

Employer ID No: 13-5645888  
Plan Number: 333

Consolidated Financial Supplemental Schedules and  
Report of Independent Certified Public Accountants

**PENTEGRA DEFINED BENEFIT PLAN  
FOR FINANCIAL INSTITUTIONS**

As of June 30, 2015 and 2014, and  
for the year ended June 30, 2015

# PENTEGRA DEFINED BENEFIT PLAN FOR FINANCIAL INSTITUTIONS

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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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## REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

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"), which comprise the consolidated statements of net assets available for benefits as of June 30, 2015 and 2014 and the related consolidated statement of changes in net assets available for benefits for the year ended June 30, 2015, and the related notes to the financial statements.

### Management's responsibility for the financial statements

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

### Auditor's responsibility

Our responsibility is to express an opinion on these 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 from material misstatement.

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

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

#### Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial status of the Pentegra Defined Benefit Plan for Financial Institutions as of June 30, 2015 and 2014, and the changes in its financial status for the year ended June 30, 2015 in accordance with accounting principles generally accepted in the United States of America.

#### Supplementary information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules, Schedule H, Part IV, Line 4i - Schedule of assets (held at end of year) as of June 30, 2015 and Schedule H, Part IV Line 4j - schedule of reportable transactions for the year ended June 30, 2015, are presented for purposes of additional analysis and are not a required part of the financial statements, but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such supplementary 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 audit of the consolidated financial statements and certain additional procedures. These additional procedures included comparing and reconciling the 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 supplemental schedules are fairly stated, in all material respects, in relation to the consolidated financial statements as a whole.

The image shows a handwritten signature in cursive script that reads "Grant Thornton LLP". The signature is written in dark ink and is positioned above the typed name and date.

New York, New York  
April 14, 2016

**PENTEGRA DEFINED BENEFIT PLAN FOR FINANCIAL INSTITUTIONS**  
**Consolidated Statements of Net Assets Available for Benefits**  
As of June 30, 2015 and 2014  
(in thousands)

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	<u>2015</u>	<u>2014</u>
<b>ASSETS</b>		
Investments, at fair value	\$ 3,199,917	\$ 3,171,773
Accrued investment income	14,294	15,057
Accounts receivable	9,630	6,356
Employer contributions receivable	49,210	32,363
Receivables for securities sold, not yet settled	23,323	19,491
Goodwill and intangible assets	13,882	14,303
Cash	14,611	14,274
Other assets	<u>4,641</u>	<u>3,821</u>
Total assets	<u>3,329,508</u>	<u>3,277,438</u>
<b>LIABILITIES</b>		
Accounts payable and other liabilities	28,474	22,175
Payables for securities purchased, not yet settled	<u>19,445</u>	<u>4,263</u>
Total liabilities	<u>47,919</u>	<u>26,438</u>
Net assets available for benefits	<u>\$ 3,281,589</u>	<u>\$ 3,251,000</u>

*The accompanying notes are an integral part of these 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, 2015  
(in thousands)

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ADDITIONS	
Contributions	\$ 150,817
Investment income/(loss)	
Net appreciation in fair value of investments	42,293
Interest	63,209
Dividends	8,133
Less:	
Administrative asset fee	(13,913)
Investment advisory services	<u>(1,042)</u>
Net investment income	<u>98,680</u>
Administrative and service income	<u>54,987</u>
Total additions	<u>304,484</u>
DEDUCTIONS	
Benefit payments	213,106
Administrative expenses	51,023
Other	<u>3,545</u>
Total deductions	<u>267,674</u>
Net increase	36,810
TRANSFER OF ASSETS	
Transfers into the Plan	2,013
Transfers out of the Plan	<u>(8,234)</u>
Total increase in net assets	30,589
NET ASSETS AVAILABLE FOR BENEFITS	
Beginning of year	<u>3,251,000</u>
End of year	<u>\$ 3,281,589</u>

*The accompanying notes are an integral part of this financial statement.*

# **PENTEGRA DEFINED BENEFIT PLAN FOR FINANCIAL INSTITUTIONS**

## **Notes to Consolidated Financial Statements**

**As of June 30, 2015 and 2014, and for the year ended June 30, 2015**

**(Amounts in thousands)**

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### **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 July 1, 2012, has been published in the Plan’s Regulations, 27th Revision (the “Regulations”). This document, and various amendments to it, have been made available to participating employers and their participants 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 on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”).

#### **Use of Estimates**

The preparation of consolidated financial statements in conformity with U.S. 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.

**PENTEGRA DEFINED BENEFIT PLAN FOR FINANCIAL INSTITUTIONS**  
**Notes to Consolidated Financial Statements**  
**As of June 30, 2015 and 2014, and for the year ended June 30, 2015**  
**(Amounts in thousands)**

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**Income Recognition**

Purchases and sales of securities are recorded on a trade-date basis. Interest 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, 2015.

**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, consulting and board meeting expenses are assessed to participating employers and are paid out of the Plan assets.

Fiduciary liability insurance premiums aggregating \$323 were paid by participating employers directly and are not reflected in the Plan's consolidated financial statements for the year ended June 30, 2015.

**Payment of Benefits**

Benefit payments to participants are recorded upon distribution. As of June 30, 2015 and 2014, net assets available for benefits included \$10,986 and \$11,954, 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.



# PENTEGRA DEFINED BENEFIT PLAN FOR FINANCIAL INSTITUTIONS

## Notes to Consolidated Financial Statements

As of June 30, 2015 and 2014, and for the year ended June 30, 2015

(Amounts in thousands)

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### Recent Accounting Pronouncements

In May, 2015, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2015-07 Fair Value Measurement (Topic 820): Disclosures for Investments in Certain Entities that Calculate Net Asset Value per Share (or its Equivalent). ASU 2015-07 removes the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using net asset value per share as a practical expedient. For nonpublic business entities, ASU 2015-07 is effective for fiscal years beginning after December 15, 2016. Early adoption is permitted. The Plan is currently in the process of evaluating the impact the adoption of this new standard will have on the financial status.

### 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 2015 and 2014 valuation, the interest rates used for determining the minimum required contribution are based on the three segment yield rates for 2015 and 2014, respectively, under the Highway and Transportation Funding Act of 2014 (“HATFA”) with 90%-110% corridors surrounding the 25 year average of the 24 month average segment rates as of September 30, 2014 and September 30, 2013, respectively, as described in IRS Notice 2014-53. The rates are as follows:

<u>2015</u>	<u>Rate</u>
<b>Year</b>	
1-5	4.72 %
6-20	6.11
<u>2014</u>	<u>Rate</u>
<b>Year</b>	
1-5	4.99 %
6-20	6.32

# **PENTEGRA DEFINED BENEFIT PLAN FOR FINANCIAL INSTITUTIONS**

## **Notes to Consolidated Financial Statements**

**As of June 30, 2015 and 2014, and for the year ended June 30, 2015**

**(Amounts in thousands)**

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- Normal retirement is assumed to occur at ages 45-70. For the period prior to retirement, withdrawals, deaths, and disabilities are anticipated.
- For the 2015 and 2014 actuarial valuation, separate rates for non-annuitants (based on Retired Pensioner 2000 Mortality Tables (“RP-2000”) “employees” table without collar or amount adjustments, projected to 2030 and 2029, respectively, using scale AA) and annuitants (based on RP-2000 “Healthy Annuitants” table without collar or amount adjustments projected to 2022 and 2021, respectively using scale AA) were used.
- 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 6.25% 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, 2015. The rate used for this measurement as of July 1, 2014 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, 2015 and 2014.

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 \$7,713 and \$7,873 at June 30, 2015 and 2014, respectively. Pursuant to federal regulations, the interest rate credited to these contributions at June 30, 2015 and 2014, was 2.18% and 1.47%, respectively.

#### **5. ACCUMULATED PLAN BENEFITS**

Accumulated plan benefits are those future periodic payments and lump-sum distributions, which 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, (2) beneficiaries of employees who have died, and (3) present employees. 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

# PENTEGRA DEFINED BENEFIT PLAN FOR FINANCIAL INSTITUTIONS

## Notes to Consolidated Financial Statements

As of June 30, 2015 and 2014, and for the year ended June 30, 2015

(Amounts in thousands)

(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, 2015 and 2014 is as follows:

	<u>2015</u>	<u>2014</u>
Vested benefits for:		
Retirees and beneficiaries currently receiving payments	\$ 1,326,818	\$ 1,412,182
Other participants	<u>1,899,359</u>	<u>1,731,648</u>
Total vested benefits	3,226,177	3,143,830
Nonvested benefits	<u>29,399</u>	<u>30,033</u>
Total actuarial present value of accumulated plan benefits	<u>\$ 3,255,576</u>	<u>\$ 3,173,863</u>

The changes in the actuarial present value of accumulated plan benefits for the year ended June 30, 2015 is as follows:

	<u>2015</u>
Changes in accumulated plan benefits	
<b>Beginning of year</b>	<u>\$ 3,173,863</u>
Increase (decrease) during the year attributable to:	
Interest due to decrease in the discount period	191,707
Benefits paid	(213,106)
Withdrawn employers	(11,418)
New employers	3,130
Changes in benefits adopted by certain employers	(589)
Assumption changes	43
Benefits accumulated and actuarial experience	<u>111,946</u>
Net increase	<u>81,713</u>
<b>End of year</b>	<u><u>\$ 3,255,576</u></u>

# PENTEGRA DEFINED BENEFIT PLAN FOR FINANCIAL INSTITUTIONS

## Notes to Consolidated Financial Statements

As of June 30, 2015 and 2014, and for the year ended June 30, 2015

(Amounts in thousands)

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### 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, 2015 and 2014.

- Mutual funds are valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the U.S. Securities and Exchange Commission (“SEC”). These funds are required to publish their daily net asset value (“NAV”) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.
- Common stocks are valued at quoted prices in active markets.
- Corporate debt securities (excluding equity linked notes [“ELN’s”]), interest rate swaps, 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 (“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. As of June 30, 2015 and 2014, the Funds can be redeemed daily with 1-2 days’ notice. As of June 30, 2015 and 2014, the Plan had no unfunded commitments for the Funds.
- ELN’s of \$21,822 and \$21,746 as of June 30, 2015 and 2014, 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).

## **PENTEGRA DEFINED BENEFIT PLAN FOR FINANCIAL INSTITUTIONS**

### **Notes to Consolidated Financial Statements**

**As of June 30, 2015 and 2014, and for the year ended June 30, 2015**

**(Amounts in thousands)**

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- 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, 2015 and 2014, the Plan had remaining capital commitments for additional contributions to real estate funds of \$2,000 and \$6,000, respectively. As of June 30, 2015 and 2014, the Plan had reserve commitments of \$750, 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, 2015, \$45,784 of these funds can be redeemed monthly or quarterly with a 5-65 days' notice while \$264,007 are not liquid and subject to the distributions of the fund manager. For the year ended June 30, 2014, \$153,913 of these funds can be redeemed monthly or quarterly with a 5-65 days' notice while \$133,759 of these funds are not liquid and subject to distributions by the fund manager. 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, 2015 and 2014, the Plan had remaining capital commitments for additional contributions to the limited partnerships totaling \$283,586 and \$239,163, respectively.

**PENTEGRA DEFINED BENEFIT PLAN FOR FINANCIAL INSTITUTIONS**  
**Notes to Consolidated Financial Statements**  
**As of June 30, 2015 and 2014, and for the year ended June 30, 2015**  
**(Amounts in thousands)**

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, 2015 and 2014:

	Fair Value Measurements as of June 30, 2015			
	Quoted Prices			Total
	in Active	Significant	Significant	
	Markets for	Other	Significant	
	Identical	Observable	Unobservable	
Assets	Inputs	Inputs		
(Level 1)	(Level 2)	(Level 3)		
Mutual funds	\$ 223,873	\$ -	\$ -	\$ 223,873
Common stocks				
Financial services	23,343	-	-	23,343
Materials and services	<u>62</u>	<u>-</u>	<u>-</u>	<u>62</u>
Total common stocks	<u>23,405</u>	<u>-</u>	<u>-</u>	<u>23,405</u>
Corporate debt securities				
AAA credit rating	-	6,098	-	6,098
AA credit rating	-	117,760	-	117,760
A credit rating	-	447,327	6,545	453,872
BBB credit rating	-	338,199	-	338,199
Not rated	<u>-</u>	<u>203,529</u>	<u>-</u>	<u>203,529</u>
Total corporate debt securities	<u>-</u>	<u>1,112,913</u>	<u>6,545</u>	<u>1,119,458</u>
Government securities	62,603	111,149	-	173,752
Municipal and other government debt and other	120	146,350	-	146,470
Private equity	-	45,784	264,007	309,791
Preferred stock	-	1,233	-	1,233
Common collective trust funds - equity	-	610,411	-	610,411
Common collective trust funds - fixed income	-	453,248	-	453,248
Common collective trust funds - short term	-	51,654	-	51,654
Real estate funds	<u>-</u>	<u>-</u>	<u>86,622</u>	<u>86,622</u>
Total	<u>\$ 310,001</u>	<u>\$ 2,532,742</u>	<u>\$ 357,174</u>	<u>\$ 3,199,917</u>

**PENTEGRA DEFINED BENEFIT PLAN FOR FINANCIAL INSTITUTIONS**  
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**(Amounts in thousands)**

	Fair Value Measurements as of June 30, 2014			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Mutual funds	\$ 133,865	\$ -	\$ -	\$ 133,865
Common stocks				
Financial services	32,362	-	-	32,362
Technology	21,722	-	-	21,722
Consumer non durables	19,725	-	-	19,725
Materials and services	3,966	-	-	3,966
Capital goods and services	2,148	-	-	2,148
Utilities	1,950	-	-	1,950
Energy	1,570	-	-	1,570
Consumer durables	791	-	-	791
Total common stocks	84,234	-	-	84,234
Corporate debt securities				
AAA credit rating	-	30,993	-	30,993
AA credit rating	-	142,652	-	142,652
A credit rating	-	280,972	16,680	297,652
BBB credit rating	-	429,570	-	429,570
Not rated	-	163,655	-	163,655
Total corporate debt securities	-	1,047,842	16,680	1,064,522
Government securities	63,292	96,971	-	160,263
Municipal and other government debt and other	220	120,467	-	120,687
Private equity	-	110,390	177,282	287,672
Preferred stock	-	1,241	-	1,241
Common collective trust funds - equity	-	732,302	-	732,302
Common collective trust funds - fixed income	-	466,631	-	466,631
Common collective trust funds - short term	-	47,717	-	47,717
Real estate funds	-	-	72,639	72,639
Total	\$ 281,611	\$ 2,623,561	\$ 266,601	\$ 3,171,773

**PENTEGRA DEFINED BENEFIT PLAN FOR FINANCIAL INSTITUTIONS**  
**Notes to Consolidated Financial Statements**  
**As of June 30, 2015 and 2014, and for the year ended June 30, 2015**  
**(Amounts in thousands)**

The Plan's policy is to recognize all transfers between levels at the beginning of the reporting period. For the year ended June 30, 2015, \$10,761 in corporate debt securities (ELN's) were transferred from Level 3 to Level 2, 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, 2015.

**Fair Value Measurements Using Significant Unobservable Inputs (Level 3)**

	<b>June 30, 2015</b>				
	<b>Private Equity</b>	<b>Real Estate Funds</b>	<b>Corporate Debt Sec. (ELN's)</b>	<b>CCT Equity</b>	<b>Total</b>
<b>Beginning balance - June 30, 2014</b>	\$ 177,282	\$ 72,639	\$ 16,680	\$ -	\$ 266,601
Realized gains	7,272	-	-	-	7,272
Unrealized gains (losses)	8,578	6,965	626	-	16,169
Purchases	143,326	7,097	-	-	150,423
Issuances	-	-	-	-	-
Settlements	(72,451)	(79)	-	-	(72,530)
Transfers into Level 3	-	-	(10,761)	-	(10,761)
<b>Ending balance - June 30, 2015</b>	<u>\$ 264,007</u>	<u>\$ 86,622</u>	<u>\$ 6,545</u>	<u>\$ -</u>	<u>\$ 357,174</u>
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	<u>\$ 8,832</u>	<u>\$ 6,964</u>	<u>\$ 626</u>	<u>\$ -</u>	<u>\$ 16,422</u>



**PENTEGRA DEFINED BENEFIT PLAN FOR FINANCIAL INSTITUTIONS**  
**Notes to Consolidated Financial Statements**  
**As of June 30, 2015 and 2014, and for the year ended June 30, 2015**  
**(Amounts in thousands)**

The following tables set forth a summary of the Plan's investments with a reported NAV at June 30, 2015 and 2014:

Fair Value Estimated Using Net Asset Value Per Share June 30, 2015					
Investment	Fair Value	Unfunded Commitment	Redemption Frequency	Other Redemption Restrictions	Redemption Notice Period
Common collective trust funds - equity	\$ 610,411	\$ -	daily	None	1-2 days
Common collective trust funds - fixed income	453,248	-	daily	None	1-2 days
Private equity - liquid	45,784	-	monthly, quarterly	None	5-65 days
Private equity - illiquid	264,007	283,586	subject to distributions by fund manager	None	NA
Real estate funds	<u>86,622</u>	<u>2,000</u>	varies as per funds' cash flow availability	None	NA
Total	<u>\$ 1,460,072</u>	<u>\$ 285,586</u>			

Fair Value Estimated Using Net Asset Value Per Share June 30, 2014					
Investment	Fair Value	Unfunded Commitment	Redemption Frequency	Other Redemption Restrictions	Redemption Notice Period
Common collective trust funds - equity	\$ 732,302	\$ -	daily	None	1-2 days
Common collective trust funds - fixed income	466,631	-	daily	None	1-2 days
Private equity - liquid	153,913	-	monthly, quarterly	None	5-65 days
Private equity - illiquid	133,759	239,163	subject to distributions by fund manager	None	NA
Real estate funds	<u>72,639</u>	<u>6,000</u>	varies as per funds' cash flow availability	None	NA
Total	<u>\$ 1,559,244</u>	<u>\$ 245,163</u>			

**PENTEGRA DEFINED BENEFIT PLAN FOR FINANCIAL INSTITUTIONS**  
**Notes to Consolidated Financial Statements**  
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**(Amounts in thousands)**

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The following table represents the Plan's Level 3 financial instruments, the valuation techniques used to measure the fair value of those financial instruments as of June 30, 2015, and the significant unobservable inputs and the ranges of values for these inputs:

Quantitative Information about Significant Unobservable Inputs Used in Level 3 Fair Value Measurements June 30, 2015

Instrument	Fair Value	Principal Valuation Technique	Significant Unobservable Inputs	Range of Significant Input Values	Weighted Average
Corporate Debt Sec (ELN's)	6,545	Option Valuation Model	Volatility	18.0%-19.0%	18.7%
Private Equity	264,007	Practical Expedient	Net Asset Value	N/A	N/A
			Market Approach	Multiples	3.1x-19.3x
		Discount Rate		10.3%-30.0%	N/A
		Weight Ascribed to Market Comparables		0.0%-100.0%	N/A
		Discounted Cashflow	Discount Rate	10.0%-44.0%	N/A
Multiples	1.2x-13.0x		N/A		
Revenue Growth	3.0%-83.0%		10.2%		
Real Estate	86,622	Practical Expedient	Net Asset Value	N/A	N/A
			Market Comparables	Multiples	1.0%-2.0%
		Discounted Cashflow	Discount Rate	6.0%-44.0%	N/A

N/A-audited data not provided by fund managers in most recent financial report

In estimating the fair value of the investments in Level 3, the Plan may use third-party pricing sources or appraisers. In substantiating the reasonableness of the pricing data provided by third parties, a variety of factors are evaluated including review of methods and assumptions used by external sources, recently executed transactions, existing contracts, economic conditions, industry and market developments, and overall credit ratings.

# PENTEGRA DEFINED BENEFIT PLAN FOR FINANCIAL INSTITUTIONS

## Notes to Consolidated Financial Statements

As of June 30, 2015 and 2014, and for the year ended June 30, 2015

(Amounts in thousands)

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### 7. INVESTMENTS

For the year ended June 30, 2015, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$42,293 as presented in the consolidated statement of changes in net assets available for benefits as follows:

Net appreciation (depreciation) in fair value of investments whose fair value was determined based on quoted market prices	
Mutual funds	\$ 15,272
Common stocks	(1,334)
U.S. treasuries	(446)
Net appreciation (depreciation) in fair value of investments whose fair value was estimated	
Private equity	16,245
Preferred stocks	(8)
Government securities	328
Corporate debt securities	(18,052)
Common collective trust funds - equity	33,310
Common collective trust funds - fixed income	(6,256)
Real estate funds	6,964
Municipal and other government debt and other	<u>(3,730)</u>
Net appreciation in fair value of investments	<u>\$ 42,293</u>

The Plan did not hold any investments that represented 5% or more of net assets available for benefits as of June 30, 2015 and 2014.

### 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 \$20,000 and \$20,000 and an estimated fair value of \$21,822 and \$21,746 as of June 30, 2015 and 2014, 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, 2015, approximately 89% of the equity linked notes was comprised of the discounted fixed income instrument and 11% was comprised of the call option. At June 30, 2014, approximately 87% of the equity linked notes was comprised of the discounted fixed income instrument and 13% was comprised of the call option.

**PENTEGRA DEFINED BENEFIT PLAN FOR FINANCIAL INSTITUTIONS**  
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**(Amounts in thousands)**

The following tables summarize the Plan's use of derivatives and the effect on the consolidated statements of net assets available for benefits as of June 30, 2015 and 2014, respectively, and the consolidated statement of changes in net assets available for benefits for the year ended June 30, 2015.

<b>Fair Value of Derivative Instruments as of June 30, 2015</b>				
	<b>Consolidated Statements of Net Assets Available for Benefits</b>	<b>Asset Derivatives</b>	<b>Liability Derivatives</b>	<b>Total</b>
Equity linked notes	Assets - investments at estimated fair value	\$ 21,822	\$ -	\$ 21,822
	Total derivatives	\$ 21,822	\$ -	\$ 21,822

<b>Fair Value of Derivative Instruments as of June 30, 2014</b>				
	<b>Consolidated Statements of Net Assets Available for Benefits</b>	<b>Asset Derivatives</b>	<b>Liability Derivatives</b>	<b>Total</b>
Equity linked notes	Assets - investments at estimated fair value	\$ 21,746	\$ -	\$ 21,746
	Total derivatives	\$ 21,746	\$ -	\$ 21,746

<b>Effect of Derivative Instruments on the Consolidated Statement of Changes in Net Assets Available for Benefits for the Year Ended June 30, 2015</b>				
	<b>Consolidated Statements of Changes in Net Assets Available for Benefits</b>	<b>Realized Gain</b>	<b>Net Unrealized Appreciation</b>	<b>Total</b>
Equity linked notes	Net appreciation/(depreciation) in fair value of investmen	\$ -	\$ 76	\$ 76
	Total derivatives	\$ -	\$ 76	\$ 76

**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 \$104,334 and \$100,321 as of June 30, 2015 and 2014, respectively, are included in the consolidated statements of net assets available for benefits. Income earned on these investments was \$552 for the year ended June 30, 2015, 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 \$352 for the year ended June 30, 2015, 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

**PENTEGRA DEFINED BENEFIT PLAN FOR FINANCIAL INSTITUTIONS**  
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Plan. In addition, investments held by the Plan of \$2,464 and \$6,646 as of June 30, 2015 and 2014, 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 most recently by letter dated February 12, 2015, that the Plan’s Regulations and related trust are designed in accordance with the applicable sections of the IRC. Subsequent to receiving the determination letter, one amendment to the Regulations has been approved that will not impact the Plan’s tax-qualified status. 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.

U.S. GAAP requires plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan 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 2011. 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.

**PENTEGRA DEFINED BENEFIT PLAN FOR FINANCIAL INSTITUTIONS**  
**Notes to Consolidated Financial Statements**  
**As of June 30, 2015 and 2014, and for the year ended June 30, 2015**  
**(Amounts in thousands)**

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PSI is a full service retirement benefits consulting firm providing plan design, compliance and administration, strategic consulting, actuarial services, trust and custody services, investment management to qualified and nonqualified plans and BOLI (bank owned life insurance services). Fee income is recognized as services are performed. Income related to the operations of PSI in the amount of \$36,946 for the year ended June 30, 2015, 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 \$32,408 for the year ended June 30, 2015. 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 \$14,226 and \$10,900 as of June 30, 2015 and 2014, respectively.

Management makes certain complex judgments with respect to its goodwill and intangible assets which are a direct result of PSI's acquisitions of Advanced Pension Solution during the year ended June 30, 2013, 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 filings, the purchase agreement, and other relevant company data. Goodwill totaled \$8,786 and \$8,786 and intangible assets, net of amortization totaled \$5,095 and \$5,517 as of June 30, 2015 and 2014, respectively, and are included on the consolidated statements of net assets available for benefits.

**13. SUBSEQUENT EVENTS**

Subsequent events were evaluated through April 14, 2016, which is the date the consolidated financial statements are available to be issued. During the period from July 1, 2015 through April 14, 2016, the Plan made approximately \$125,000 and €15,000 in capital commitments, of which approximately \$28,086 and €3,299 has been funded.

**SUPPLEMENTAL SCHEDULES**

**PENTEGRA DEFINED BENEFIT PLAN FOR FINANCIAL INSTITUTIONS**  
**Form 5500, Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year)**  
**As of June 30, 2015**

(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)	(e)
						Cost	Current Value
		Cusip	Rate	Maturity	Par Value		
*	FEDERAL HOME LN BK CONS BD	313379XK0	3.100%	29-Jun-32	\$ 2,000,000	\$ 2,086,800	\$ 1,907,140
*	FEDERAL HOME LN BK CONS BD	3133XKQX6	4.875%	17-May-17	425,000	451,961	458,180
*	FEDERAL HOME LN BK CONS BD	3133XMQ87	5.000%	17-Nov-17	90,000	95,569	98,737
	FEDERAL FARM CR BK CONS BD	3133EEQA1	2.790%	17-Mar-28	3,000,000	2,991,540	2,874,360
	FEDERAL HOME LN MTG CORP	3128X0AZ2	0.000%	2-Jan-34	5,000,000	2,128,100	2,587,250
	FEDERAL HOME LN MTG CORP	3134G6UW1	1.400%	29-Apr-19	2,000,000	2,000,000	1,984,080
	FEDERAL HOME LN MTG CORP	3134G7FY2	2.000%	29-Jul-20	5,000,000	5,000,000	4,983,700
	FEDERAL HOME LN MTG CORP	3137EAAD1	5.250%	18-Apr-16	135,000	147,488	140,303
	FEDERAL HOME LN MTG CORP	3137EAAM1	5.000%	16-Feb-17	715,000	773,094	765,658
	FEDERAL HOME LN MTG CORP	3137EABP3	4.875%	13-Jun-18	100,000	106,781	111,063
	FEDERAL HOME LN MTG CORP STRIP	3134A4CP7	0.000%	15-Mar-31	10,000,000	5,647,400	5,637,500
	FEDERAL HOME LN MTG CORP STRIP	3134A4NU4	0.000%	15-Jan-32	4,373,000	2,605,652	2,372,003
	FEDERAL JUDICIARY OFFICE BLDG	313490BW3	0.000%	15-Aug-16	8,265,000	1,074,779	8,147,472
	FEDERAL JUDICIARY OFFICE BLDG	313490CD4	0.000%	15-Feb-20	8,615,000	857,633	7,645,985
	FEDERAL NATL MTG ASSN	31359MFJ7	7.125%	15-Jan-30	230,000	289,584	340,612
	FEDERAL NATL MTG ASSN	31359MFP3	7.250%	15-May-30	205,000	262,080	305,706
	FEDERAL NATL MTG ASSN STRIP	31359YQK6	0.000%	15-Jul-32	5,000,000	2,275,000	2,574,000
	FEDERAL NATL MTG ASSN STRIP	31364EAV6	0.000%	8-Oct-27	4,440,000	3,036,827	2,948,338
	FINANCING CORP STRIP	317705AA9	10.700%	6-Oct-17	2,000,000	2,162,500	2,434,800
	FINANCING CORP STRIP	31771C2B0	0.000%	27-Jun-16	3,000,000	389,880	2,983,140
	FINANCING CORP STRIP	31771CC45	0.000%	30-May-17	165,000	19,846	162,373
	FINANCING CORP STRIP	31771CEY7	0.000%	30-May-17	909,000	109,335	894,529
	FINANCING CORP STRIP	31771EAM3	0.000%	6-Dec-18	9,200,000	3,271,922	8,751,592
	FINANCING CORP STRIP	31771KAD9	0.000%	30-Nov-17	6,000,000	5,668,200	5,864,280
	RESOLUTION FDG CORP	761157AD8	8.875%	15-Jul-20	1,000,000	994,010	1,331,960
	SBA GTD PARTN CTFS 2013-20I 1	83162CVU4	3.620%	1-Sep-33	20,543,801	21,125,972	21,725,891
	SBA GTD PARTN CTFS 2013-20J 1	83162CVV2	3.370%	1-Oct-33	4,581,093	4,647,662	4,769,055
	SBA GTD PARTN CTFS 2013-20K 1	83162CVX8	3.380%	1-Nov-33	4,597,577	4,641,218	4,796,009
	TENNESSEE VALLEY AUTH STRIP	88059E5E0	0.000%	15-Mar-30	3,100,000	1,976,374	1,832,410
	TENNESSEE VALLEY AUTH STRIP	88059ENN0	0.000%	15-Jan-28	3,211,000	2,134,705	2,025,274
	TENNESSEE VALLEY AUTH STRIP	88059ESQ8	0.000%	1-May-30	1,400,000	886,200	807,814
	TENNESSEE VALLEY AUTH STRIP	88059EU77	0.000%	15-Dec-29	5,614,000	3,588,076	3,311,530
	TENNESSEE VALLEY AUTH STRIP	88059EU85	0.000%	15-Jun-30	5,273,000	3,246,624	2,952,722
	TENNESSEE VALLEY AUTH STRIP	88059FBG5	0.000%	1-May-30	1,100,000	697,345	623,403
	U S TREASURY BOND	912810DX3	7.500%	15-Nov-16	770,000	972,187	844,413
	U S TREASURY BOND	912810EL8	8.000%	15-Nov-21	790,000	1,072,548	1,078,350
	U S TREASURY BOND	912810EQ7	6.250%	15-Aug-23	750,000	892,852	978,923
	U S TREASURY BOND	912810ET1	7.625%	15-Feb-25	240,000	326,025	351,600
	U S TREASURY BOND	912810FB9	6.125%	15-Nov-27	125,000	149,336	173,369
	U S TREASURY BOND	912810FM5	6.250%	15-May-30	300,000	367,078	432,891
	U S TREASURY BOND	912810FP8	5.375%	15-Feb-31	675,000	745,031	907,403



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**As of June 30, 2015**

(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	912828EE6	4.250%	15-Aug-15		
U S TREASURY NOTE	912828EW6	4.500%	15-Feb-16	75,000	81,000	77,021	
U S TREASURY NOTE	912828FF2	5.125%	15-May-16	300,000	334,806	312,585	
U S TREASURY NOTE	912828GH7	4.625%	15-Feb-17	750,000	811,463	799,568	
U S TREASURY NOTE	912828HA1	4.750%	15-Aug-17	980,000	1,065,444	1,063,986	
U S TREASURY NOTE	912828HR4	3.500%	15-Feb-18	850,000	843,359	907,511	
U S TREASURY NOTE	912828JH4	4.000%	15-Aug-18	445,000	455,916	486,091	
U S TREASURY NOTE	912828JR2	3.750%	15-Nov-18	910,000	913,413	988,415	
U S TREASURY NOTE	912828A91	0.750%	15-Jan-17	4,945,000	4,960,453	4,963,544	
U S TREASURY NOTE	912828GS3	4.500%	15-May-17	9,170,000	9,975,570	9,833,358	
U S TREASURY NOTE	912828H94	1.000%	15-Feb-18	4,595,000	4,604,872	4,608,647	
U S TREASURY NOTE	912828J68	1.000%	15-Mar-18	4,650,000	4,658,537	4,660,881	
U S TREASURY NOTE	912828RJ1	1.000%	30-Sep-16	3,590,000	3,624,056	3,617,212	
U S TREASURY NOTE	912828TS9	0.625%	30-Sep-17	2,165,000	2,161,005	2,158,570	
U S TREASURY NOTE	912828UU2	0.750%	31-Mar-18	4,755,000	4,734,924	4,730,845	
U S TREASURY NOTE	912828VR8	0.625%	15-Aug-16	6,300,000	6,287,199	6,317,703	
U S TREASURY NOTE	912828WQ9	0.500%	30-Jun-16	5,710,000	5,714,884	5,719,364	
U S TREASURY NOTE	912828XA3	1.000%	15-May-18	2,175,000	2,167,948	2,177,371	
US TREAS-CPI INFLAT	912828GD6	2.375%	15-Jan-17	3,589,839	3,894,800	3,765,131	
TOTAL US GOVERNMENT SECURITIES				191,537,310	149,894,864	173,751,990	
AIG LIFE HOLDINGS INC	00138GAA7	8.500%	1-Jul-30	9,282,000	12,711,804	12,539,889	
AIG LIFE HOLDINGS INC	026351AZ9	6.625%	15-Feb-29	7,309,000	9,201,677	8,946,947	
AIG SUNAMERICA GLOBAL FIN 144A	00139PAA6	6.900%	15-Mar-32	3,000,000	4,323,000	3,845,310	
ALBANIA GOVERNMENT INTERNATION	NA4075274	0.000%	31-Aug-25	10,000,000	6,900,000	7,000,000	
ALTRIA GROUP INC	02209SAD5	9.700%	10-Nov-18	4,000,000	5,273,800	4,976,880	
AMERICA MOVIL SAB DE CV	02364WBD6	3.125%	16-Jul-22	8,000,000	7,863,920	7,893,120	
AMERICAN EXPRESS CO	025816BD0	2.650%	2-Dec-22	5,000,000	4,876,000	4,809,800	
AMERIPRISE FINANCIAL INC	03076CAD8	7.300%	28-Jun-19	5,000,000	6,198,450	5,946,250	
ANR PIPELINE CO	001814AQ5	7.375%	15-Feb-24	1,440,000	1,587,096	1,757,837	
ANTHEM INC	94973VBH9	2.250%	15-Aug-19	5,000,000	4,974,150	4,939,500	
ANTHEM INC	94973VBJ5	3.500%	15-Aug-24	6,000,000	5,959,719	5,763,180	
ARCH CAPITAL GROUP LTD	03937LAA3	7.350%	1-May-34	3,500,000	4,633,230	4,517,555	
ASIAN DEVELOPMENT BANK	045167BN2	5.500%	27-Jun-16	80,000	86,931	83,957	
ASSOCIATES CORP OF NORTH AMERI	046003JU4	6.950%	1-Nov-18	5,000,000	5,075,200	5,752,400	
ASTRAZENECA PLC	046353AD0	6.450%	15-Sep-37	70,000	77,236	89,105	
ATLANTIC MARINE CORPS COM 144A	048677AC2	5.373%	1-Dec-50	3,857,169	3,789,784	3,857,169	
ATLANTIC RICHFIELD CO	048825AZ6	9.125%	1-Aug-31	2,500,000	2,567,450	3,500,775	
AURORA MILITARY HOUSING L 144A	05178TAA9	5.820%	15-Jul-34	2,500,000	2,761,300	2,687,500	
AURORA MILITARY HOUSING L 144A	05178RAB1	5.625%	15-Dec-35	5,000,000	5,331,050	5,350,000	

**PENTEGRA DEFINED BENEFIT PLAN FOR FINANCIAL INSTITUTIONS**  
**Form 5500, Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year)**  
**As of June 30, 2015**

(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		
	BANK OF AMERICA CORP	060505DA9	5.420%	15-Mar-17	\$ 5,000,000	\$ 4,549,850	\$ 5,298,000
	BANK OF AMERICA CORP	06053FAA7	4.100%	24-Jul-23	5,000,000	5,217,550	5,144,550
	BANK OF AMERICA CORP	638585AP4	7.250%	15-Oct-25	5,300,000	5,978,382	6,419,148
	BANK ONE CORP	059438AH4	7.625%	15-Oct-26	3,000,000	3,878,010	3,815,040
	BARCLAYS BANK PLC ASIAN EQUI BASKET & REL CURR	06738KGC9	0.000%	12-Apr-16	5,000,000	5,000,000	5,163,000
	BARCLAYS BANK PLC EMERG MKTS ELN	06740PHQ2	0.000%	26-May-16	10,000,000	10,000,000	10,113,500
	BARCLAYS BANK PLC NIKKEI 225 IDX & JAP YEN ELN	06738KGD7	0.000%	12-Apr-17	5,000,000	5,000,000	6,545,000
	BEAR STEARNS COMMERCIA PW17 A3	07388QAC3	5.736%	11-Jun-50	157,797	165,866	157,681
	BECTON DICKINSON AND CO	075887BF5	3.734%	15-Dec-24	3,000,000	3,116,970	2,989,920
	BELVOIR LAND LLC 144A	081331AE0	5.300%	15-Dec-35	2,759,424	2,891,104	2,802,858
	BERKSHIRE HATHAWAY FINANCE COR	084664BQ3	4.250%	15-Jan-21	3,000,000	3,142,500	3,276,360
	BLACK HILLS CORP	092113AG4	5.875%	15-Jul-20	9,715,000	11,363,150	11,023,805
	BLACKROCK INC	09247XAJ0	3.375%	1-Jun-22	5,000,000	5,241,950	5,145,300
	BLACKSTONE HOLDINGS FINAN 144A	09256BAB3	5.875%	15-Mar-21	7,000,000	7,090,580	8,042,300
	BRISTOL-MYERS SQUIBB CO	110122AT5	2.000%	1-Aug-22	5,000,000	4,685,850	4,750,750
	BRITISH TELECOMMUNICATIONS PLC	111021AE1	9.625%	15-Dec-30	325,000	440,566	482,355
	CANADIAN NATURAL RESOURCES LTD	136385AL5	6.250%	15-Mar-38	5,000,000	6,006,056	5,538,800
	CANADIAN PACIFIC RAILWAY CO	136440AL8	9.450%	1-Aug-21	1,250,000	1,424,061	1,674,825
	CARDINAL HEALTH INC	14149YAY4	3.200%	15-Mar-23	6,000,000	6,023,310	5,934,660
	CATERPILLAR FINANCIAL SERVICES	14912L5F4	2.850%	1-Jun-22	5,000,000	4,993,700	4,986,200
	CATERPILLAR INC	149123CC3	3.400%	15-May-24	5,000,000	5,309,700	5,076,050
	CBS CORP	925524AV2	5.500%	15-May-33	3,700,000	4,076,179	3,731,894
	CITICORP LEASE PASS-THROU 144A	17305BAB7	8.040%	15-Dec-19	10,000,000	11,411,500	12,054,700
	CITIGROUP INC	172967AM3	6.875%	1-Jun-25	3,000,000	3,774,840	3,712,860
	CITIGROUP INC	172967GS4	1.750%	1-May-18	4,000,000	4,009,680	3,981,840
	COMCAST CABLE HOLDINGS LLC	879240AQ2	10.125%	15-Apr-22	2,500,000	2,857,925	3,383,500
	COMCAST CORP	20030NAF8	5.650%	15-Jun-35	3,000,000	3,350,400	3,398,310
	COMCAST CORP	20030NAK7	6.500%	15-Nov-35	1,500,000	1,836,855	1,866,345
	COMCAST CORP	20030NBH3	4.250%	15-Jan-33	5,000,000	4,972,860	4,883,050
	COMMONWEALTH EDISON CO	202795HS2	6.150%	15-Sep-17	3,000,000	3,369,900	3,305,460
	CONTINENTAL AIRLINES 2000-2 CL	210805DD6	7.707%	2-Oct-22	3,791,561	3,954,599	4,163,514
	COUNTRYWIDE FINANCIAL CORP	222372AJ3	6.250%	15-May-16	4,789,000	3,771,338	4,977,016
	COVENTRY HEALTH CARE INC	222862AJ3	5.450%	15-Jun-21	3,000,000	3,500,850	3,379,710
	CSX TRANSPORTATION INC	126410LK3	9.750%	15-Jun-20	1,512,000	1,518,940	1,974,929
	CSX TRANSPORTATION INC	126410LL1	7.875%	15-May-43	2,000,000	2,676,000	2,763,420
	CVS HEALTH CORP	126650BH2	5.750%	1-Jun-17	3,000,000	3,282,660	3,242,100
	CVS HEALTH CORP	126650BJ8	6.250%	1-Jun-27	5,000,000	6,418,990	6,040,300
	DIRECTV HOLDINGS LLC / DIRECTV	25459HAQ8	6.350%	15-Mar-40	4,500,000	5,375,340	4,863,645
	DOUBLELINE OPPORTUNISTIC FUND	999Z89702	0.000%	0-Jan-00	87,653	100,000,000	119,064,529
	DUKE ENERGY KENTUCKY INC 144A	906888AS1	6.200%	10-Mar-36	7,000,000	7,964,390	8,466,710
	EBAY INC	278642AL7	3.450%	1-Aug-24	8,000,000	7,977,030	7,702,480

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	EI DU PONT DE NEMOURS & CO	263534BZ1	4.625%	15-Jan-20	\$ 5,000,000	\$ 5,578,500	\$ 5,499,000
	ELECTRICITE DE FRANCE SA 144A	268317AB0	6.500%	26-Jan-19	5,000,000	5,755,000	5,770,550
	ENSCO INTERNATIONAL INC	26874QAB6	7.200%	15-Nov-27	3,970,000	5,207,449	4,480,820
	ENSCO PLC	29358QAA7	4.700%	15-Mar-21	12,280,000	13,201,958	12,508,408
	EXELON GENERATION CO LLC	30161MAJ2	5.750%	1-Oct-41	167,000	186,594	173,321
	EXPRESS SCRIPTS HOLDING CO	30219GAG3	6.125%	15-Nov-41	5,065,000	6,477,679	5,883,149
	FISHERS LANE ASSOCIATES L 144A	33803WAB5	5.477%	5-Aug-40	13,250,000	13,565,293	14,032,678
	FISHERS LANE LLC 144A	33804JAA5	2.029%	5-Apr-17	16,000,000	16,000,000	16,000,000
	FLORIDA POWER & LIGHT CO	341081EP8	5.850%	1-Feb-33	3,883,000	4,837,014	4,702,818
	FORT BENNING FAMILY COMMU 144A	346845AK6	6.090%	15-Jan-51	4,740,000	4,610,274	4,740,000
	FORT EUSTIS/FORT STORY HO 144A	347314BF2	5.510%	15-Dec-40	5,000,000	5,448,850	5,058,850
	FORT KNOX MILITARY HOUSIN 144A	347508AA1	5.815%	15-Feb-52	9,974,960	11,301,729	10,772,957
	GENERAL AMERICAN LIFE INS 144A	368770AA1	7.625%	15-Jan-24	5,000,000	4,172,550	6,308,500
	GENERAL ELECTRIC CAPITAL CORP	369622SN6	7.125%	29-Dec-49	20,075,000	23,690,200	23,161,531
	GENERAL MILLS INC	370334BT0	3.650%	15-Feb-24	5,000,000	5,135,400	5,119,050
	GENERAL MILLS INC	370334BV5	2.200%	21-Oct-19	5,000,000	4,994,150	4,971,150
	GEORGIA-PACIFIC LLC	373298BP2	7.250%	1-Jun-28	5,104,000	6,964,867	6,523,371
	GEORGIA-PACIFIC LLC	373298BR8	7.750%	15-Nov-29	4,247,000	6,152,374	5,751,500
	GLENCORE FUNDING LLC 144A	378272AF5	4.125%	30-May-23	5,000,000	4,810,550	4,837,100
	GMAC COMMERCIAL MO BLIS A 144A	36186XAD9	5.174%	10-Jul-50	2,000,000	1,955,000	1,980,000
	GMAC COMMERCIAL MO HCKM A 144A	36186YAF2	6.107%	10-Aug-52	4,941,292	4,768,346	5,089,530
	GMAC COMMERCIAL MO PRES A 144A	36186EAA7	6.240%	10-Oct-41	15,552,497	17,839,201	17,107,747
	GOLDMAN SACHS GROUP INC/THE	38141EC23	3.850%	8-Jul-24	5,000,000	4,997,850	4,995,650
	GOLDMAN SACHS GROUP INC/THE	38141GGQ1	5.250%	27-Jul-21	5,000,000	5,640,100	5,552,600
	GOLDMAN SACHS GROUP INC/THE	38141GVM3	4.000%	3-Mar-24	5,000,000	5,136,800	5,087,250
	GTE SOUTHWEST INC	362338AQ8	8.500%	15-Nov-31	3,000,000	3,564,600	3,654,060
	HARLEY-DAVIDSON FUNDING C 144A	41283DAB9	6.800%	15-Jun-18	5,000,000	4,903,650	5,707,550
	HEALTH CARE REIT INC	42217KBC9	4.500%	15-Jan-24	2,500,000	2,630,800	2,595,675
	HOME DEPOT INC/THE	437076AS1	5.875%	16-Dec-36	4,000,000	5,300,332	4,814,480
	HP COMMUNITIES LLC 144A	44329HAJ3	5.780%	15-Mar-46	11,000,000	11,097,790	11,330,000
	HYDRO-QUEBEC	448814EJ8	8.050%	7-Jul-24	85,000	100,568	116,214
	INGERSOLL-RAND CO	45686XCE1	6.230%	19-Nov-27	2,397,000	2,730,351	2,771,747
	INTEL CORP	458140AN0	4.000%	15-Dec-32	7,000,000	7,207,320	6,707,960
	INTERNATIONAL BUSINESS MACHINE	459200AM3	7.000%	30-Oct-25	20,000	23,334	25,812
	JOHNSON & JOHNSON	478160AU8	5.150%	15-Jul-18	115,000	120,809	127,780
	JP MORGAN CHASE COMMER LD12 A3	46632HAC5	5.938%	15-Feb-51	139,061	148,447	139,268
	JPMORGAN CHASE BANK NA	48121CYK6	6.000%	1-Oct-17	10,000,000	9,914,800	10,903,500
	KEENAN DEVELOPMENT ASSOCI 144A	48730PAC4	5.020%	15-Jul-28	900,194	942,377	962,821
	KEYBANK NA/CLEVELAND OH	49327M2G8	2.250%	16-Mar-20	5,000,000	4,991,300	4,957,550
	KKR GROUP FINANCE CO II L 144A	48249DAA9	5.500%	1-Feb-43	9,000,000	9,000,000	9,109,710

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	KROGER CO/THE	501044BT7	7.700%	1-Jun-29	\$ 1,500,000	\$ 2,003,565	\$ 1,988,040
	KROGER CO/THE	501044BV2	8.000%	15-Sep-29	2,795,000	3,669,794	3,806,958
	KROGER CO/THE	501044CP4	2.200%	15-Jan-17	3,000,000	3,087,600	3,041,850
	LAKE COUNTRY MORTG HE1 M5 144A	50820TAJ8	2.191%	25-Jul-34	3,000,000	3,060,000	3,037,200
	LAVENDER TRUST SE RR1A A2 144A	519440DE8	5.909%	26-Nov-36	4,234,328	4,350,772	4,329,177
	LCOR ALEXANDRIA LLC 144A	50181QAHI	6.800%	15-Sep-28	14,987,570	17,654,261	17,155,822
	LCOR ALEXANDRIA LLC 144A	50181QAN8	9.628%	24-Aug-24	1,097,152	1,389,275	1,376,926
	LEONARD WOOD FAMILY COMMU 144A	526602AE7	5.909%	15-Jul-40	6,508,719	6,260,737	6,638,893
	LIBERTY MUTUAL GROUP INC 144A	53079EAE4	7.000%	15-Mar-34	10,000,000	12,463,600	12,122,900
	MARATHON OIL CORP	565849AE6	6.600%	1-Oct-37	2,000,000	2,441,400	2,255,520
	MERRILL LYNCH MORTGAGE T C1 A3	59023BAC8	5.676%	12-May-39	3,190,851	3,434,901	3,189,575
	METLIFE INC	59156RAE8	6.500%	15-Dec-32	4,250,000	5,846,215	5,285,215
	METLIFE INC	59156RAJ7	6.375%	15-Jun-34	895,000	1,202,419	1,104,305
	METLIFE INC	59156RBB3	4.368%	15-Sep-23	5,000,000	5,585,450	5,318,350
	MID-ATLANTIC MILITARY FAM 144A	59524EAB8	5.240%	1-Aug-50	3,883,880	3,895,532	3,840,031
	MOBIL CORP	607059AT9	8.625%	15-Aug-21	240,000	313,238	320,057
	MORGAN STANLEY	6174467X1	5.000%	24-Nov-25	7,700,000	7,816,501	8,060,822
	MORGAN STANLEY	617446HD4	7.250%	1-Apr-32	5,000,000	7,113,700	6,608,800
	MORGAN STANLEY	61744YAD0	5.950%	28-Dec-17	9,000,000	9,147,071	9,892,890
	MORGAN STANLEY CAPI C1 A2 144A	617458AC8	3.884%	15-Sep-47	2,063,316	2,134,242	2,079,492
	NATIONAL RURAL UTILITIES COOPE	637432LR4	10.375%	1-Nov-18	2,000,000	2,600,080	2,545,200
	NAVY NEW ORLEANS NAVY HOU 144A	647677AJ2	5.754%	15-Dec-38	14,300,000	14,782,800	15,587,000
	NELDER GROVE CLO LT 1A A1 144A	640270AA2	1.846%	28-Aug-26	13,000,000	12,983,100	12,977,900
	NEW ZEALAND GOVERNMENT INTERNA	650162AP5	8.750%	1-Apr-16	3,575,000	3,617,058	3,782,350
	NORFOLK SOUTHERN CORP	655844AJ7	7.800%	15-May-27	2,177,000	2,655,047	2,943,130
	NORTHERN BORDER PIPELINE CO	664787AD0	7.500%	15-Sep-21	3,837,000	4,547,728	4,616,064
	NOVARTIS SECURITIES INVESTMENT	66989GAA8	5.125%	10-Feb-19	80,000	82,346	88,990
	OCCIDENTAL PETROLEUM CORP	674599BE4	9.250%	1-Aug-19	500,000	496,250	623,205
	OHANA MILITARY COMMUNITIE 144A	677071AG7	5.780%	1-Oct-36	11,280,000	12,650,520	11,975,976
	OIL CASUALTY INSURANCE LT 144A	677788AA9	8.000%	15-Sep-34	5,000,000	5,000,000	6,113,450
	OMNICOM GROUP INC	681919AZ9	3.625%	1-May-22	5,000,000	5,158,950	5,029,000
	ORACLE CORP	68389XAU9	3.400%	8-Jul-24	8,000,000	8,052,000	8,020,400
	ORACLE CORP	68402LAC8	5.250%	15-Jan-16	1,090,000	1,085,847	1,118,296
	PFIZER INC	717081DB6	6.200%	15-Mar-19	90,000	99,620	102,947
	PHILIP MORRIS INTERNATIONAL IN	718172AP4	4.500%	20-Mar-42	5,000,000	5,293,700	4,871,900
	PHILLIPS 66	718546AC8	4.300%	1-Apr-22	2,000,000	2,054,140	2,098,940
	PNC BANK NA	69349LAQ1	4.200%	1-Nov-25	7,000,000	6,966,280	7,346,710
	PNC FUNDING CORP	693476BF9	6.700%	10-Jun-19	5,000,000	5,975,100	5,830,000
	PNC FUNDING CORP	693476BN2	3.300%	8-Mar-22	5,000,000	5,141,950	5,085,200
	PROCTER & GAMBLE CO/THE	742718DN6	4.700%	15-Feb-19	130,000	130,936	143,295
	PSEG POWER LLC	69362BAJ1	8.625%	15-Apr-31	4,000,000	5,698,400	5,502,480

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	PUBLIC SERVICE CO OF OKLAHOMA	744533BJ8	6.625%	15-Nov-37	\$ 5,000,000	\$ 6,502,750	\$ 6,332,200
	RIO TINTO FINANCE USA LTD	767201AD8	7.125%	15-Jul-28	12,285,000	15,179,052	15,560,918
	ROYAL BANK OF CANADA	78008S7D2	2.200%	27-Jul-18	3,000,000	3,068,880	3,051,180
	SOUTHERN CALIFORNIA EDISON CO	842400ES8	6.000%	15-Jan-34	3,000,000	3,975,960	3,636,600
	SOUTHERN RAILWAY CO	655855FA7	9.750%	15-Jun-20	2,088,000	2,097,584	2,731,396
	STATOIL ASA	656531AC4	7.750%	15-Jun-23	100,000	116,246	129,513
	STATOIL ASA	656531AD2	7.150%	15-Nov-25	3,650,000	4,678,753	4,779,821
	TCI COMMUNICATIONS INC	872287AL1	7.125%	15-Feb-28	5,000,000	6,970,450	6,520,150
	TECK RESOURCES LTD	878742AW5	6.250%	15-Jul-41	5,000,000	5,492,200	4,023,650
	TECK RESOURCES LTD	878742AY1	3.750%	1-Feb-23	5,000,000	5,126,500	4,301,000
	TEXAS CAPITAL BANK NA/DALLAS T	88224PJS9	5.250%	31-Jan-26	7,000,000	7,061,950	7,418,390
	TIME WARNER ENTERTAINMENT CO L	88731EAF7	8.375%	15-Mar-23	5,000,000	5,659,700	6,215,600
	TOPAZ SOLAR FARMS LLC 144A	89054XAA3	5.750%	30-Sep-39	7,750,000	8,064,340	8,775,635
	TRANSALTA CORP	89346DAC1	6.650%	15-May-18	6,000,000	5,989,740	6,630,720
	TRANSCANADA PIPELINES LTD	8935268Y2	7.125%	15-Jan-19	5,000,000	5,922,500	5,807,400
	UNITED ENERGY DISTRIBUTIO 144A	91020QAB3	5.450%	15-Apr-16	12,000,000	12,514,560	12,301,920
	UNITED TECHNOLOGIES CORP	913017AT6	6.700%	1-Aug-28	50,000	52,937	64,457
	UNITED TECHNOLOGIES CORP	913017BP3	6.125%	15-Jul-38	5,000,000	6,728,200	6,097,350
	UNITED TECHNOLOGIES CORP	913017BV0	3.100%	1-Jun-22	3,000,000	3,091,920	3,023,850
	UNITEDHEALTH GROUP INC	91324PBK7	6.875%	15-Feb-38	2,536,000	3,575,861	3,335,728
	UNITEDHEALTH GROUP INC	91324PBW1	4.375%	15-Mar-42	7,000,000	7,506,240	6,786,780
	UNITEDHEALTH GROUP INC	91324PBZ4	2.750%	15-Feb-23	5,000,000	5,024,500	4,783,150
	USF&G CAPITAL I 144A	902965AA0	8.500%	15-Dec-45	2,000,000	2,970,580	2,824,220
	USF&G CAPITAL III 144A	90330SAA8	8.312%	1-Jul-46	17,536,500	23,761,490	25,078,949
	VALE OVERSEAS LTD	91911TAH6	0.06875	21-Nov-36	8,267,000	8,616,002	7,992,618
	VALERO ENERGY CORP	91913YAB6	8.750%	15-Jun-30	4,000,000	5,240,000	5,224,840
	VALERO ENERGY CORP	91913YAL4	6.625%	15-Jun-37	5,000,000	5,770,400	5,647,050
	VALIDUS HOLDINGS LTD	91915WAB8	8.875%	26-Jan-40	2,000,000	2,490,244	2,557,060
	VERIZON COMMUNICATIONS INC	92343VBZ6	5.050%	15-Mar-34	5,000,000	5,358,450	5,033,650
	VERIZON MARYLAND LLC	165069AQ8	8.300%	1-Aug-31	5,765,000	6,576,434	7,347,377
	VERIZON NEW ENGLAND INC	644239AY1	7.875%	15-Nov-29	6,663,000	7,842,817	8,503,654
	VIRGINIA MASON MEDICAL CENTER	927847AA1	5.136%	15-Aug-44	10,000,000	10,000,000	9,420,400
	VOTO-VOTORANTIM OVERSEAS 144A	92908KAA3	7.750%	24-Jun-20	2,500,000	2,521,875	2,807,500
	WACHOVIA BANK COMMERCIA C28 A4	92978MAE6	5.572%	15-Oct-48	4,346,784	4,687,055	4,510,918
	WACHOVIA CORP	337358BH7	7.574%	1-Aug-26	4,000,000	5,046,840	5,147,200
	WAL-MART STORES INC	931142DP5	3.300%	22-Apr-24	4,000,000	4,144,760	4,047,160
	WASTE MANAGEMENT INC	902917AH6	7.000%	15-Jul-28	7,661,000	9,491,558	9,948,345
	WELLS FARGO & CO	94974BGA2	3.300%	9-Sep-24	11,000,000	10,871,580	10,831,260
	WFRBS COMMERCIAL MO C4 A2 144A	92936CAC3	3.454%	15-Jun-44	3,372,610	3,423,199	3,427,449

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	XEROX CORP	984121CB7	6.750%	15-Dec-39	\$ 5,000,000	\$ 5,980,800	\$ 5,564,700
	XLIT LTD	98372PAK4	6.250%	15-May-27	6,633,000	7,977,575	7,755,967
	TOTAL CORPORATE DEBT INSTRUMENTS				905,440,318	1,098,030,041	1,119,458,224
	CALIFORNIA ST UNIV REVENUE	13077CTM6	6.434%	1-Nov-30	6,800,000	8,943,836	8,418,944
	CMWLTH FING AUTH PA	20281PCT7	6.218%	1-Jun-39	5,350,000	6,530,157	6,176,361
	COLONY TX LOCAL DEV CORP SALES	19625AAG7	0.04881	1-Oct-47	11,000,000	10,908,970	10,801,120
	CONTRA COSTA CA CMNTY CLG DIST	212204FA4	0.06504	1-Aug-34	1,905,000	2,425,903	2,315,051
	DIST OF COLUMBIA REVENUE	25483VEC4	0.07625	1-Oct-35	9,510,000	11,664,360	9,943,466
	EL PASO TX	283734JD4	0.06018	15-Aug-35	3,000,000	3,526,710	3,554,400
	GRAND RIVER OK DAM AUTH REVENU	386442UJ4	0.07	1-Jun-40	5,000,000	6,842,600	6,314,350
	HLTH CARE AUTH FOR BAPTIST HLT	42219UBQ4	0.06	15-Nov-43	12,000,000	11,489,160	11,500,920
	JOBSONIO BEVERAGE SYS STWD LIQ	47770VAZ3	0.05	1-Jan-35	5,545,000	5,467,486	5,764,915
	LA PAZ CNTY AZ INDL DEV AUTH I	50375EAN1	0.04	1-Dec-15	500,000	506,075	506,075
	LA PAZ CNTY AZ INDL DEV AUTH I	50375EAP6	0.05	1-Dec-16	350,000	358,309	359,398
	LA PAZ CNTY AZ INDL DEV AUTH I	50375EAQ4	0.06	1-Dec-17	250,000	258,308	260,963
	LA PAZ CNTY AZ INDL DEV AUTH I	50375EAR2	0.06	1-Dec-18	400,000	416,520	425,396
	LA PAZ CNTY AZ INDL DEV AUTH I	50375EAS0	0.06	1-Dec-19	375,000	393,803	406,748
	LA PAZ CNTY AZ INDL DEV AUTH I	50375EAT8	0.05	1-Dec-20	935,000	935,000	982,835
	LA PAZ CNTY AZ INDL DEV AUTH I	50375EAU5	0.06	1-Dec-21	700,000	700,000	728,560
	LA PAZ CNTY AZ INDL DEV AUTH I	50375EAV3	0.06	1-Dec-22	1,205,000	1,205,000	1,251,730
	LA PAZ CNTY AZ INDL DEV AUTH I	50375EBB6	0.07	1-Dec-34	4,100,000	4,034,564	4,280,646
	LA PAZ CNTY AZ INDL DEV AUTH I	50375EBC4	0.07	1-Dec-40	4,500,000	4,420,755	4,671,090
	MARYLAND ST HLTH & HGR EDUCNTL	574218NF6	0.05	1-Jul-36	6,545,000	5,945,216	6,286,473
	MET TRANSPRTN AUTH NY REVENUE	59259YGF0	0.07	15-Nov-40	3,500,000	4,478,145	4,571,140
	NEW JERSEY ST ECON DEV AUTH LE	645913AA2	0.07	15-Feb-29	5,000,000	6,412,739	5,671,250
	NEW YORK CITY NY HSG DEV CORP	64966NAB3	0.06	1-Jun-36	5,785,000	7,073,493	6,652,750
	NEW YORK NY	64966HYE4	0.05	1-Mar-22	2,000,000	2,199,360	2,247,260
	NEW YORK ST URBAN DEV CORP REV	650035TD0	0.06	15-Mar-39	5,105,000	6,338,215	6,047,230
	OGLETHORPE GA PWR CORP	67704LAA9	0.06	1-Jan-35	4,500,000	4,796,020	4,820,490
	PASADENA CA PUBLIC FING AUTH L	702274AW1	0.07	1-Mar-43	3,100,000	3,724,309	3,980,276
	PORT AUTH OF NEW YORK & NEW JE	73358WCX0	0.06	1-Nov-40	4,190,000	5,095,962	4,834,632
	PORT AUTH OF NEW YORK & NEW JE	73358WUG7	0.04	15-Oct-27	7,455,000	7,626,912	7,448,141
	TEXAS ST PUBLIC FIN AUTH CHRT	88276PCH7	0.08	15-Feb-27	3,305,000	3,841,666	3,841,666
	TUCSON AZ COPS	898735PQ2	0.07	1-Jul-30	5,000,000	6,223,950	6,035,250
	VIRGIN ISLANDS PUBLIC FIN AUTH	927676RZ1	0.05	1-Oct-27	4,600,000	4,765,554	4,850,838
	TOTAL STATE AND MUNICIPAL SECURITIES				133,510,000	149,549,056	145,950,361

**PENTEGRA DEFINED BENEFIT PLAN FOR FINANCIAL INSTITUTIONS**  
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**As of June 30, 2015**

(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		
	FIRSTAR RLTY L L C CUM PFD RESTRNON CUM PFD	33765A202	0.00		\$ 1,000	\$ 914,950	\$ 1,232,500
	TOTAL PREFERRED				1,000	914,950	1,232,500
	ENTREPRENEUR US ALL CAP-INST	293828505			12,194,309	121,952,947	139,624,832
	ENTREPRENEUR US LRG CAP-RTL	293828604			7,506,021	75,062,788	80,839,851
	ENTREPRENEURSHARES GLBL-INST	293828208			279,590	3,000,000	3,408,201
	TOTAL MUTUAL FUNDS				19,979,920	200,015,736	223,872,884
	3M CO	88579Y101			400	28,690	61,720
	FS BANCORP/LAGRANGE IN	30262T106			16,896	760,320	1,049,664
	GOLUB CAPITAL BDC INC	38173M102			1,346,229	20,429,414	22,293,552
	TOTAL EQUITY- COMMON STOCKS				1,363,525	21,218,424	23,404,936
	A & M CAPITAL PARTNERS LP	99VVAXFT8			7,677,103	7,495,207	7,677,103
	AEA MEZZANINE FUND III LP	99VVAVPT1			4,945,218	5,034,702	4,945,218
	BISON CAPITAL PARTNERS IV L.P	99VVAVP04			8,715,194	8,277,313	8,715,194
	CENTERFIELD CAPITAL PARTNERS	99VVAPLN1			4,613,459	5,266,513	4,613,459
	DYAL II PENSION INVESTORS LP	99VVA3GR7			4,946,417	5,025,000	4,946,417
	DYAL OFFSHORE INVESTORS LP	99VVAKWD2			11,790,460	13,335,828	11,790,460
	FORTRESS WORLDWIDE TRANSP	99VVAM5H9			29,052,799	26,208,501	29,052,799
	GOLDPOINT PARTNERS	99VVAZEX5			8,795,889	7,298,947	8,795,889
	GOLUB CAPITAL INVESTMENT	99VVA3H70			2,040,000	30,600,000	30,600,000
	HARBERT MEZZANINE PARTNERS III	99VVA3K68			5,208,916	5,668,364	5,208,916
	HIGHSTAR CAPITAL GP IV L.P.	99VVALMM1			13,695,567	14,127,864	13,695,567
	ICG NORTH AMERICAN PRIVATE	99VVA0Q50			2,338,714	2,193,681	2,338,714
	MEDLEY OPPORTUNIFY FUND II L P	99VVAT3G8			16,490,704	15,498,052	16,490,704
	MONARCH CAPITAL PARTNERS	99VVA3K50			8,010,089	8,292,693	8,010,089
	MORGAN STANLEY IFHF SPV LP	99VVAJMK0			649,452	342,850	649,452
	NB ALPHA CAPTURE FUND LTD	99VVAX1A4			36,979	36,978,891	39,116,065
	NB SECONDARY OPPORTUNITIES	99VVAXKM7			7,261,650	5,350,406	7,261,650
	NB STRATEGIC PARTNERS	99VVATAM7			13,320,572	10,695,639	13,320,572
	NEW CANAAN FUNDING MEZZANINE V	99VVAPLZ4			5,070,200	7,137,176	5,070,200
	NYLCAP MEZZANINE PARTNERS III	999313315			20,710,184	22,038,662	20,710,184
	PEP HY CITE HOLDING L P	99VVAZSG7			7,706,052	7,689,432	7,896,444
	PWP GROWTH EQUITY FUND I LP	99VVA1RP3			7,346,418	7,755,175	7,346,418
	RCP DIRECT II FEEDER LTD	99VVA08C5			4,682,266	5,100,000	4,682,266
	RCP FUND VIII FEEDER LTD	99VVAT3F0			5,189,277	5,250,000	5,189,277
	RCP SOF II FEEDER LP	99VVAR422			5,414,696	5,183,867	5,414,696
	RFE INVT PARTNERS VIII L P	99VVATNT8			6,838,784	6,473,368	6,838,784
	STIEVEN FINANCIAL OFFSHORE	99VVAQ9L7			4,023	4,000,000	6,668,464
	TRILANTIC CAPITAL PARTNERS V	99VVAQC33			5,967,166	7,082,096	5,967,166
	TRINITY HUNT PARTNERS IV LP	99VVATGT6			14,127,490	12,194,752	14,127,490

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(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		
	VCFA PRIVATE EQUITY PART IV LP-12-31-14	99VVABVY7			\$ 1,011,603	\$ 3,025,024	\$ 1,011,603
	VCFA VENTURE PARTNERS III LP-12-31-14	999058266			1,640,212	2,679,940	1,640,212
	TOTAL PRIVATE EQUITY				235,297,551	303,299,942	309,791,471
	MORGAN STANLEY RE III - DOM	99VVABVX9			22,840	1,002,982	22,840
	MORGAN STANLEY RE III - INTL	99VVABVW1			74,310	1,418,726	74,310
	OAKTREE RE VI CAYMAN	99VVAXF84			22,360,739	18,171,221	22,360,739
	SENTINEL REAL ESTATE FUND	999178023			827	53,280,258	64,163,591
	TOTAL REAL ESTATE FUNDS				22,458,716	73,873,187	86,621,480
	BLACKROCK EAFE EQUITY INDEX	999G05866			454,579	65,737,762	101,674,190
	BLACKROCK EQUITY INDEX FUND	99VVAHQK0			148,578	62,782,861	104,067,538
	BLACKROCK INT TERM CREDIT BD	999F25668			2,017,689	96,544,921	102,507,339
	BLACKROCK INTERMEDIATE	999G05841			170,169	4,503,299	5,390,430
	BLACKROCK LONG TERM CREDIT BD	999G05874			1,471,294	109,449,738	104,946,838
	BLACKROCK RUSSELL 1000 VALUE	99VVAHQL8			680,418	36,640,460	68,883,949
	BLACKROCK RUSSELL 2000 EQUITY	999G05858			1,344,231	15,490,769	54,435,476
	BLACKROCK RUSSELL 2000 GROWTH	99VVALMN9			1,744,630	36,000,980	63,260,291
	SSGA S & P 500 FLAGSHIP	999G05833			219,868	63,617,321	103,516,764
	SSGA 20+ YEAR HIGH QUALITY US	999G36978			6,510,368	86,926,216	84,452,492
	SSGA 5-20 YEAR HIGH QUALITY US	999G36960			9,629,606	108,404,225	117,307,861
	SSGA LONG CREDIT INDEX	999G05825			1,069,769	36,565,926	38,643,263
	SSGA RUSSELL 2000 GROWTH FUND	99VVALMP4			1,595,675	32,389,227	55,977,885
	SSGA S&P MIDCAP 400 INDEX NL	99VVAQ9F0			288,024	38,878,544	58,595,052
	BNY EB TEMP INV FD	996115960			51,654,162	51,654,162	51,654,162
	TOTAL COMMON COLLECTIVE				78,999,059	845,586,412	1,115,313,526



**PENTEGRA DEFINED BENEFIT PLAN FOR FINANCIAL INSTITUTIONS**  
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**As of June 30, 2015**

(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		
	DISCOVER BANK GREENWOOD, DE CD		0.005	29-Oct-15	\$ 100,000	\$ 100,000	\$ 100,000
	FIRST MERIT BANK CD		0.005	12-Feb-16	100,000	100,000	100,000
	GOLDMAN SACHS BANK CD		0.006	11-Aug-16	100,000	100,000	100,000
	MERRICK BANK CD		0.005	30-Oct-15	<u>100,000</u>	<u>100,000</u>	<u>100,000</u>
	TOTAL CERTIFICATE OF DEPOSITS				<u>400,000</u>	<u>400,000</u>	<u>400,000</u>
	PEOPLES UNITED BANK					<u>119,902</u>	<u>119,902</u>
	TOTAL INTEREST BEARING CASH					<u>119,902</u>	<u>119,902</u>
	TOTAL INVESTMENTS						<u>\$ 3,199,917,273</u>

**PENTEGRA DEFINED BENEFIT PLAN FOR FINANCIAL INSTITUTIONS**  
**Form 5500, Schedule H, Part IV, Line 4j - Schedule of Reportable Transactions**  
**As of June 30, 2015**

(a)	(b)	(c)	(d)	(e)		(f)	(g)	(h)	(i)
Identity of Party Involved	Description of Asset	Purchase Price	Selling Price	Lease Rental	Number of Transactions	Expense Incurred with Transaction	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain or (Loss)
<u>Series in the Same Security</u>									
Bank of New York-Mellon	BNY Mellon Cash Reserve	\$ 202,614,422	N/A	-	141	-	-	\$ 202,614,422	-
Bank of New York-Mellon	BNY Mellon Cash Reserve	N/A	202,614,422	-	141	-	202,614,422	202,614,422	-
Bank of New York-Mellon	BNY EB TEMP INV FD	855,221,730	N/A	-	378	-	-	855,221,730	-
Bank of New York-Mellon	BNY EB TEMP INV FD	N/A	855,221,730	-	300	-	851,285,053	851,285,053	-