively, are fixed income securities backed by the Federal Home Loan Banking system. Some of the banks in this system are participating employers 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 twice since receiving the determination letter and the restatements have been submitted to the IRS. The initial restatement was submitted to the IRS on January 31, 2008. At such time, the IRS had placed a moratorium on issuing determination letters to defined benefit plans that have a pension equity feature. The Plan offers a pension equity feature. Although the moratorium supposedly has recently been lifted, the reason the IRS has not yet issued a determination letter to the Plan on the initial restatement is the pension equity feature. In accordance with the applicable filing cycle, a subsequent restatement of the Plan was timely submitted to the IRS on January 31, 2013. 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.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan 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 2009. 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 $29,533 for the year ended June 30, 2012, 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 $26,538 for the year ended June 30, 2012. 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 $7,545 and $6,465 as of June 30, 2012 and 2011, respectively.

Management makes certain complex judgments with respect to its goodwill and intangible assets which are a direct result of PSI's acquisitions of Alliance Benefit Group during the year ended June 30, 2011 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 $7,502 and $7,039 and intangible assets, net of amortization totaled $4,817 and $4,745 as of June 30, 2012 and 2011, respectively, and are included on the consolidated statements of net assets available for benefits.

PSI currently has a routine federal IRS tax examination in progress for the 2010 tax year. However, based on the status of this examination, the protocol of finalizing audits by the relevant taxing authority, and the possibility that PSI might challenge certain audit findings, at this time it is not possible to estimate the impact, if any, of this IRS audit in the accompanying consolidated financial statements.

13. SUBSEQUENT EVENTS

Subsequent events were evaluated through April 12, 2013, which is the date the consolidated financial statements are available to be issued. From July 2012 through October 2012, the Plan invested $113,872 into new private equity investments consistent with the Plan's investment and liquidity guidelines. Management determined there are no additional events requiring adjustments or disclosures in the financial statements.

* * * * * *

SUPPLEMENTAL SCHEDULES

PENTEGRA DEFINED BENEFIT PLAN FOR FINANCIAL INSTITUTIONS
EIN #13-5645888
PLAN #333

FORM 5500, SCHEDULE H, PART IV, LINE 4i — SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF JUNE 30, 2012

(a)	(b) Identity of Issuer, Borrower, lessor or Similar Party		(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, par or Maturity Value			(d) Cost	(e) Current Value
		Cusip	Rate	Maturity	Par Value		
	FEDERAL FARM CR BKS CONS	CUS 31331X3S9	4.500%	17-Oct-12	$ 355,000	$ 379,850.00	$ 359,480.10
*	FEDERAL HOME LN BK CONS BD	CUS 313373JR4	1.375%	28-May-14	3,000,000	3,077,100.00	3,060,690.00
*	FEDERAL HOME LN BK CONS BD	CUS 313379BN8	0.450%	15-May-14	1,000,000	1,000,000.00	999,360.00
*	FEDERAL HOME LN BK CONS BD	CUS 3133XXYX9	1.875%	21-Jun-13	1,040,000	1,070,877.52	1,056,276.00
*	FEDERAL HOME LN BKS	CUS 3133XSAE8	3.625%	18-Oct-13	355,000	367,535.94	370,083.95
*	FEDERAL HOME LN BKS	CUS 3133X1BV8	4.500%	16-Sep-13	115,000	123,337.50	120,807.50
*	FEDERAL HOME LN BKS	CUS 3133XKQX6	4.875%	17-May-17	425,000	451,960.94	507,352.25
*	FEDERAL HOME LN BKS DEB	CUS 3133XMQ87	5.000%	17-Nov-17	90,000	95,568.75	108,674.10
	FEDERAL HOME LN MTG CORP	CUS 3134G1VX9	0.800%	19-Apr-13	1,285,000	1,284,871.50	1,289,600.30
	FEDERAL HOME LN MTG CORP	CUS 3137EACV9	1.000%	27-Aug-14	2,500,000	2,527,997.50	2,533,975.00
	FEDERAL HOME LN MTG CORP	CUS 3134A4SA3	4.500%	15-Jan-13	215,000	231,393.75	219,906.30
	FEDERAL HOME LN MTG CORP	CUS 3137EABP3	4.875%	13-Jun-18	100,000	106,781.25	121,108.00
	FEDERAL HOME LN MTG CORP	CUS 3137EAAM1	5.000%	16-Feb-17	715,000	773,093.75	848,855.15
	FEDERAL HOME LN MTG CORP	CUS 3134A4QD9	5.125%	15-Jul-12	140,000	153,212.50	140,256.20
	FEDERAL HOME LN MTG CORP	CUS 3137EAAD1	5.250%	18-Apr-16	135,000	147,487.50	157,999.95
	FEDERAL HOME LN MTG CORP DEB	CUS 3134A4UM4	4.500%	15-Jan-14	235,000	252,037.50	249,906.05
	FEDERAL JUDICIARY OFFICE BUILDING	CUS 313490BW3	0.000%	15-Aug-16	8,265,000	1,074,779.22	7,744,718.25
	FEDERAL JUDICIARY OFFICE BUILDING	CUS 313490CD4	0.000%	15-Feb-20	8,615,000	857,633.23	7,269,078.55
	FEDERAL NATL MTG ASSN	CUS 3135G0AK9	0.750%	26-Feb-13	1,645,000	1,642,466.70	1,650,231.10
	FEDERAL NATL MTG ASSN	CUS 3135G0BJ1	1.125%	27-Jun-14	3,000,000	3,043,027.00	3,045,420.00
	FEDERAL NATL MTG ASSN	CUS 3135G0DW0	0.625%	30-Oct-14	2,100,000	2,099,073.35	2,109,303.00
	FEDERAL NATL MTG ASSN	CUS 3135G0FY4	0.750%	19-Dec-14	2,000,000	2,020,110.00	2,014,420.00
	FEDERAL NATL MTG ASSN	CUS 31398A2S0	1.000%	23-Sep-13	2,020,000	2,024,522.92	2,036,826.60
	FEDERAL NATL MTG ASSN	CUS 31398A3L4	1.125%	17-Sep-13	885,000	886,725.75	892,982.70
	FEDERAL NATL MTG ASSN	CUS 31398AVZ2	2.750%	13-Mar-14	190,000	188,812.50	197,708.30
	FEDERAL NATL MTG ASSN	CUS 31359MRK1	4.625%	1-May-13	130,000	135,209.10	134,622.80
	FEDERAL NATL MTG ASSN	CUS 31359MA45	5.000%	15-Apr-15	175,000	190,914.06	196,724.50
	FEDERAL NATL MTG ASSN	CUS 31359MFJ7	7.125%	15-Jan-30	230,000	289,584.38	360,476.70
	FEDERAL NATL MTG ASSN	CUS 31359MFP3	7.250%	15-May-30	205,000	262,079.69	327,276.35
	FEDERAL NATL MTG ASSN M/T/N	CUS 31359MRG0	4.375%	15-Mar-13	325,000	348,968.75	334,382.75
	FICO STRIPS INT PMT ON 10%	CUS 31771CCF0	0.000%	11-May-15	5,400,000	771,282.00	5,268,888.00
	FICO STRIPS INT PMT ON 9.6%	CUS 31771C2B0	0.000%	27-Jun-16	3,000,000	389,880.00	2,869,920.00
	FICO STRIPS INT PMT ON 9.8%	CUS 31771CC45	0.000%	30-May-17	165,000	19,846.00	154,291.50
	FICO STRIPS INT PMT ON 9.8%	CUS 31771CEY7	0.000%	30-May-17	909,000	109,334.52	850,005.90
	FICO STRIPS INT PMT ON 9.9%	CUS 31771CS55	0.000%	6-Jun-15	1,107,000	157,194.00	1,079,291.79
	FINANCE COMPANY	CUS 31771CS71	0.000%	6-Jun-16	10,500,000	888,930.00	10,055,640.00
	FINANCE COMPANY	CUS 317705AA9	10.700%	6-Oct-17	2,000,000	2,162,500.00	2,942,060.00
	FINANCE COMPANY	CUS 317705AC5	9.800%	30-Nov-17	10,000,000	9,937,500.00	14,329,600.00
	FINANCE COMPANY	CUS 31771EAM3	0.000%	6-Dec-18	6,200,000	487,382.00	5,486,814.00
	ISRAEL ST	CUS 465138ZR9	7.250%	28-Dec-15	2,800,000	2,669,436.00	3,387,804.00
	ISRAEL ST U S GOVT GTD NTSZERO CPN GTD NTS CL 3-Z DTD	CUS 465139EA7	0.000%	15-Aug-14	6,251,000	1,275,016.47	6,150,796.47
	ISRAEL STATE OF AID	CUS 465139DY6	0.000%	15-Aug-13	12,251,000	2,706,000.88	12,161,567.70
	ISRAEL STATE OF AID	CUS 465139DQ3	0.000%	15-Sep-22	16,650,000	1,935,063.00	13,086,400.50
	RESOLUTION FDG CORP	CUS 761157AD8	8.875%	15-Jul-20	1,000,000	994,010.00	1,540,000.00
	RESOLUTION FDG CORP SER A	CUS 76116EBY5	0.000%	15-Apr-13	1,000,000	154,299.86	995,495.00
	STATE OF ISRAEL	CUS 465139NS8	0.000%	15-May-13	7,000,000	2,261,700.00	6,966,820.00
	TENNESSEE VALLEY AUTH	CUS 880591DW9	4.750%	1-Aug-13	145,000	155,325.45	152,025.25
	U S TREASURY BOND	CUS 912810FB9	6.125%	15-Nov-27	125,000	149,335.94	188,886.25
	U S TREASURY BONDS	CUS 912810FP8	5.375%	15-Feb-31	675,000	745,031.25	983,603.25
	U S TREASURY BONDS	CUS 912810FM5	6.250%	15-May-30	300,000	367,078.11	473,532.00
	U S TREASURY BONDS	CUS 912810EQ7	6.250%	15-Aug-23	750,000	892,851.53	1,089,375.00
	U S TREASURY BONDS	CUS 912810DX3	7.500%	15-Nov-16	770,000	972,186.60	995,948.80
	U S TREASURY BONDS	CUS 912810ET1	7.625%	15-Feb-25	240,000	326,025.00	392,851.20
	U S TREASURY BONDS	CUS 912810EL8	8.000%	15-Nov-21	790,000	1,072,548.40	1,240,173.60
	U S TREASURY NOTE	CUS 912828PB0	0.500%	15-Oct-13	3,200,000	3,199,673.91	3,208,736.00
	U S TREASURY NOTE	CUS 912828PU8	0.500%	15-Nov-13	2,400,000	2,407,836.16	2,406,840.00
	U S TREASURY NOTE	CUS 912828PZ7	1.250%	15-Mar-14	3,000,000	3,062,767.86	3,047,220.00
	U S TREASURY NOTE	CUS 912828QH6	1.250%	15-Feb-14	4,185,000	4,240,926.20	4,247,607.60
	U S TREASURY NOTE	CUS 912828QS2	0.750%	15-Jun-14	3,550,000	3,583,816.01	3,579,394.00
	U S TREASURY NOTE	CUS 912828RV4	0.250%	15-Dec-14	3,500,000	3,488,976.57	3,490,970.00
	U S TREASURY NOTE	CUS 912828SE1	0.250%	15-Feb-15	5,400,000	5,374,437.92	5,380,992.00

(Continued)

PENTEGRA DEFINED BENEFIT PLAN FOR FINANCIAL INSTITUTIONS
EIN #13-5645888
PLAN #333

FORM 5500, SCHEDULE H, PART IV, LINE 4i — SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF JUNE 30, 2012

(a) (b) Identity of Issuer, Borrower, lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, par or Maturity Value				(d) Cost	(e) Current Value
	Cusip	Rate	Maturity	Par Value		
U S TREASURY NOTE	CUS 912828SP6	0.375%	15-Apr-15	4,500,000	4,501,421.33	4,496,850.00
U S TREASURY NOTES	CUS 912828HM5	3.625%	31-Dec-12	355,000	375,440.90	361,031.45
UNITED STATES TREAS NTS	CUS 912828KF6	1.875%	28-Feb-14	425,000	414,109.38	435,905.50
UNITED STATES TREAS NTS	CUS 912828JT8	2.000%	30-Nov-13	125,000	123,242.19	128,002.50
UNITED STATES TREAS NTS	CUS 912828JK7	3.125%	31-Aug-13	960,000	994,349.95	991,766.40
UNITED STATES TREAS NTS	CUS 912828JM3	3.125%	30-Sep-13	965,000	998,322.61	999,074.15
UNITED STATES TREAS NTS	CUS 912828JG6	3.375%	31-Jul-13	780,000	816,562.50	806,114.40
UNITED STATES TREAS NTS	CUS 912828HR4	3.500%	15-Feb-18	850,000	843,359.38	972,519.00
UNITED STATES TREAS NTS	CUS 912828JR2	3.750%	15-Nov-18	910,000	913,412.50	1,065,910.30
UNITED STATES TREAS NTS	CUS 912828CA6	4.000%	15-Feb-14	745,000	796,684.38	789,208.30
UNITED STATES TREAS NTS	CUS 912828JH4	4.000%	15-Aug-18	445,000	455,916.38	526,559.60
UNITED STATES TREAS NTS	CUS 912828BH2	4.250%	15-Aug-13	620,000	669,259.00	647,608.60
UNITED STATES TREAS NTS	CUS 912828EE6	4.250%	15-Aug-15	645,000	690,001.65	720,587.55
UNITED STATES TREAS NTS	CUS 912828DC1	4.250%	15-Nov-14	510,000	548,409.38	556,619.10
UNITED STATES TREAS NTS	CUS 912828EW6	4.500%	15-Feb-16	75,000	81,000.00	85,670.25
UNITED STATES TREAS NTS	CUS 912828GH7	4.625%	15-Feb-17	750,000	811,462.50	883,597.50
UNITED STATES TREAS NTS	CUS 912828HA1	4.750%	15-Aug-17	980,000	1,065,443.75	1,175,617.80
UNITED STATES TREAS NTS	CUS 912828FF2	5.125%	15-May-16	300,000	334,806.00	352,149.00
US TREASURY	CUSIP 912828SV3	1.750%	15-May-22	10,000,000	10,085,937.50	10,081,300.00
US TREASURY	CUSIP 912810QW1	3.000%	15-May-42	5,000,000	5,255,468.75	5,236,700.00
TOTAL US GOVERNMENT SECURITIES				186,693,000	114,839,814.22	189,974,843.66
144A ELEC DE FRANCE (EDF)	CUS 268317AB0	6.500%	26-Jan-19	5,000,000	5,755,000.00	5,884,900.00
AIG SUNAMERICA SR NT 144A	CUS 00139PAA6	6.900%	15-Mar-32	5,000,000	6,094,900.00	6,034,450.00
ALLY FINANCIAL INC (formerly GMAC)	CUS 36186CAD5	0.000%	1-Dec-12	4	4,720.00	39,350.00
ALTRIA GROUP INCNT	CUS 02209SAJ2	9.250%	6-Aug-19	5,000,000	5,538,500.00	6,946,450.00
ALTRIA GRP	CUS 02209SAD5	9.700%	10-Nov-18	4,000,000	5,273,800.00	5,535,080.00
ANR PIPELINE CO DEB	CUS 001814AQ5	7.375%	15-Feb-24	1,440,000	1,587,096.00	1,873,699.20
ANR PIPELINE CO DEB	CUS 001814AR3	9.625%	1-Nov-21	11,590,000	16,380,523.50	17,406,673.30
ASIAN DEVELOPMENT BANK	CUS 045167BN2	5.500%	27-Jun-16	80,000	86,931.20	94,583.20
ASSOC CORP NA SR DEB	CUSIP 046003JU4	6.950%	1-Nov-18	5,000,000	5,075,200.00	5,637,550.00
ASTRAZENECA PLC	CUS 046353AD0	6.450%	15-Sep-37	70,000	77,235.90	94,777.90
ATLANTIC RICHFIELD	CUS 048825AZ6	9.125%	1-Aug-31	2,500,000	2,567,450.00	3,683,100.00
BANC ONE CORP SUB	CUS 059438AH4	7.625%	15-Oct-26	3,000,000	3,878,010.00	3,709,200.00
BANK OF AMERICA	CUS 060505DA9	5.420%	15-Mar-17	5,000,000	4,549,850.00	5,177,200.00
BANK OF AMERICA CORP (CB NATIONSBK)	CUS 638585AP4	7.250%	15-Oct-25	5,000,000	5,626,350.00	5,238,600.00
BANK SMITHTOWN N Y	CUS 065023AB9	11.000%	2-Jul-19	7,000,000	7,739,255.72	7,910,000.00
BARCLAYS BANK PLC PRIN PROT NT S&P 500	CUS 06740JZJ2		9-Mar-15	10,000,000	10,000,000.00	11,423,000.00
BARCLYS ASIAN EQUI BASKET & REL CURR	CUS 06738KGC9		12-Apr-16	5,000,000	5,000,000.00	4,712,000.00
BARCLYS BK EMERG MKTS ELN	CUS 06740PHQ2		26-May-16	10,000,000	10,000,000.00	10,070,000.00
BARCLYS NIKKEI 225 IDX & JAP YEN ELN	CUS 06738KGD7		12-Apr-17	5,000,000	5,000,000.00	4,721,000.00
BEAR STEARNS CO	CUS 07385TAJ5	5.700%	15-Nov-14	3,500,000	3,332,350.00	3,787,315.00
BELLSTH CAP	CUS 079857AH1	7.875%	15-Feb-30	10,000,000	12,518,100.00	13,050,800.00
BERSHRE HATHAWAY	CUS 084664BQ3	4.250%	15-Jan-21	3,000,000	3,142,500.00	3,301,650.00
BLACKSTONE	CUS 09256BAB3	5.875%	15-Mar-21	7,000,000	7,090,580.00	7,306,600.00
BRITISH TELECOMMUNICATIONS	CUS 111021AE1	9.625%	15-Dec-30	10,325,000	13,996,451.10	15,528,077.25
BSCMC 2007-PW17 A3	CUS 07388QAC3	5.736%	11-Jun-50	1,938,000	2,037,095.39	2,026,256.52
BURLINGTON NORTHN	CUS 12189TBB9	7.000%	1-Feb-14	8,000,000	8,651,360.00	8,771,200.00
CAMP PENDLTON & QUANTICO 144A	CUS 134011AJ4	5.572%	1-Oct-50	5,820,000	6,023,700.00	5,887,104.60
CANADIAN PAC LTD	CUS 136440AL8	9.450%	1-Aug-21	1,250,000	1,424,060.81	1,780,487.50
CB MERCK & CO	CUS 589331AE7	5.950%	1-Dec-28	5,000,000	5,116,400.00	6,550,650.00
CITICORP 1999-1 A-2	CUS 17305BAB7	8.040%	15-Dec-19	10,000,000	11,411,500.00	11,633,600.00
COMCAST CABLE (FORMERLY AT&T BRDBD CP)	CUS 00209TAB1	9.455%	15-Nov-22	5,000,000	5,808,300.00	7,278,600.00
COMCAST CABLE (TELE-COMM DEB)	CUS 879240AQ2	10.125%	15-Apr-22	5,000,000	5,715,850.00	7,324,550.00
COMMONWLTH ED	CUS 202795HS2	6.150%	15-Sep-17	3,000,000	3,369,900.00	3,632,520.00
CONOCOPHILLIPS AUSTR	CUS 20825RAB7	5.500%	15-Apr-13	5,000,000	5,205,050.00	5,187,150.00
CONOCOPHILLIPS INC	CUS 20825CAM6	4.400%	15-May-13	2,913,000	2,898,726.30	3,012,653.73
CONTINENTAL AIR	CUS 210805DD6	7.707%	2-Oct-22	4,932,659	5,144,764.05	5,364,266.97
COUNTRYWIDE	CUS 222372AJ3	6.250%	15-May-16	4,789,000	3,771,337.50	4,984,391.20
CSFB 2004-C2 A2	CUS 22541SHT8	5.416%	15-May-36	5,000,000	5,382,812.50	5,320,050.00
CSFB 2005-C2 A3	CUS 225458RR1	4.691%	15-Apr-37	5,363,582	5,601,799.91	5,530,174.30
CSX TRANS INC	CUS 126410LK3	9.750%	15-Jun-20	1,512,000	1,518,940.08	2,123,876.16
CVS CORP	CUS 126650BJ8	6.250%	1-Jun-27	5,000,000	4,864,350.00	6,202,550.00
DEERE & CO	CUS 244199BB0	6.950%	25-Apr-14	100,000	113,171.87	111,162.00
DELL COMPUTER	CUS 247025AE9	7.100%	15-Apr-28	5,000,000	5,969,000.00	6,289,250.00
DUKE ENERGY CORP	CUS 264399DK9	6.000%	1-Dec-28	5,000,000	5,291,000.00	6,293,450.00
EAFE Capl Prot MS GLBL MED TERM NT SER F	CUS 617446J75		27-Feb-13	10,000,000	11,747,000.00	11,430,000.00
ELI LILLY & CO	CUS 532457AZ1	5.500%	15-Mar-27	5,000,000	4,902,300.00	6,245,850.00
ELI LILLY	CUS 532457AM0	7.125%	1-Dec-25	3,000,000	3,861,780.00	4,194,030.00
FARMERS EXCHANGE	CUS 309588AC5	7.050%	15-Jul-28	10,000,000	8,093,200.00	11,477,700.00

(Continued)

PENTEGRA DEFINED BENEFIT PLAN FOR FINANCIAL INSTITUTIONS
EIN #13-5645888
PLAN #333

FORM 5500, SCHEDULE H, PART IV, LINE 4i — SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF JUNE 30, 2012

(a)	(b) Identity of Issuer, Borrower, lessor or Similar Party		(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, par or Maturity Value			(d) Cost	(e) Current Value
		Cusip	Rate	Maturity	Par Value		
	FIRST NIAG FIN	CUS 33582VAB4	6.750%	19-Mar-20	5,000,000	5,256,600.00	5,669,600.00
	FISHERS LANE LEASE REV BD	CUS 33803WAB5	5.477%	5-Aug-40	10,000,000	10,000,000.00	9,966,800.00
	GCB 144A OIL CSLTY	CUS 677788AA9	8.000%	15-Sep-34	5,000,000	5,000,000.00	5,534,350.00
	GENERAL AMERICAN LIFE	CUS 368770AA1	7.625%	15-Jan-24	10,000,000	8,345,100.00	12,600,700.00
	GENERAL ELEC CAP	CUS 36962GXZ2	6.750%	15-Mar-32	8,000,000	8,678,000.00	9,905,440.00
	GENL ELECTR	CUS 36962G3U6	5.625%	1-May-18	5,000,000	4,833,407.89	5,747,700.00
	GENWORTH LIFE INSTL FDG TR RESTR	CUS 37251EAE7	5.875%	3-May-13	5,000,000	4,431,250.00	5,084,150.00
	GLOBALSANTAFE NT	CUS 37943TAB4	5.000%	15-Feb-13	5,000,000	4,997,200.00	5,113,300.00
	GOLDMAN SACHS	CUS 38141GES9	5.950%	15-Jan-27	5,000,000	4,749,850.00	4,964,900.00
	GRUPO TLVISA	CUS 40049JAV9	6.625%	18-Mar-25	10,000,000	11,855,000.00	12,245,500.00
	GS iSHARES MSCI EMERG MKTS IDX ELN	CUS 38143UVT5		13-Jun-17	10,000,000	10,000,000.00	9,054,300.00
	GS S&P 500 ELN 4/20/2015 INTL IDX LVL 1191.95	CUS 38143UHT1		20-Apr-15	25,000,000	25,000,000.00	27,489,500.00
	GS S&P 500 IDX ELN DUE 061316 INIT IDX 1286.17	CUS38143UVS7		13-Jun-16	10,000,000	10,000,000.00	10,213,400.00
	GS SPX ELN MAT 7/29/15	CUS 38143ULL3		29-Jul-15	10,000,000	10,000,000.00	11,084,100.00
	GSMS 2006-GG6 A 3	CUS 36228CWV1	5.562%	10-Apr-38	4,750,000	5,098,457.03	5,045,640.00
	GTE SOUTHWEST INC	CUS 362338AQ8	8.500%	15-Nov-31	3,000,000	3,564,600.00	4,060,590.00
	HANCOCK JOHN MUT LIFE	CUS 41020VAA9	7.375%	15-Feb-24	9,500,000	8,138,650.00	11,553,045.00
	HARLEY DAVIDSN NT 144A	CUS 41283DAB9	6.800%	15-Jun-18	5,000,000	4,903,650.00	5,961,000.00
	HYDRO-QUEBEC	CUS 448814DF7	9.375%	15-Apr-30	5,000,000	5,276,050.00	8,618,450.00
	HYDRO-QUEBEC DEB	CUS 448814EJ8	8.050%	7-Jul-24	85,000	100,567.75	125,730.30
	INTER AMER DEV BK	CUS 458182BV3	7.000%	15-Jun-25	3,220,000	3,761,507.40	4,609,462.20
	INTER AMER DEV BK	CUS 4581X0AF5	3.500%	8-Jul-13	95,000	97,683.75	97,774.95
	INTER-AMERICAN DEVEL BK	CUS 4581X0BD9	3.000%	22-Apr-14	160,000	159,550.00	167,276.80
	INTERNATIONAL BK FOR RECON & DEV	CUS 459056JN8	0.000%	15-Feb-15	320,000	32,496.00	312,188.80
	INTERNATIONAL BK FOR RECON & DEV	CUS 459056LD7	7.625%	19-Jan-23	7,810,000	10,409,971.88	11,668,764.80
	INTL BUS MACHS CORP DEB	CUS 459200AS0	6.500%	15-Jan-28	5,000,000	5,283,400.00	6,744,000.00
	INTL BUS MACHS CORP DEB	CUS 459200AM3	7.000%	30-Oct-25	9,720,000	11,340,341.90	13,468,032.00
	JEFFERIES GRP INC	CUS 472319AE2	6.450%	8-Jun-27	7,222,000	6,369,484.71	6,860,900.00
	JOHN DEERE CAP	CUS 24422EQQ5	4.500%	3-Apr-13	8,000,000	7,935,600.00	8,242,400.00
	JOHNSON & JOHNSON	CUS 478160AU8	5.150%	15-Jul-18	115,000	120,808.65	139,319.05
	JP MORGAN CHASE	CUS 48121CYK6	6.000%	1-Oct-17	10,000,000	9,914,800.00	11,196,200.00
	JPMCC 2007-C1 A3	CUS 46630DAC6	5.790%	15-Feb-51	7,000,000	7,475,234.34	7,289,940.00
	JPMCC 2007-LD12 A3	CUS 46632HAC5	6.184%	15-Feb-51	2,617,888	2,794,595.44	2,780,903.89
	KEYCORP	CUS 49326EEB5	6.500%	14-May-13	5,000,000	4,350,000.00	5,237,200.00
	KOREA REP	CUS 50064FAD6	4.875%	22-Sep-14	225,000	222,446.25	242,426.25
	KROGER CO SR NT	CUS 501044CH2	6.150%	15-Jan-20	5,000,000	4,982,650.00	5,987,150.00
	LACLEDE GROUP	CUS 505588AY9	7.000%	1-Jun-29	5,000,000	5,812,500.00	5,949,200.00
	LBCMT 1998 - C1 E	CUS 501773BF1	7.000%	18-Feb-30	4,339,151	4,451,697.44	4,389,961.64
	LB-UBS COMM MTG C6 A3	CUS 50179MAC5	5.337%	15-Sep-39	4,200,000	4,339,781.25	4,424,994.00
	MASS MUTUAL	CUS 575767AD0	7.500%	1-Mar-24	4,550,000	3,908,040.00	5,820,223.50
	MERR LYNCH MTG TR 2006-C1 A3	CUS 59023BAC8	5.665%	12-May-39	5,900,000	6,351,257.81	6,261,198.00
	MERR LYNCH MTG TR	CUS 9022HJJ2	4.949%	12-Jul-38	5,000,000	5,274,218.75	5,225,250.00
	MERRILL LYNCH	CUS 59018YM40	5.450%	5-Feb-13	1,000,000	1,002,500.00	1,020,110.00
	METLIFE INC	CUS 59156RAG3	5.000%	24-Nov-13	100,000	100,515.00	105,969.00
	MICROSOFT CORP	CUS 594918AL8	4.000%	8-Feb-21	2,000,000	2,130,000.00	2,304,060.00
	MINN MUTUAL SUPRLUS NT	CUS 604074AA2	8.250%	15-Sep-25	9,055,000	11,332,423.05	11,656,954.25
	MLCFC 2006-1 A3B	CUS 606935BC7	5.478%	12-Feb-39	5,000,000	5,131,250.00	5,048,550.00
	MLCFC 2006-2 A3	CUS 60687UAC1	5.869%	12-Jun-46	2,571,000	2,720,439.38	2,679,547.62
	MLCFC 2007-8 A2	CUS 60688BAB4	5.931%	12-Aug-49	7,723,745	8,290,958.00	8,058,415.32
	MMCAPS FDG SR NT 144A	CUS60686GAA7	8.030%	15-Jun-31	949,233	939,741.00	911,263.92
	MOBIL CORP DEB	CUS 607059AT9	8.625%	15-Aug-21	240,000	313,238.40	358,108.80
	MORGAN ST SR NT	CUS 61747YCE3	6.000%	28-Apr-15	11,700,000	12,779,091.00	12,094,407.00
	MORGAN STANLEY	CUS 61744YAD0	5.950%	28-Dec-17	4,000,000	3,519,671.22	4,108,640.00
	MORGAN STANLEY CAP I TR 11-C1	CUS 617458AC8	3.884%	15-Sep-47	3,000,000	3,103,125.00	3,226,740.00
	MS RUSSELL 1000 GROWTH ELN	CUS 61746BCS3		11-Feb-13	25,000,000	25,000,000.00	29,825,000.00
	NASD-100 INDEX TRUST 144A 93% PART INIT IDX 1721.7	CUS 628908AB1		15-Jul-13	25,000,000	25,000,000.00	35,647,500.00
	NATIONAL CITY CORP	CUS 635405AQ6	4.900%	15-Jan-15	5,000,000	4,502,150.00	5,437,800.00
	NAVY NEW ORLEANS NAVY HSG	CUS 647677AJ2	5.754%	15-Dec-38	10,000,000	10,249,800.00	9,837,500.00
	NEW ZEALAND GOVT	CUS 650162AP5	8.750%	1-Apr-16	3,575,000	3,617,058.25	4,501,783.00
	NEWS AMER HLDGS	CUS 652478BC1	7.430%	1-Oct-26	10,000,000	10,228,500.00	12,177,200.00
	NEWS AMERICA HOLDINGS	CUS 652478AH1	9.250%	1-Feb-13	4,400,000	4,484,304.00	4,597,472.00
	NOMURA ASSET SEC D6 A2 FLTG RT	CUS 655356JKO	7.319%	15-Mar-30	4,500,000	4,692,656.25	4,594,590.00
	NORFOLK SOUTHERN	CUS 655855FA7	9.750%	15-Jun-20	2,088,000	2,097,583.92	3,035,137.68
	NORFOLK SOUTHN CORP	CUS 655844AJ7	7.800%	15-May-27	2,177,000	2,655,047.43	3,130,700.16
	NOVARTIS SECS INVT LTD	CUS 66989GAA8	5.125%	10-Feb-19	80,000	82,345.60	95,377.60
	OCCIDENTAL PETE CORP.	CUS 674599BE4	9.250%	1-Aug-19	500,000	496,250.00	683,235.00
	ORACLE BD GLBL	CUS 68402LAC8	5.250%	15-Jan-16	1,090,000	1,085,847.10	1,249,728.60
	PACIFIC BELL DEB	CUS 694032AT0	7.125%	15-Mar-26	5,000,000	5,138,400.00	6,597,350.00
	PEPSI BOTTLING	CUS 713409AC4	7.000%	1-Mar-29	10,000,000	12,094,000.00	13,745,100.00
	PETRO CDA	CUS 71644EAF9	7.000%	15-Nov-28	4,705,000	5,581,964.95	5,821,684.70
	PFIZER INC	CUS 717081DB6	6.200%	15-Mar-19	90,000	99,620.10	112,801.50
	PPL ENERGY SUPPLY BD	CUS 69352JAG2	5.700%	15-Oct-15	2,000,000	1,890,460.00	2,170,280.00
	PRIDE INTERNATIONAL, INC.	CUS 74153QAH5	6.875%	15-Aug-20	4,795,000	5,910,829.90	5,883,321.15
	PROCTER & GAMBLE CO	CUS 742718DN6	4.700%	15-Feb-19	130,000	130,936.00	154,198.20
	PROCTER & GAMBLE CO	CUS 742718DA4	4.950%	15-Aug-14	50,000	54,105.50	54,538.00

(Continued)

PENTEGRA DEFINED BENEFIT PLAN FOR FINANCIAL INSTITUTIONS
EIN #13-5645888
PLAN #333

FORM 5500, SCHEDULE H, PART IV, LINE 4i — SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF JUNE 30, 2012

(a) (b) Identity of Issuer, Borrower, lessor or Similar Party		(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, par or Maturity Value			(d) Cost	(e) Current Value
	Cusip	Rate	Maturity	Par Value		
PRU 7.245% GCB 144A	CUS 74438GAC5	7.245%	18-Dec-23	10,000,000	10,687,000.00	11,568,600.00
RIO TINTO 7.125%	CUS 767201AD8	7.125%	15-Jul-28	10,500,000	12,854,625.00	14,496,615.00
SEARIVER MARITIME FINANCIAL HOLDINGS	CUS 812293AB4	0.000%	1-Sep-12	2,020,000	252,500.00	2,008,344.60
SHELL INTL FIN B V	CUS 822582AF9	4.000%	21-Mar-14	185,000	192,091.05	195,866.90
SIEMENS FINANCR 144A	CUS 826200AD9	6.125%	17-Aug-26	11,000,000	11,619,970.00	13,671,350.00
SOUTHERN CALIF EDISON CO	CUS 842400ER0	5.000%	15-Jan-14	100,000	105,822.00	106,735.00
SOUTHERN CAP PT TR	CUS 84254QAA7	5.700%	30-Jun-22	2,047,467	2,236,633.21	2,115,422.79
SSARIS	CUS 999G05908	1.760%	30-Jun-16	50,000,000	50,000,000.00	51,748,175.69
STATOIL ASA (FORMERLY NORSK HYDRO A S)	CUS 656531AC4	7.750%	15-Jun-23	100,000	116,246.00	141,049.00
STATOIL ASA (FORMERLY NORSK HYDRO A S)	CUS 656531AD2	7.150%	15-Nov-25	3,650,000	4,678,752.50	5,057,111.50
STATOILHYDRO ASA	CUS NA5525905	7.875%	9-Dec-22	12,000,000	15,069,750.00	17,080,800.00
TARGET (FORMERLY DAYTON HUDSON)	CUS 239753BC9	9.875%	1-Jul-20	6,275,000	6,724,852.75	9,336,321.50
TIME WARNER	CUS 88731EAF7	8.375%	15-Mar-23	10,000,000	11,319,400.00	13,545,600.00
TIME WARNER COMPANIES INC DEB	CUS 887315AM1	9.150%	1-Feb-23	5,000,000	5,912,049.28	6,949,000.00
TIME WARNER INC DEB	CUS 887315BM0	6.950%	15-Jan-28	5,000,000	4,779,100.00	6,231,900.00
TORCHMRK CORP	CUS 891027AF1	7.875%	15-May-23	2,000,000	2,083,040.00	2,419,100.00
TRANSALTA CORP NT	CUS 89346DAC1	6.650%	15-May-18	6,000,000	5,989,740.00	6,683,520.00
TRANSAMERICA FINL CORP	CUS 893502AP9	0.000%	1-Sep-12	2,220,000	262,507.70	2,207,124.00
TRANSCANADA PIPE	CUS 8935268Y2	7.125%	15-Jan-19	5,000,000	5,922,500.00	6,398,650.00
U S BK NATL ASSN CINCINNATI MTN	CUS 90331HKP7	4.950%	30-Oct-14	125,000	131,145.00	135,941.25
UNITED PARCEL SVC INC	CUS 911312AJ5	6.200%	15-Jan-38	25,000	26,823.25	34,358.50
UNITED TECHNOLOGIES CORP	CUS 913017AT6	6.700%	1-Aug-28	50,000	52,937.00	65,700.50
VALE OVERSEAS LTD	CUS 91911TAH6	6.875%	21-Nov-36	75,000	72,729.00	86,996.25
VALIDUS HOLDINGS LTD	CUS 91915WAB8	8.875%	26-Jan-40	3,000,000	3,402,420.00	3,360,420.00
VERIZON MARYLAND (FORMERLY CHESAPEAKE & POTOMAC TEL)	CUS 165069AQ8	8.300%	1-Aug-31	5,765,000	6,576,434.35	7,577,170.10
VERIZON NEW ENGLAND INC (FORMERLY NEW ENGLAND TEL & TEL)	CUS 644239AY1	7.875%	15-Nov-29	6,663,000	7,842,817.41	8,156,777.97
VODAFONE	CUS 92857TAH0	7.875%	15-Feb-30	15,000,000	19,252,050.00	21,209,400.00
VOTORANTIM OVERS	CUS 92908KAA3	7.750%	24-Jun-20	2,500,000	2,521,875.00	2,909,500.00
WACHOVIA BK COM C33 A3	CUSIP 92978NAC8	5.898%	15-Feb-51	4,000,000	4,255,000.00	4,207,680.00
WACHOVIA CORP	CUS 337358BH7	7.574%	1-Aug-26	4,000,000	5,046,840.00	5,073,400.00
WAL MART STORES	CUS 931142CN1	3.000%	13-Feb-14	2,900,000	2,955,216.00	3,007,909.00
WASTE MGT	CUS 902917AH6	7.000%	15-Jul-28	4,661,000	5,490,937.66	5,946,037.70
WBCMT 2006-C28 A4	CUS 92978MAE6	5.572%	15-Oct-48	5,000,000	5,391,406.25	5,543,250.00
WELLS FARGO-RBS CMT 2011-C4 A2	CUS 92936CAC3	3.454%	15-Jun-44	5,377,000	5,457,655.00	5,726,289.92
TOTAL CORPORATE DEBT INSTRUMENTS				861,709,730	915,592,326.53	1,020,897,720.68
CALIFORNIA ST	CUS 13063A5G5	7.550%	1-Apr-39	75,000	74,636.25	96,444.00
TOTAL STATE AND MUNICIPAL SECURITIES				75,000	74,636.25	96,444.00
FIRSTAR RLTY L L C CUM PFD RESTRNON CUM PFD	33765A202			1,000	914,950.00	1,156,250.00
TOTAL PREFERRED				1,000	914,950.00	1,156,250.00
3M CO	CUS 88579Y101			400	28,690.00	35,840.00
FS BANCORP/LAGRANGE IN	CUS 30262T106			16,896	760,320.00	728,640.00
GOLUB CAPITAL BDC INC	CUS 38173M102			1,346,229	20,429,413.68	20,314,599.38
TOTAL EQUITY- COMMON STOCKS				1,363,525	21,218,423.68	21,079,079.38
ARDEN ENDOWMENT ADVISORS COMMINGLED	CUS 999106693			210,360	23,986,005.81	29,646,888.61
BARLOW PARTNERS OFFSHORE LTD CL A	CUS 999G05783			23,354	25,000,000.00	43,127,930.00
DYAL OFFSHORE INVESTORS II, L.P.	CUS 99VVAKWD2			919,056	1,309,037.46	919,056.34
HIGHSTAR CAPITAL IV L	CUS 99VVALMM1			3,032,928	3,986,828.00	3,032,928.00
IVY OFFSHORE SPV	CUS 999G05932			293	293,973.25	67,130.07
MORGAN STANLEY INSTIT CAYMAN FUND LP	CUS 999G05940			8,288,000	8,217,467.46	11,649,292.00
MS CAYMAN SPV LP	CUS 99VVAJMK0			1,974,794	1,989,234.33	1,974,272.00
NYLCAP MEZZ PARTNERS III LP	CUS 999313315			7,750,275	8,542,748.09	7,750,274.71
VCFA PRIVATE EQUITY PARTNERS IV	CUS 99VVABVY7			2,489,388	3,552,376.00	2,504,561.81
VCFA VENTURE PARTNERS III	CUS 999058266			2,151,754	3,170,039.92	2,264,172.03
TOTAL PRIVATE EQUITY				26,840,202	80,047,710.32	102,936,505.57
MSREF DOMESTIC	CUS 99VVABVX9			54,246	1,002,982.10	54,246.00
MSREF INTERNATIONAL	CUS 99VVABVW1			32,405	1,495,076.60	32,405.00
SENTINEL REAL ESTATE FUNDS	CUS 999178023			703	44,608,777.24	40,429,314.39
TOTAL REAL ESTATE FUNDS				87,354	47,106,835.94	40,515,965.39

(Continued)

PENTEGRA DEFINED BENEFIT PLAN FOR FINANCIAL INSTITUTIONS
EIN #13-5645888
PLAN #333

FORM 5500, SCHEDULE H, PART IV, LINE 4i — SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF JUNE 30, 2012

(a)	(b) Identity of Issuer, Borrower, lessor or Similar Party	Cusip	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, par or Maturity Value: Rate	Maturity	Par Value	(d) Cost	(e) Current Value
	BARLOW PARTNERS GROUP TRUST	CUS 999G05775			14,693,900	14,693,900.00	58,527,619.00
	BLACKROCK EAFE EQUITY INDEX FUND	CUS 999G05866			459,130	56,021,740.34	72,497,443.07
	BLACKROCK EQUITY INDEX FUND	CUS 99VVAHQK0			191,230	69,218,848.65	82,837,204.82
	BLACKROCK INT GOVT/CREDIT BD INDEX	CUS 999G05841			990,152	26,203,116.79	29,785,089.09
	BLACKROCK INT TERM CREDIT BD INDX FD	CUS 999F25668			1,168,784	49,961,214.97	54,475,867.98
	BLACKROCK LONG TERM CREDIT BD INDEX FD	CUS 999G05874			2,990,474	133,542,068.93	191,772,233.42
	BLACKROCK R 2000 EQUITY INDEX FUND	CUS 999G05858			2,419,534	27,882,436.43	59,487,781.82
	BLACKROCK R 2000 GROWTH	CUS 99VVALMN9			2,226,635	42,886,527.31	46,097,748.51
	BLACKROCK R1000 VALUE FUND	CUS 99VVAHQL8			2,391,278	123,004,099.11	149,471,589.16
	SSGA S & P 500 FLAGSHIP (CM11)	CUS 999G05833			672,079	176,720,349.31	195,876,666.20
	SSGA 20+ YEAR US HIGH QUALITY CORPORATE NL	CUS 999G36978			9,421,213	94,500,000.00	113,167,612.78
	SSGA 5-20 YEAR US HIGH QUALITY CORPORATE NL	CUS 999G36960			1,046,037	10,500,000.00	11,470,839.98
	SSGA LONG CREDIT INDEX NL	CUS 999G05825			7,039,387	168,650,009.23	229,153,161.59
	SSGA R2000 GROWTH	CUS 99VVALMP4			4,291,329	83,000,000.00	86,710,596.60
*	BNY EB TEMP INV FD	CUS 996115960			50,203,995	50,203,994.84	50,203,994.84
	TOTAL COMMON COLLECTIVE				100,205,155	1,126,988,305.91	1,431,535,448.86
	IRS REC FXD 2.444% CITI 12/22/23	99QABKP41	2.444%	12/22/2023	97,500,000	97,500,000.00	102,715,497.30
	IRS PAY FLT 3M LIB CITI 2.444% 12/22/23	99QABKP33	2.444%	12/22/2023	(97,500,000)	(97,500,000.00)	(97,500,000.00)
	IRS REC FXD 2.381% DB 12/22/38	99QABKP25	2.381%	12/22/2038	84,718,000	84,718,000.00	83,179,104.31
	IRS PAY FLT 3M LIB DB 2.381% 12/22/38	99QABKP17	2.381%	12/22/2038	(84,718,000)	(84,718,000.00)	(84,718,000.00)
	IRS REC FXD 2.255% USD DB 04/20/16	99QABSK31	2.255%	4/20/2016	46,530,000	46,530,000.00	49,325,281.37
	IRS PAY FLT 3M USD DB 2.255% 04/20/16	99QABSK23	2.255%	4/20/2016	(46,530,000)	(46,530,000.00)	(46,530,000.00)
	TOTAL INTEREST RATE SWAPS				0	0.00	6,471,882.98
	GE CAPITAL FINANCIAL INC CD		0.500%	11/13/2012	100,000.00	100,000.00	100,000.00
	GOLDMAN SACHS BANK USA CD		0.450%	12/14/2012	100,000.00	100,000.00	100,000.00
	PRIVATEBANK & TRUST CO CD		0.400%	2/25/2013	100,000.00	100,000.00	100,000.00
	SAFRA NATIONAL BANK CD		0.400%	4/19/2013	100,000.00	100,000.00	100,000.00
	HUNTINGTON NATL BANK CD		0.450%	5/31/2013	100,000.00	100,000.00	100,000.00
	TOTAL CERTIFICATE OF DEPOSITS				500,000.00	500,000.00	500,000.00
	PEOPLES UNITED BANK					19,080.53	19,080.53
*	BNY MELLON CASH RESERVE	CUS 996087094			4,058,759.36	4,058,759.36	4,058,759.36
	TOTAL INTEREST BEARING CASH				4,058,759.36	4,077,839.89	4,077,839.89
	TOTAL INVESTMENTS						**$ 2,819,241,980.41**

* PARTY-IN-INTEREST

(Concluded)

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, 2012

(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	-	150,957,555.79	-	1	-	150,957,555.79	150,957,555.79	-
Bank of New York-Mellon	BNY EB TEMP INV FD	142,644,055.45	-	-	1	-	-	142,644,055.45	-
Bank of New York-Mellon	BNY EB TEMP INV FD	145,236,648.51	-	-	1	-	-	145,236,648.51	-
Bank of New York-Mellon	BNY EB TEMP INV FD	-	142,644,055.45	-	1	-	142,644,055.45	142,644,055.45	-
SERIES IN THE SAME SECURITY									
Bank of New York-Mellon	Short Term Investment Fund	531,556,137.66	-	-	300	-	-	531,556,137.66	-
Bank of New York-Mellon	Short Term Investment Fund	-	770,982,287.63	-	235	-	770,982,287.63	770,982,287.63	-
Bank of New York-Mellon	BNY EB TEMP INV FD	502,203,015.00	-	-	64	-	-	502,203,015.00	-
Bank of New York-Mellon	BNY EB TEMP INV FD	-	451,999,020.27	-	58	-	451,999,020.27	451,999,020.27	-