CIVILIAN PENSION BOARD AGENDA

AUGUST 8, 2013 - 2:00 P.M.

CITY HALL CONFERENCE ROOM
15 LOOCKERMAN PLAZA
DOVER, DELAWARE

Public comments are welcomed on any item and will be permitted at appropriate times. When possible, please notify the City Clerk (736-7008 or e-mail at CityClerk@dover.de.us) should you wish to be recognized.

AGENDA ADDITIONS/DELETIONS

1. Adoption of Minutes - Civilian Pension Board Meeting of May 9, 2013

2. Organizational Issues - Election of Chair

3. Quarterly Performance Review *(Quarter Ending June 30, 2013) (Milliman, Inc.)*
   (Staff Recommends Acceptance of the Report)

4. Investment Manager Recommendations *(Milliman, Inc.)*

5. Audit Procedures *(SB & Company, LLC)*

6. Scheduling of Future Meeting Dates
   (Suggested Dates - November 14, 2013; February 13, 2014; May 8, 2014; August 14, 2014)

7. Adjournment

TO ASSURE THAT THERE WILL BE A QUORUM,
PLEASE RSVP BY CONTACTING THE CITY CLERK'S OFFICE
BY EMAIL AT CITYCLERK@DOVER.DE.US OR BY CALLING 736-7008
AS SOON AS POSSIBLE.

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THE AGENDA ITEMS AS LISTED MAY NOT BE CONSIDERED IN SEQUENCE. THIS AGENDA IS SUBJECT TO CHANGE TO INCLUDE THE ADDITION OR THE DELETION OF ITEMS, INCLUDING EXECUTIVE SESSIONS.

CIVILIAN PENSION BOARD

The Civilian Pension Board meeting was held on May 9, 2013 at 2:00 p.m. with Chairman Bonar presiding. Members present were Councilman Lynn, Mr. Blakeman, Mr. Clendaniel, Mr. Koenig, and Mrs. Mitchell. Mrs. Hettinger was absent.

AGENDA ADDITIONS/DELETIONS

Mr. Blakeman moved to approve the agenda as presented, seconded by Mr. Koenig and unanimously carried.

Adoption of Minutes - Civilian Pension Board Meeting of February 14, 2013

Mr. Blakeman moved for adoption of the minutes of the Civilian Pension Board Meeting of February 14, 2013, seconded by Mr. Clendaniel and unanimously carried.

Adoption of Minutes - Special Civilian Pension Board Meeting of March 25, 2013

Mr. Koenig moved for adoption of the minutes of the Special Civilian Pension Board Meeting of March 25, 2013, seconded by Mr. Lynn and unanimously carried.

Quarterly Performance Review *(Quarter Ending March 31, 2013) (Milliman, Inc.)*

Mr. Jeff Marzinsky, Principal and Employee Benefits Consultant, Milliman, Inc., reviewed the Quarterly Investment Monitor Summary Report for the Quarter Ending March 31, 2013. He advised members that as of the end of the first quarter, plan assets totaled approximately $25M, which was an increase from the end of 2012. He noted that there had been contributions to and withdrawals from the plan and that withdrawals had exceeded contributions; however, there was upward movement in the markets. He stated that the plan had performed fairly well for the quarter with a return of approximately 4%, which would be a potential 17%-18% return for the year, although there was no guarantee that similar returns would be realized during the remaining quarters. He noted that the plan's performance did exceed the benchmark.

Referring to Page 9 of the report, Asset Allocation, Mr. Marzinsky stated that the plan was in line with the target allocations. He noted that as cash flow and deposits go into the plan, as well as near the end of each quarter, Milliman, Inc. reviews the allocations of the plan. Mr. Marzinsky advised members that equity investments had grown and fixed incomes investments were down, so Milliman rebalanced to the target elections. He stated it was important to rebalance throughout the year to maintain the risk/return profile.

In reviewing Page 10, Investment Policy Review - Active Management, Mr. Marzkinsky stated that the highlighted areas indicated slightly below average performance. He noted that some of the investments were underperforming the benchmarks; however, they were still ranking well compared to peers and he felt there were no major concerns at this time.

Mr. Marzinsky explained that some anomalies in the Beta and Tracking Error on Page 11, Investment Policy Review - Passive Management were due to Vanguard changing its underlying indexes. He noted that Beta should normally be around 1.0 and Tracking Error is generally desired to be close to 0.5. He advised members that Vanguard had changed its equity indexes from Morgan Stanley Composite Indexes (MSCI) to Financial Times and London Stock Exchange (FTSE) for

international investments and to Center for Research in Security Prices (CRSP) for U. S. investments, therefore, he was not concerned about the numbers reflected in the report.

He indicated that the Civilian Pension Plan had a good mix between active and index funds. He noted that the returns reflected on Page 12 showed that the new allocations were beating the index year-to-date. He noted that the prior allocation was trailing the index over this period, so he felt that the plan was on a good trend and, with the new portfolio allocation, would exceed the portfolio index.

Mr. Marzinsky advised members that interest rates were still very low, which was a potential cause for concern. He stated that the Plan did have a fair amount of fixed income investments (approximately 60-65% equity; 40-45% fixed income) and as interest rates increase, fixed income investments would be affected. He stated that this would be monitored and that consideration may be given during the next meeting to reallocating the plan slightly to counteract some of the potential future effects of a possible rise in interest rates.

Discussion - Audit of the General Employees' Pension Fund

During the Civilian Pension Board Meeting of February 14, 2013, members requested that the cost of performing an audit of the General Employees' Pension Fund every one (1), three (3), and five (5) years be examined and reported to the Board. Mrs. Donna Mitchell, Controller/Treasurer, advised members that SB & Company, LLC had provided a response. She explained that she had met with Mr. Blakeman, who had suggested the audit, and explained that the City's pension funds are audited through the City's Comprehensive Annual Financial Report (CAFR) process. She stated that SB & Company explained that they perform an internal audit document and questioned to what depth pension funds would be audited as part of a separate audit. She informed members that the State performs a separate audit on their pension plans because, unlike the City, State pension plans are not part of their annual financial report. She indicated that it would be the Board's decision whether or not to proceed, noting that the range of the estimate provided by SB & Company was $9,000 to $100,000, depending upon the scope of the audit requested.

Mr. Blakeman stated his concern that funds audited in the general budget audit include the amount of money that the City transfers into the Civilian Pension Fund; however, the plan itself is not being examined, including investments, checks, etc.

Responding, Mrs. Mitchell stated that the pension reports that indicate the issuance of checks by Wells Fargo, bank reconciliations, and financial transactions that reflect funds going in and out of accounts are all examined as part of the audit process. Purchases and redemptions of investments themselves (e.g., from Vanguard) are not audited. She explained that Wells Fargo also has an audit performed and stated that if another auditor were needed to audit the Civilian Pension Fund's transactions within Wells Fargo, this could be arranged.

Mr. Blakeman felt that it appeared that what the auditor stated would be a good audit was not being done and suggested that a Request for Proposals (RFP) be issued for a general audit of the Civilian Pension Fund.

Mr. Blakeman moved to request to issue a Request for Proposals (RFP) to have a general audit of the Civilian Pension Fund performed, seconded by Mr. Clendaniel and carried by unanimous consent.

Mrs. Mitchell questioned the benefit of this action.

Mr. Blakeman stated that that he did not feel that the Pension Fund was being examined adequately, noting that there was no comment or disclaimer in the CAFR referencing Wells Fargo activities.

Responding, Mrs. Mitchell explained that none of the City's other funds were talked about in such detail and that this is addressed holistically when an audit is opined on rather than through discussion of the individual transactions that go in and out of the General Fund, Electric Fund, etc.

Mr. Blakeman stated that if Mrs. Mitchell felt that the correct thing was being done and that the Civilian Pension Fund was being examined in accordance with all rules, he was "fine."

Mrs. Mitchell reassured him that she did feel that this was the case. She stated that financial reports are provided to the City by firms such as Milliman, Inc., and Wells Fargo. The auditors audit the information that is provided to the City rather than the methods used by these firms to come up with the data, and this information is included in the CAFR.

Mr. Blakeman was concerned that an appropriate audit for the Civilian Pension Fund was not being done.

Responding to Mr. Lynn regarding whether the Civilian Pension Fund had ever been audited, Mrs. Mitchell stated that the Fund is audited every year in the same fashion that State pension funds are audited; however, the City's results are included in the CAFR and the State has a separate audit report. Individual mutual funds, stock certificates, etc., are not included because this is an internal audit function that is performed by the company managing funds.

In response to Mr. Lynn, Mrs. Mitchell stated that she had material to review with Mr. Blakeman on this topic, had done so in the past, and had no problem with individuals approaching her to discuss this type of information.

Mr. Lynn moved to table the request to issue a Request for Proposals (RFP) to have a general audit of the Civilian Pension Fund performed to allow an opportunity for Mr. Blakeman to review the information that Mrs. Mitchell had available to determine if it would satisfy his concern, seconded by Mr. Blakeman and unanimously carried. *(City Clerk's Office Note: Subsequent to the meeting, Mrs. Mitchell advised the Clerk's Office that she and Mr. Blakeman had discussed this matter and agreed that the City's audit includes the City's pension funds but not outside investment firms and that Mrs. Mitchell would request the City's auditor to attend a Civilian Pension Board Meeting to explain the audit process.)*

Responding to Mr. Koenig, Mrs. Mitchell stated that if approved, audit expenses would be paid from the Civilian Pension Fund.

Mr. Blakeman moved for adjournment, seconded by Mr. Koenig.

Meeting adjourned at 2:19 p.m.

David L. Bonar
Chair

DLB/JS/mk/dd/tm
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Quarterly Investment Monitor

Summary Report for the Quarter Ending June 30, 2013

Prepared for
City of Dover, Delaware General Employee Pension Plan

Milliman



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MEMO

To:	City of Dover, Delaware General Employee Pension Plan – Board
From:	Jeff Marzinsky & Kevin Abessi/Milliman
Re:	Investment Committee Meeting Notes – 8/8/2013

Enclosures: Milliman Quarterly Investment Monitor Report (QIM)

1. Defined Benefit Pension Plan Investment Review through 6/30/2013:
    a. As of 6/30/2013, assets in the plan total $30.26 million, up from $24.89 million as of 3/31/2013. During the quarter, the plan had contributions of approximately $6.8 million, withdrawals of approximately $923 thousand, and fees of $3,888.34.
    b. Performance of the plan portfolio, with a -2.22% net (-2.15% gross) return, was slightly below the Plan normal portfolio index performance of -2.05%.
    c. As of 6/30/13, The Plan's asset allocation was affected by the contribution at quarter end. The Plan's investment mix should revert to within the target allocation ranges set in November 2012, as the contribution has been invested.

Category Description	Fund Category	Investment Name	NEW Target Allocation with Additional Asset Classes	NEW Asset Allocation Range 11/2012
Money Market	CA	Wells Fargo Advtg Treas Plus MMkt	4.50%	0-10%; target 5% Cash + STB
Short Term Bonds	STB	Vanguard Short Term Bond	0.50%	0-10%; target 5% Cash + STB
Inflation Protected Bonds	TIPS	Vanguard Inflation Prot Sec	2.00%	0-7%; target of 2% TIPS
Intermediate Term Bonds	INTB	Vanguard Intermediate Bond	13.00%	8-18%; target 13% INTB
Long Term Bonds	LTB	PIMCO Long Duration	9.50%	14-24%; target 19% LTB
Long Term Bonds	LTB	Vanguard Long Duration	9.50%	14-24%; target 19% LTB
Large Cap Value	LCV	Vanguard Equity Income	10.00%	5-15%; target 10% LCV
Large Cap Growth	LCG	Vanguard Morgan Growth	5.50%	6-11%; target 11% LCG
Large Cap Growth	LCG	Vanguard Primecap	5.50%	6-11%; target 11% LCG
Mid Cap	MCV	Vanguard Mid Cap Value Index	5.00%	0-10%; target 5% MC
Small Cap	SCV	Target Small Cap Value	5.00%	0-10%; target 5% SC
Real Estatement Investment	REIT	Vanguard REIT Index	5.00%	0-10%; target 5% REIT
Foreign Equity	GLB	American Funds New Perspective	5.00%	5-15%; target 10% GLB
Foreign Equity	GLB	Harding Loevner Global Equity	5.00%	5-15%; target 10% GLB
Emerging Markets	EMG	Vanguard Emerging Mkts	15.00%	10-20%; target 15% Emg Mkts

City of Dover
General Employees Pension Plan
Quarterly Return Summary

Month End	BMV	Contribution	Withdrawls	Fees	Gain	EMV	CIVILIAN-NET RETURN	CIVILIAN-GROSS RETURN
4/30/2013	$ 24,878,520.74	$ -	$ 296,510.79	$ 1,295.46	$ 557,583.81	$ 25,138,298.30	2.27%	2.29%
5/31/2013	$ 25,138,298.30	$ 33,855.09	$ 298,526.32	$ 1,304.49	$ (378,706.81)	$ 24,493,615.77	-1.52%	-1.50%
6/30/2013	$ 24,493,615.77	$ 6,821,242.89	$ 328,195.96	$ 1,288.39	$ (722,479.18)	$ 30,262,895.13	-2.90%	-2.88%
		$ 6,855,097.98	$ 923,233.07	$ 3,888.34	$ (543,602.18)	Quarterly Return	-2.22%	-2.15%

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2. Asset Allocation Study
    a. Given recent interest rate trends and increased emerging market volatility, we recommend reducing long-term/intermediate bond and emerging market exposure, in favor of a more even allocation across asset classes.
    b. The charts below provide the risk and return assumptions of our inputs, along with two portfolio options in lieu of the current asset allocation mix. For both options, note the recommended introduction of high-yield bonds into the portfolio.

Optimization Input Review

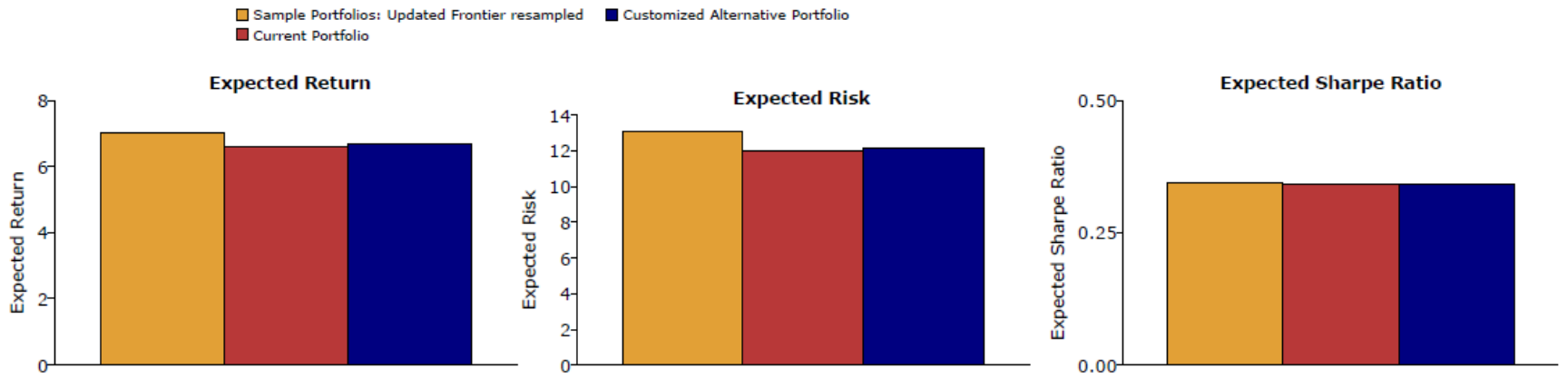
	Expected Annual Return	Annual Standard Deviation	Sharpe Ratio
Cash	2.50%	1.25	0.00
Short Bonds	2.25%	2.35	-0.11
Long Bonds	2.90%	9.45	0.04
Interm Bonds	2.35%	3.90	-0.04
Inflation-Indexed Bonds	2.10%	4.40	-0.09
High Yield	6.50%	11.05	0.36
US Large Growth	8.90%	21.20	0.30
US Large Value	8.05%	17.70	0.31
US Small Growth	10.40%	27.40	0.29
US Small Value	8.40%	21.75	0.27
US MidCap Value	8.15%	19.45	0.29
Foreign Developed Equity	8.85%	21.30	0.30
Emerging Markets Equity	11.00%	30.05	0.28
US REITs	8.00%	22.30	0.25

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Portfolio Options

	Sample Portfolios: Updated Frontier resampled	Current Portfolio	Customized Alternative Portfolio
Cash	2.6	2.0	2.0
Short Bonds	5.3	3.0	8.0
Long Bonds	8.7	19.0	9.0
Interm Bonds	5.0	13.0	8.0
Inflation-Indexed Bonds	5.2	2.0	6.0
High Yield	11.6	0.0	6.0
US Large Growth	10.3	11.0	11.0
US Large Value	7.8	10.0	10.0
US Small Growth	6.4	2.5	3.5
US Small Value	6.3	2.5	3.5
US MidCap Value	5.4	5.0	5.0
Foreign Developed Equity	9.0	10.0	10.0
Emerging Markets Equity	9.9	15.0	10.0
US REITs	6.5	5.0	8.0
Fixed Income	**38.4%**	**39.0%**	**39.0%**
Equity	**61.6%**	**61.0%**	**61.0%**

Expected Return	7.00%	6.61%	6.67%
Expected Standard Deviation	13.044	12.006	12.173
Expected Sharpe Ratio	0.345	0.343	0.343



Milliman

3. Summary of our evaluation of High-Yield Bond managers available on the Wells Fargo platform.
    a. The charts below compare four high-yield bond funds on both an absolute and a risk-adjusted return basis.
    b. These funds generally focus of finding deep value in low-investment grade and below-investment grade issuances. As rates rise, bonds with a higher coupon may offset a price loss in a rising rate environment.

Trailing Peer Group Performance

As of Date: 06/30/2013

	YTD	% rank	1 year	% rank	3 years	% rank	5 years	% rank	10 years	% rank
BlackRock High Yield Bond Svc	1.57	31	10.25	26	10.54	20	9.79	21	8.52	9
Hotchkis & Wiley High Yield I	2.59	15	11.73	12	11.95	4				
Ivy High Income I	3.78	7	12.14	9	12.84	1	12.00	2	8.93	4
Prudential High-Yield Z	1.37	38	8.75	51	10.25	28	9.93	17	8.51	10
Barclays US Corporate High Yield TR USD	1.42	37	9.49	36	10.74	16	10.94	6	8.91	4
US OE High Yield Bond	1.38	38	9.01	45	9.57	55	8.19	68	7.05	73
Median	1.04		8.78		9.69		8.80		7.55	

3-Year Risk

Time Period: 07/01/2010 to 06/30/2013

	Std Dev	Loss Std Dev	Tracking Error	R2
BlackRock High Yield Bond Svc	6.93	4.76	1.19	97.05
Hotchkis & Wiley High Yield I	7.72	5.96	1.40	97.63
Ivy High Income I	5.23	3.95	2.13	94.99
Prudential High-Yield Z	6.37	4.29	0.81	99.11
Barclays US Corporate High Yield TR USD	6.88	4.48	0.00	100.00
US OE High Yield Bond	6.77	4.77	0.52	99.44
Median	6.93	4.68	1.14	97.89

5-Year Risk

Time Period: 07/01/2008 to 06/30/2013

	Std Dev	Loss Std Dev	Tracking Error	R2
BlackRock High Yield Bond Svc	12.58	13.91	3.41	94.48
Hotchkis & Wiley High Yield I				
Ivy High Income I	10.44	12.88	4.31	95.55
Prudential High-Yield Z	11.37	12.41	3.45	96.60
Barclays US Corporate High Yield TR USD	13.91	14.65	0.00	100.00
US OE High Yield Bond	12.33	13.71	2.44	97.98
Median	12.38	12.99	3.50	95.43

Contents

Section A: Market Commentary

Section B: Performance Summary

Section C: Core Fund Review

Section D: Glossary

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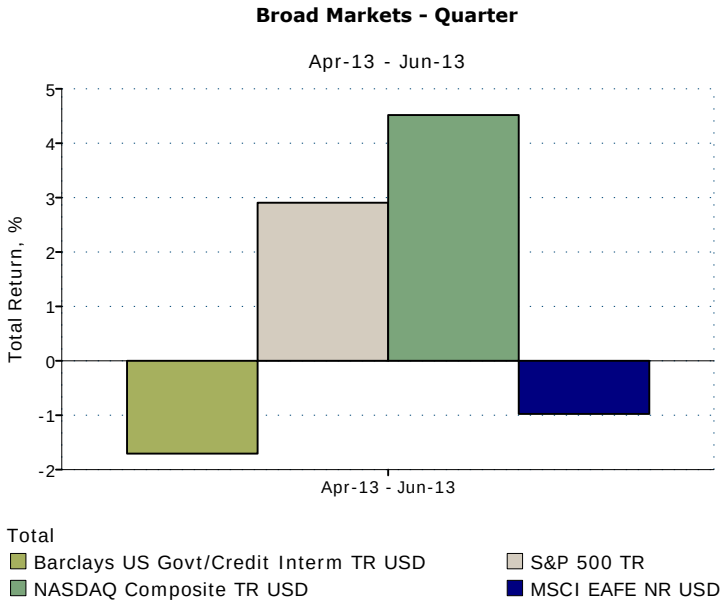
Market Indices - 2nd Quarter 2013

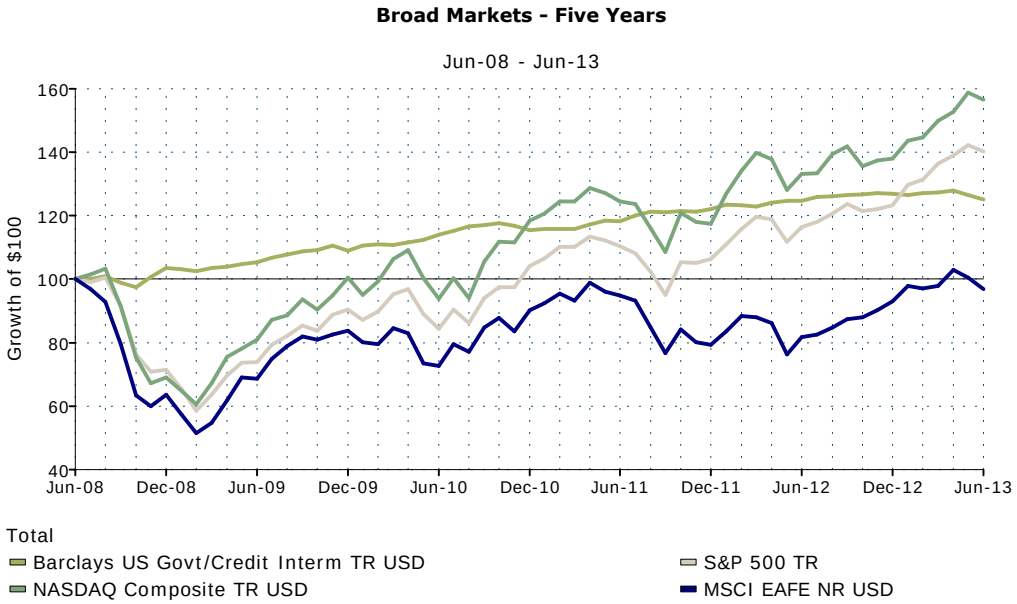


Index	3 Months	1 Year	3 Years	5 Years
BofAML US Treasury Bill 3 Mon	0.02	0.11	0.11	0.29
Barclays US Govt 1-3 Yr TR USD	-0.11	0.34	0.86	2.06
Barclays US Govt/Credit Interm TR USD	-1.70	0.28	3.14	4.57
Barclays US Government Long TR USD	-5.71	-8.18	6.18	7.50
Barclays US Long Credit TR USD	-6.33	-1.99	7.55	9.15
Barclays US Corporate High Yield TR USD	-1.44	9.49	10.74	10.94
DJ Industrial Average TR USD	2.92	18.87	18.23	8.64
S&P 500 TR	2.91	20.60	18.45	7.01
NASDAQ 100 TR USD	3.61	12.87	20.03	10.66
NASDAQ Composite TR USD	4.52	17.60	18.64	9.38
Russell 1000 Value TR USD	3.20	25.32	18.51	6.67
Russell 1000 TR USD	2.65	21.24	18.63	7.12
Russell 1000 Growth TR USD	2.06	17.07	18.68	7.47
Russell 2000 Value TR USD	2.47	24.76	17.33	8.59
Russell 2000 TR USD	3.08	24.21	18.67	8.77
Russell 2000 Growth TR USD	3.74	23.67	19.97	8.89
FTSE NAREIT All REITs TR	-3.39	9.71	17.97	7.94
MSCI EAFE NR USD	-0.98	18.62	10.04	-0.63
MSCI EAFE Small Cap NR USD	-2.52	20.88	11.88	2.48
MSCI EM NR USD	-8.08	2.87	3.38	-0.43

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Broad Market Commentary - 2nd Quarter 2013



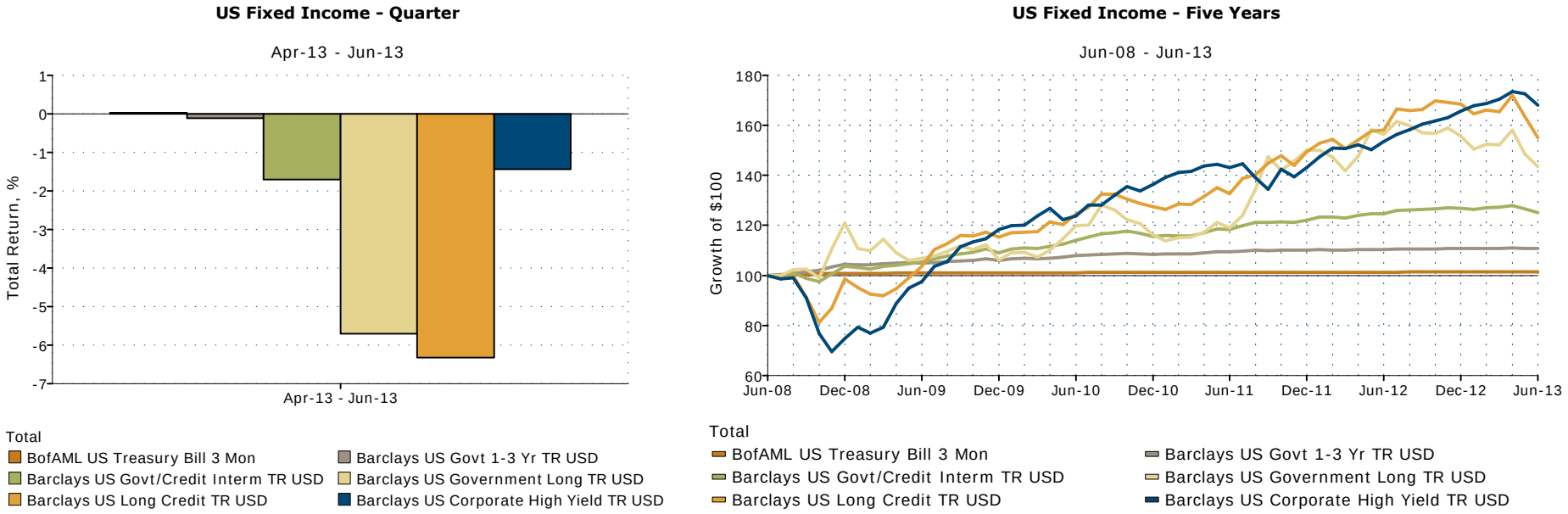


Market Commentary

- Despite concerns about a potential reduction of stimulus by the Federal Reserve ("the Fed"), the U.S. stock market rose modestly on improving U.S. economic data and steady growth in corporate earnings.
- The international equity markets fell on worries about the recession in Europe, the prospect of reduced stimulus by the Fed, and slower growth in most emerging markets economies.
- The Fed announced it would continue its securities purchases at the current rate of $85 billion per month and keep short-term interest rates low until unemployment falls below 6.5%. However, the Fed stated it could start reducing, or "tapering," its securities purchases later this year.
- As the quarter ended, mutual fund investors decreased their holdings in bonds and increased their holdings in stocks. For the quarter, bond funds had net outflows of $36.9 billion, while stock funds had net inflows of $9.9 billion. Total money market mutual fund assets decreased by $34.4 billion to $2.594 trillion.
- The unemployment rate was unchanged at 7.6%, as total employment increased by 589,000 jobs.
- The price of oil was unchanged at $97 per barrel.
- For the three months ending June 30, 2013, annualized seasonally adjusted CPI – U was 1.0%. Rising prices for apparel drove the increase.

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US Fixed Income Market Commentary - 2nd Quarter 2013

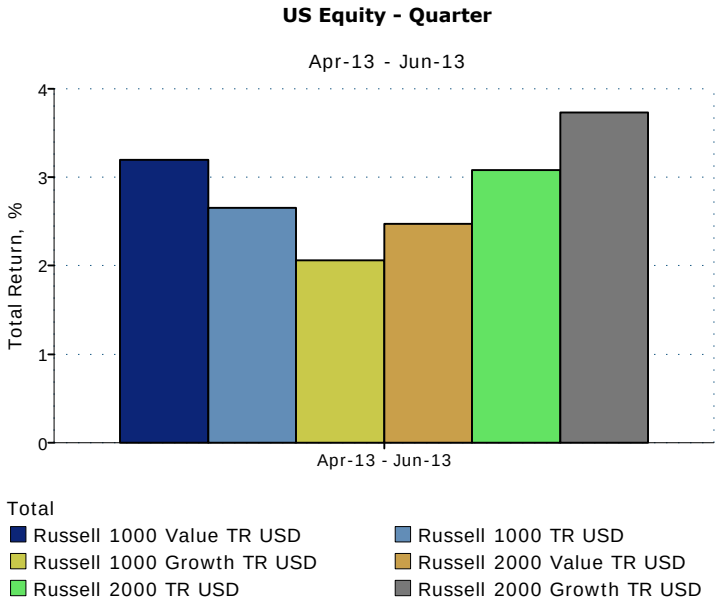


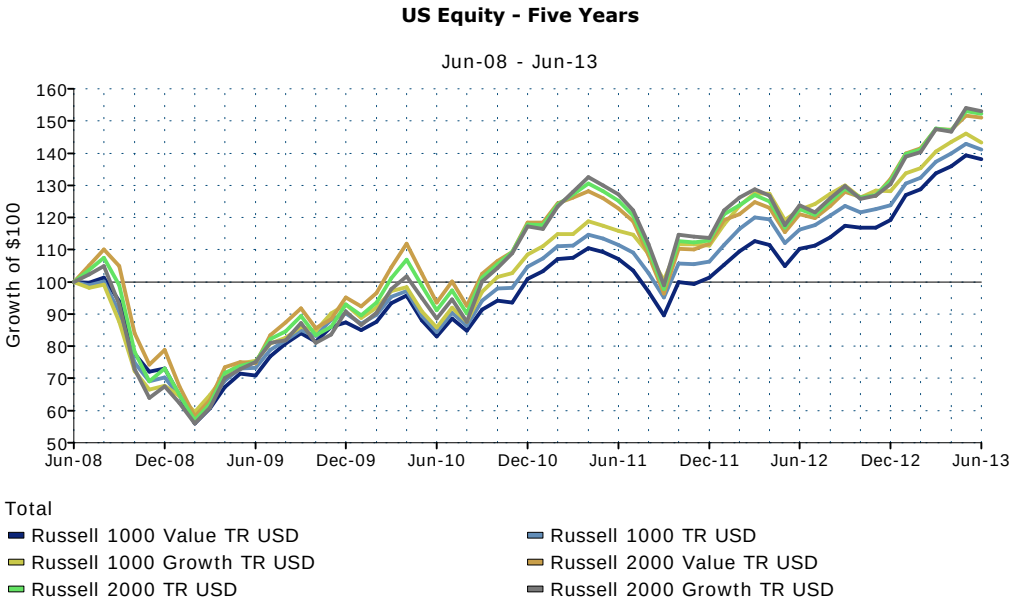
US Bond Market

- The broad fixed income market fell 2.32% in the 2nd quarter, as the negative impact from a 0.49% rise in interest rates more than offset the coupon return of 0.80%.
- The short end of the yield curve remained unchanged as the Fed maintained its near-zero interest rate policy.
- Interest rates increased significantly from the 5- to the 30-year Treasury rates.
- 3-month T-Bills were the best performing sector this quarter, up 0.02%, as short-term rates remained near 0%.
- Long-term corporate bonds were down 5.77% due to widening spreads and rising yields on the long end of the curve.
- TIPS were the worst performing sector this quarter, down 7.05%, hurt by rising yields and declining inflation expectations.

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US Equity Market Commentary - 2nd Quarter 2013



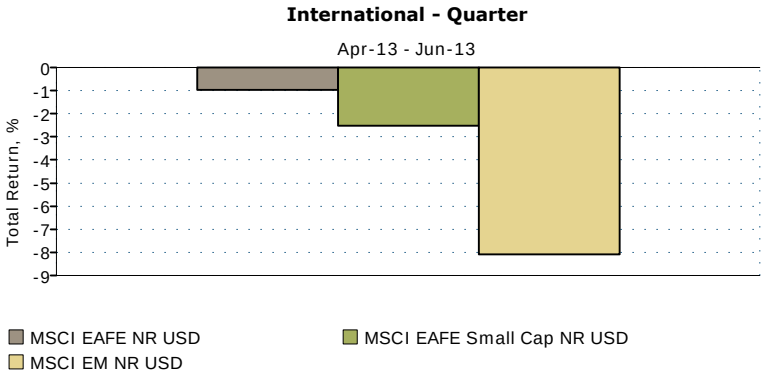


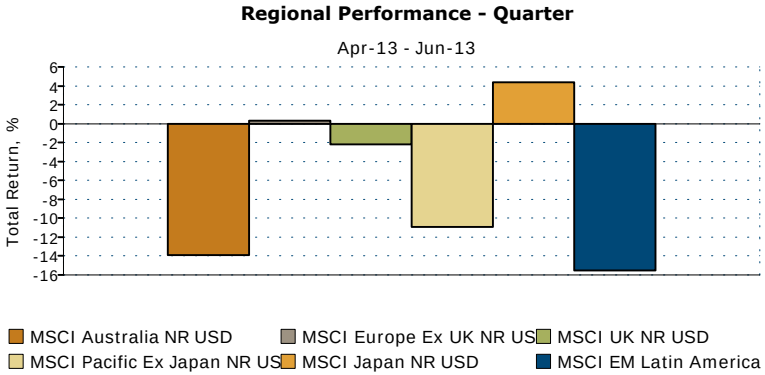
US Stock Market

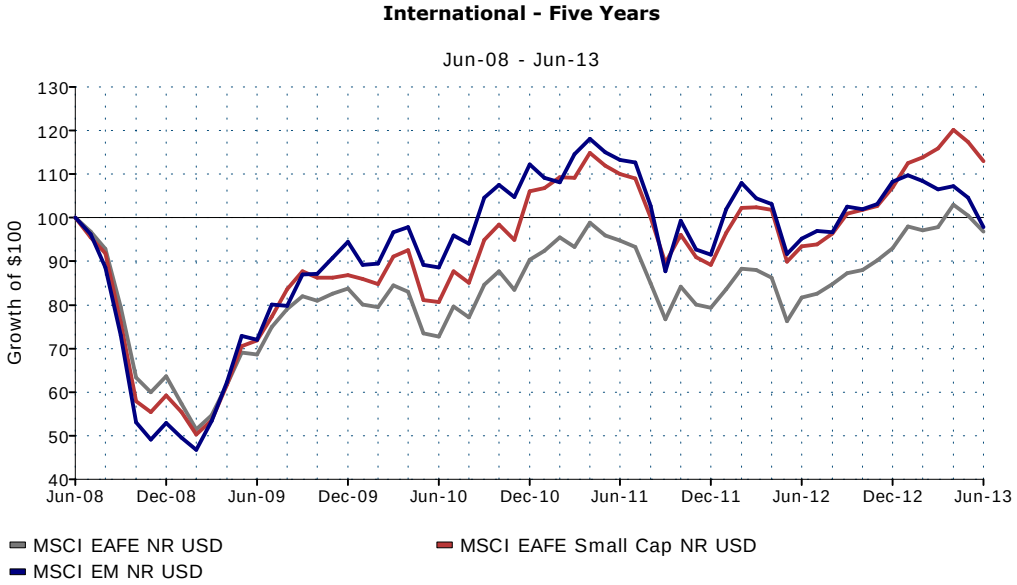
- Most major domestic equity indices posted a gain for the quarter. The small-cap Russell 2000 Growth Index had the best return, up 3.74%.
- In terms of capitalization, small-cap stocks outperformed large-cap stocks.
- In comparing styles, value outperformed growth in the large-cap area of the market, while growth beat value in the small-cap area.
- In a reversal from last quarter, REITs fell 4.55% due to rising interest rates and the potential negative impact on the commercial real estate market. The worst performing sectors were infrastructure and industrials.
- Consumer discretionary was the best performing sector, up 7.00%, with strong gains in automakers and auto-related stocks.
- Materials were the worst performing sector, falling 2.22%, on lower commodity prices.

Milliman | Quarterly Investment Monitor

International Market Commentary - 2nd Quarter 2013







International Markets

- The dollar was down against the euro and pound, but up against the yen.
- For the quarter, the EAFE Index was down 0.98%, and Emerging Markets were down 8.08%. Local currency returns for the EAFE Index and Emerging Markets were 1.21% and -4.42%, respectively.
- Among the major international regions, Japanese stocks had the highest return, up 3.16%, on enthusiasm for the Bank of Japan's aggressive stimulus plans and stronger-than-expected economic data.
- Stocks in Brazil had the lowest return, down 17.53%, as a result of political instability, disappointing economic growth, and lower commodity prices.
- Small-cap stocks, down 2.5%, underperformed large-cap stocks.

Performance Summary

Asset Allocation

	Balances As of 06/30/2013	Percent As of 06/30/2013	Balances As of 03/31/2013	Percent As of 03/31/2013	Notes
Wells Fargo Advantage Treas Plus MMkt I	$7,025,207	23.21%	$1,097,215	4.41%	PISXX
Vanguard Short-Term Bond Index Signal	$123,198	0.41%	$124,115	0.50%	VBSSX
Vanguard Inflation-Protected Secs I	$462,364	1.53%	$499,046	2.00%	VIPIX
Vanguard Interm-Term Bond Index Signal	$3,123,700	10.32%	$3,251,938	13.06%	VIBSX
Vanguard Long-Term Bond Index I	$2,238,882	7.40%	$2,387,624	9.59%	VBLLX
PIMCO Long Duration Total Return Instl	$2,217,763	7.33%	$2,377,812	9.55%	PLRIX
Vanguard Equity-Income Adm	$2,588,886	8.55%	$2,499,161	10.04%	VEIRX
Vanguard Morgan Growth Adm	$1,409,124	4.66%	$1,368,625	5.50%	VMRAX
Vanguard PRIMECAP Inv	$1,430,708	4.73%	$1,386,408	5.57%	VPMCX
Vanguard Mid-Cap Value Index Admiral	$1,283,352	4.24%	$1,255,241	5.04%	VMVAX
Target Small Capitalization Value T	$1,287,543	4.25%	$1,256,228	5.05%	TASVX
American Funds New Perspective R6	$1,249,598	4.13%	$1,228,883	4.94%	RNPGX
Harding Loevner Global Equity Inst	$1,229,166	4.06%	$1,241,999	4.99%	HLMVX
Vanguard Emerging Mkts Stock Idx I	$3,354,061	11.08%	$3,660,413	14.70%	VEMIX
Vanguard REIT Index I	$1,239,301	4.10%	$1,260,078	5.06%	VGSNX
Plan Total	**$30,262,853**		**$24,894,786**		

Investment Policy Review - Active Management

Fund Name	Return Rank 3Y	Return Rank 5Y	Excess Return 3Y	Excess Return 5Y	Relative StdDev 3Y	Relative StdDev 5Y	Alpha Rank 3Y	Sharpe Rank 3Y	Alpha Rank 5Y	Sharpe Rank 5Y
Vanguard Inflation-Protected Secs I	17	42	-0.15	-0.32	1.02	1.01	31	28	57	47
PIMCO Long Duration Total Return Instl	38	25	-0.09	1.12	0.94	0.97	75	75	75	56
Vanguard Equity-Income Adm	6	6	2.58	2.77	0.79	0.83	3	2	4	4
Vanguard Morgan Growth Adm	41	50	-1.81	-1.96	1.23	1.15	61	55	55	52
Vanguard PRIMECAP Inv	14	26	0.00	-0.39	1.10	1.09	10	10	25	24
Target Small Capitalization Value T	61	33	-2.63	-0.62	0.93	0.90	23	24	23	22
American Funds New Perspective R6	25	21	2.41	2.97	0.95	0.93	27	22	24	20
Harding Loevner Global Equity Inst	64	31	-0.74	1.78	0.96	0.94	59	60	34	32

Definitions

Return Rank - Fund's category percentile return rank, a value less than 50 (1 is the best and 100 is the worst) implies the fund is beating more than 50% of its peer group.

Excess Return - Fund's excess return over its benchmark, a value greater than 0 implies the fund's return is higher than its benchmark.

Relative StdDev - Fund's standard deviation relative to its benchmark, a value less than 1 implies the fund's standard deviation is lower than its benchmark.

Alpha Rank - Fund's category percentile Alpha rank, a value less than 50 (1 is the best and 100 is the worst) implies the fund is beating more than 50% of its peer group.

Sharpe Rank - Fund's category percentile Sharpe Ratio rank, a value less than 50 (1 is the best and 100 is the worst) implies the fund is beating more than 50% of its peer group.

Investment Policy Review - Passive Management

Fund Name	Excess Return 3Y	Excess Return 5Y	Beta 3Y	Tracking Error 3Y	Beta 5Y	Tracking Error 5Y	Expense Ratio
Vanguard Short-Term Bond Index Signal	0.60	0.82	2.06	0.77	1.63	0.91	0.10
Vanguard Interm-Term Bond Index Signal	0.78	0.84	0.85	1.97	0.83	3.52	0.10
Vanguard Long-Term Bond Index I	-0.05	0.00	1.02	0.87	1.01	0.82	0.07
Vanguard Mid-Cap Value Index Admiral	-0.89	2.04	0.96	2.38	1.00	3.62	0.10
Vanguard Emerging Mkts Stock Idx I	0.28	-0.52	1.02	3.46	1.01	3.39	0.12
Vanguard REIT Index I	1.27	1.95	1.00	0.21	0.99	0.54	0.08

Definitions

Excess Return - Fund's excess return over its benchmark, a value greater than 0 implies the fund's return is higher than its benchmark.

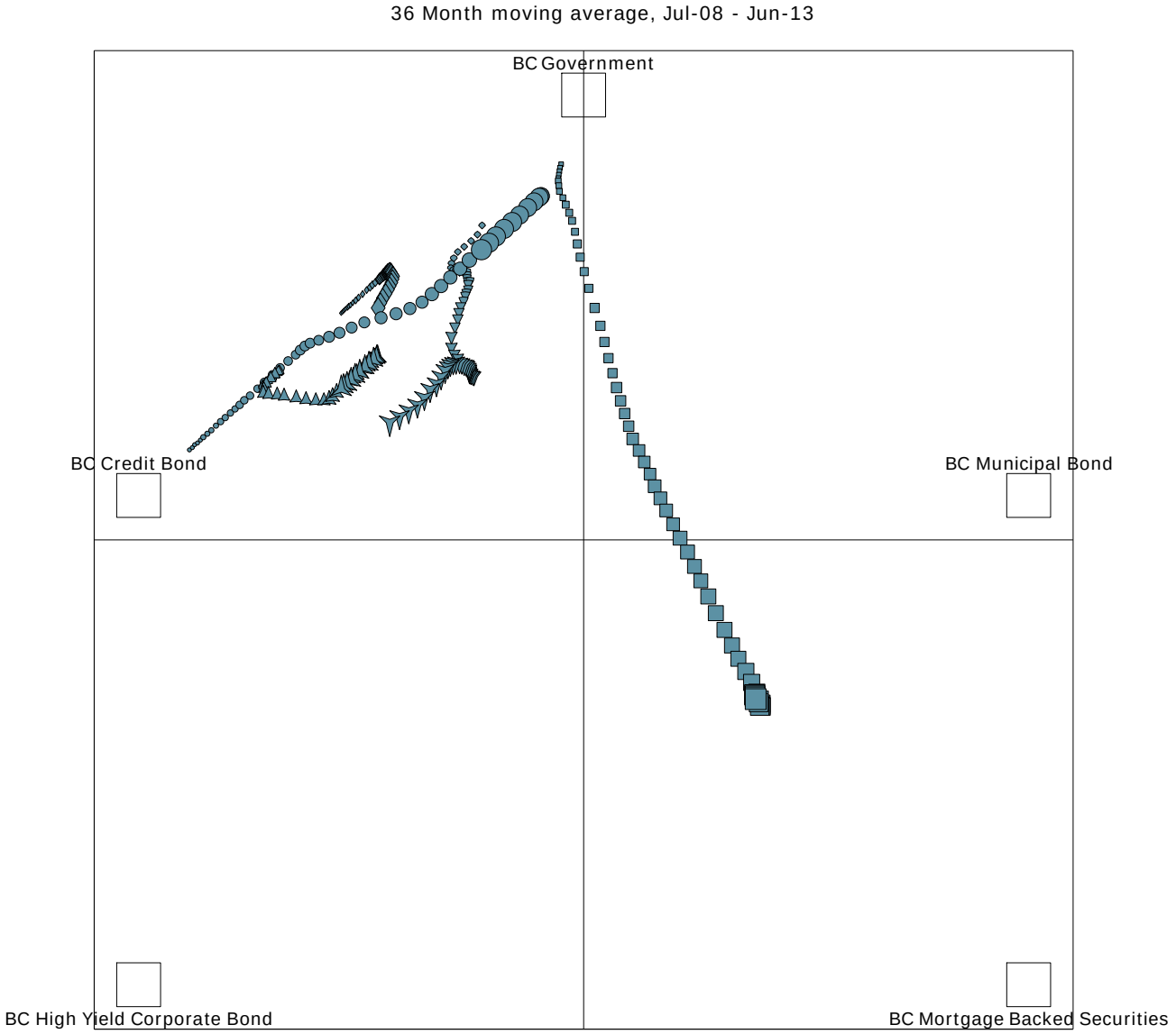
Beta - Fund's Beta or sensitivity to movements compared to its benchmark, a value of 1 implies its moving in sync with its benchmark.

Tracking Error - Fund's Tracking Error versus its benchmark, a value of 0 implies the Fund's ups and downs are the same size as its benchmark.

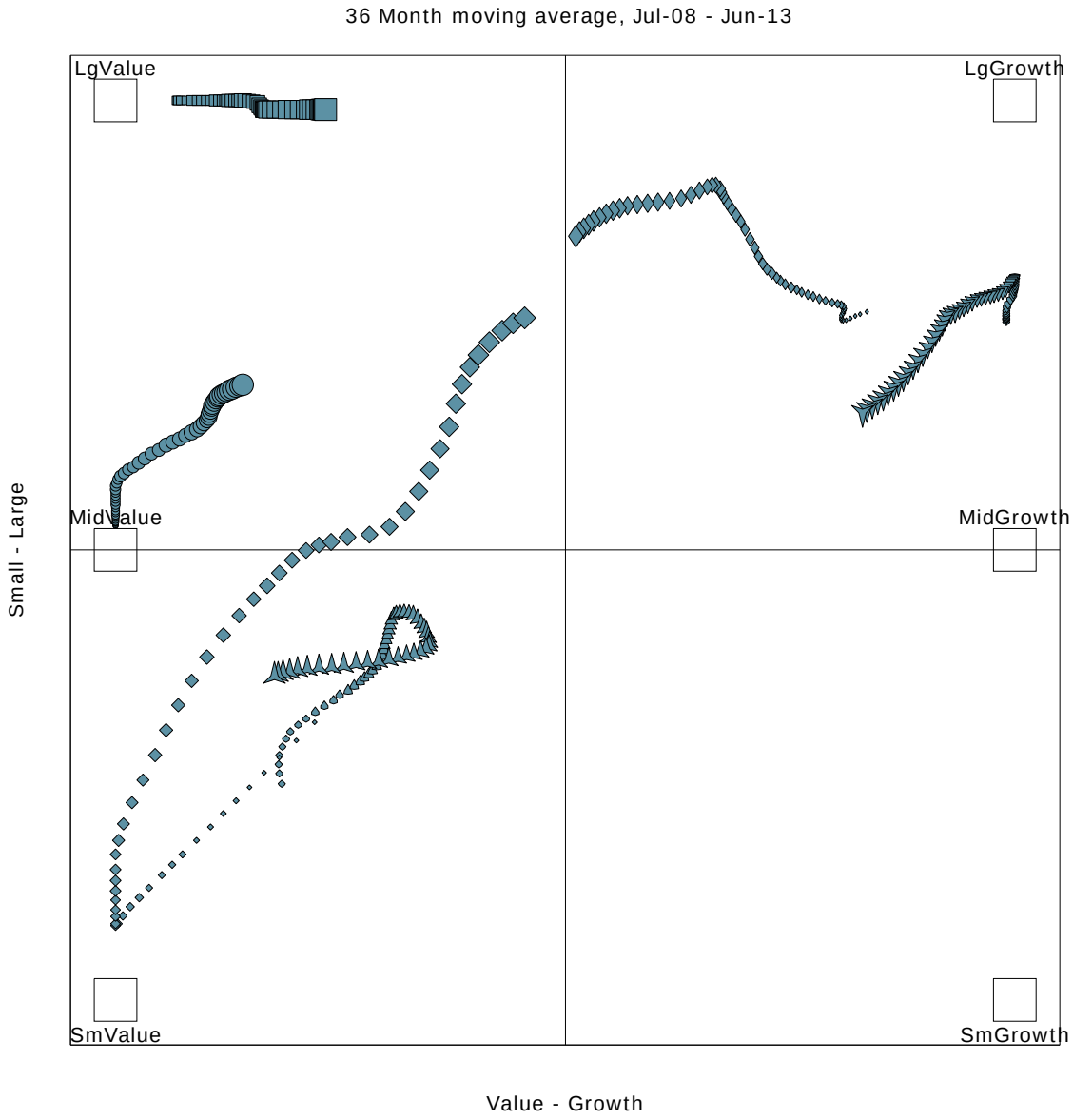
Investment Option Return Summary

Asset Class	Fund Name	3 Months	YTD	1 Year	3 Years	5 Years	10 Years	Ticker	Mstar Rating	Expense Ratio
Taxable Money Market	Wells Fargo Advantage Treas Plus MMkt I	0.00	0.00	0.01	0.01	0.11	1.56	PISXX	NA	0.20
	BofA ML 3-month T-bill total return Index	*0.02*	*0.04*	*0.11*	*0.11*	*0.29*	*1.72*	*N/A*	*NA*	*NA*
Short-term Bond	Vanguard Short-Term Bond Index Signal	(0.74)	(0.53)	0.46	1.85	3.29	3.31	VBSSX	3.00	0.10
	Barclays US Govt/Credit 1-3 Yr TR USD	*(0.12)*	*0.07*	*0.74*	*1.25*	*2.47*	*2.92*	*N/A*	*NA*	*NA*
Inflation-Protected Bond	Vanguard Inflation-Protected Secs I	(7.35)	(7.58)	(5.03)	4.48	4.09	5.03	VIPIX	3.00	0.07
	Barclays US Treasury US TIPS TR USD	*(7.05)*	*(7.39)*	*(4.78)*	*4.63*	*4.41*	*5.19*	*N/A*	*NA*	*NA*
Intermediate-term Bond	Vanguard Interm-Term Bond Index Signal	(3.94)	(3.62)	(0.79)	5.11	6.81	5.25	VIBSX	4.00	0.10
	Barclays US Govt 5-10 Yr TR USD	*(3.56)*	*(3.45)*	*(2.47)*	*4.33*	*5.97*	*4.99*	*N/A*	*NA*	*NA*
Long-term Bond	Vanguard Long-Term Bond Index I	(6.23)	(7.70)	(4.66)	6.96	8.50	6.25	VBLLX	3.00	0.07
Long-term Bond	PIMCO Long Duration Total Return Instl	(6.74)	(7.77)	(4.34)	6.92	9.62	NA	PLRIX	4.00	0.50
	BC Long Government/Credit	*(6.11)*	*(7.97)*	*(4.69)*	*7.01*	*8.50*	*6.21*	*N/A*	*NA*	*NA*
Large Value	Vanguard Equity-Income Adm	3.59	15.27	21.77	20.68	9.25	8.85	VEIRX	5.00	0.21
	S&P 500 Value	*3.36*	*15.73*	*25.04*	*18.10*	*6.47*	*7.61*	*N/A*	*NA*	*NA*
Large Growth	Vanguard Morgan Growth Adm	2.94	12.24	17.47	17.08	5.61	7.66	VMRAX	4.00	0.26
Large Growth	Vanguard PRIMECAP Inv	3.19	17.80	27.49	18.89	7.18	10.08	VPMCX	4.00	0.45
	S&P 500 Growth	*2.48*	*12.04*	*16.78*	*18.89*	*7.57*	*6.95*	*N/A*	*NA*	*NA*
Mid-Cap Value	Vanguard Mid-Cap Value Index Admiral	2.24	16.90	27.47	18.52	9.75	NA	VMVAX	3.00	0.10
	CRSP US Mid Cap TR USD	*2.40*	*15.62*	*24.81*	*19.42*	*7.71*	*10.32*	*N/A*	*NA*	*NA*
Small Value	Target Small Capitalization Value T	2.49	15.17	25.49	17.64	9.32	11.93	TASVX	4.00	0.68
	S&P 600 Index	*3.92*	*16.19*	*25.18*	*20.27*	*9.95*	*10.77*	*N/A*	*NA*	*NA*
World Stock	American Funds New Perspective R6	1.69	8.10	19.95	14.77	5.27	9.95	RNPGX	4.00	0.46
World Stock	Harding Loevner Global Equity Inst	(1.03)	3.63	10.77	11.62	4.08	8.61	HLMVX	3.00	0.95
	MSCI AC World Index ND USD	*(0.42)*	*6.05*	*16.57*	*12.36*	*2.30*	*7.59*	*N/A*	*NA*	*NA*
Diversified Emerging Mkts	Vanguard Emerging Mkts Stock Idx I	(8.44)	(10.79)	1.52	3.31	(0.63)	13.43	VEMIX	3.00	0.12
	FTSE Emerging NR USD	*(7.70)*	*(9.17)*	*3.29*	*3.03*	*(0.11)*	*14.10*	*N/A*	*NA*	*NA*
Real Estate	Vanguard REIT Index I	(1.65)	6.33	8.94	18.23	8.13	10.99	VGSNX	3.00	0.08
	MSCI US REIT NR USD	*(1.88)*	*5.77*	*7.79*	*16.96*	*6.18*	*NA*	*N/A*	*NA*	*NA*
Total Plan	CIVILIAN-GROSS RETURN	(2.15)	1.84	7.78	9.08	5.00	NA	N/A	NA	NA
Total Plan	CIVILIAN-NET RETURN	(2.22)	1.70	7.48	8.68	4.58	NA	N/A	NA	NA
	Employee Plan Policy Index	*(2.05)*	*1.62*	*8.04*	*10.34*	*4.68*	*6.29*	*N/A*	*NA*	*NA*

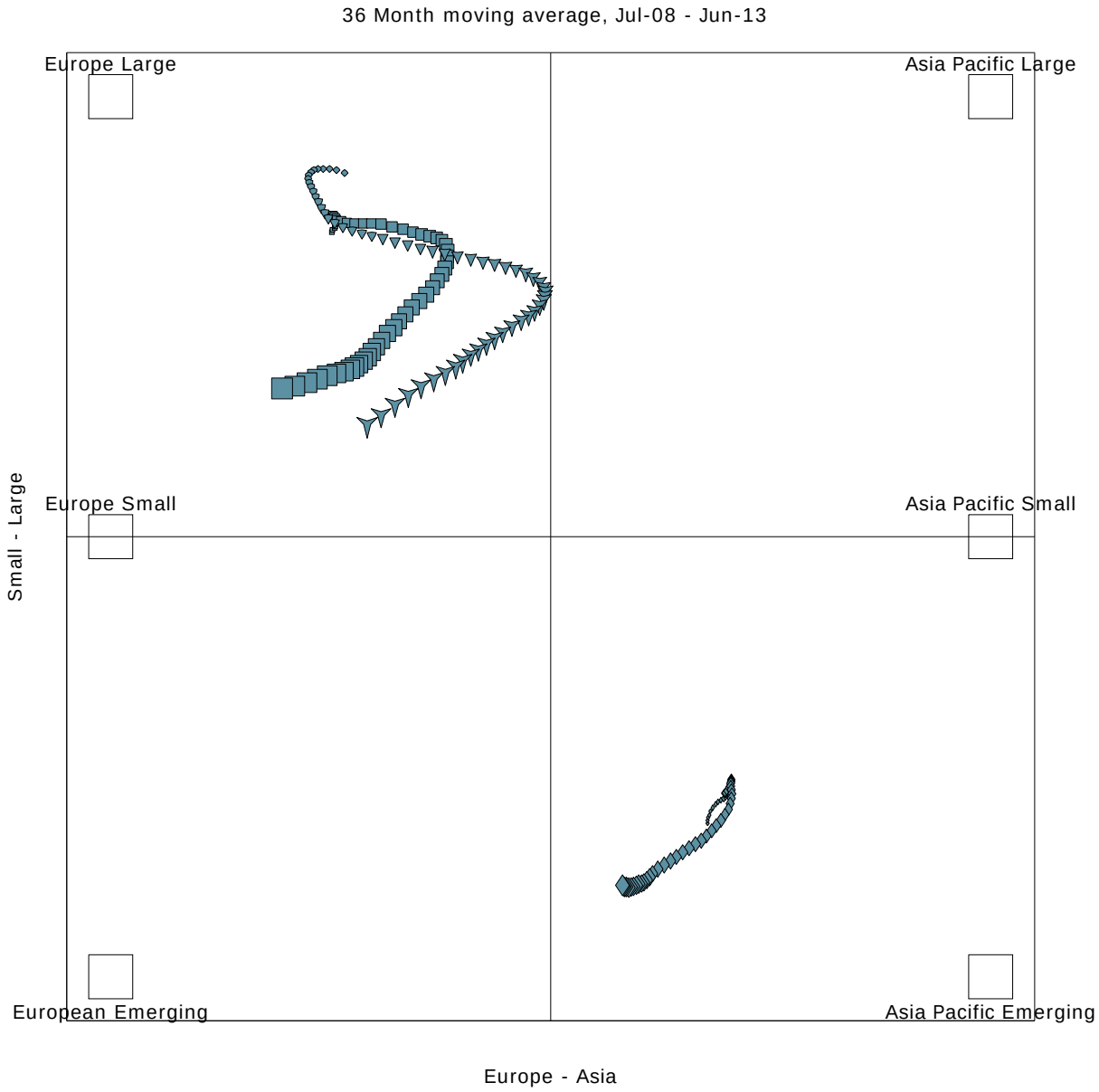
U.S. Fixed Income Style Map



U.S. Equity Style Map

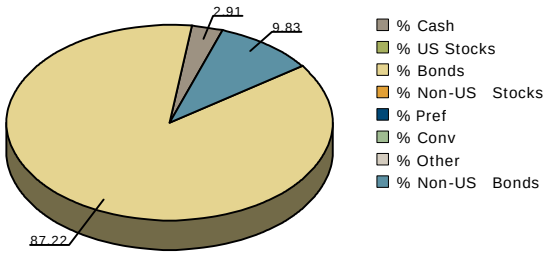


International Equity Style Map



Core Fund Review

Vanguard Short-Term Bond Index Signal



Portfolio Region	
% United States	NA
% Canada	NA
% Latin America	NA
% United Kingdom	NA
% Eurozone	NA
% Europe - ex Euro	NA
% Europe - Emerging	NA
% Africa	NA
% Middle East	NA
% Japan	NA
% Australasia	NA
% Asia - Developed	NA
% Asia - Emerging	NA

Portfolio Structure	
% Cash	2.91
% US Stocks	0.00
% Bonds	87.22
% Non-US Stocks	0.00
% Pref	0.04
% Conv	0.00
% Other	0.00
% Non-US Bonds	9.83

Sector Allocation	
% Basic Materials	NA
% Communication Services	NA
% Consumer Cyclical	NA
% Consumer Defensive	NA
% Healthcare	NA
% Industrials	NA
% Real Estate	NA
% Technology	NA
% Energy	NA
% Financial Services	NA
% Utilities	NA

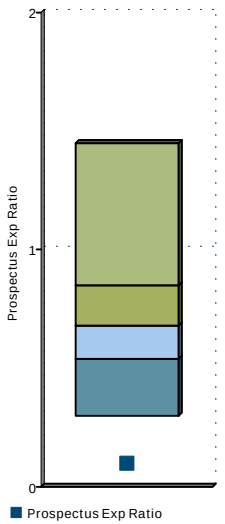
Credit Quality	
Avg Eff Duration	2.70
Effective Maturity	2.80
Avg Credit Quality	AA
US Govt/ Agency	NA
AAA	74.04
AA	6.01
A	11.53
BBB	8.42
BB	0.00
B	0.00
Below B	0.00
NR/NA	0.00

Top Ten Holdings	
US Treasury Note 0.25%	2.49%
US Treasury Note 2.25%	1.50%
US Treasury Note 2.625%	1.42%
US Treasury Note 2.5%	1.42%
US Treasury Note 0.75%	1.36%
US Treasury Note 0.625%	1.32%
US Treasury Note 1.75%	1.31%
US Treasury Note 0.625%	1.27%
US Treasury Note 2.375%	1.27%
US Treasury Note 2.25%	1.24%

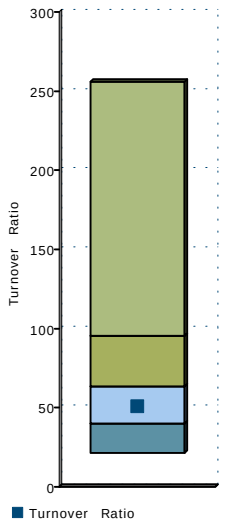
Portfolio Information	
Ticker	VBSSX
Morningstar Category	Short-term Bond
Avg Mkt Cap $MM	NA
Cat Med Mkt Cap $MM	10214.38
Net Assets $MM	30233.42
Turnover Ratio	51.00
% Assets in Top 10 Holdings	14.60
Total Number of Holdings	1596.00
Manager Name	Joshua C. Barrickman
Manager Tenure	0.35
Fund Incept Date	03/01/1994
Prospectus Exp Ratio	0.10
Phone Number	800-662-7447
Closed to New Investors	No

Portfolio Ratings	
Mstar Rating	★★★
3 Year Mstar Rating	★★★
% Rank Cat 3 Yr	56
5 Year Mstar Rating	★★★
% Rank Cat 5 Yr	41
10 Year Mstar Rating	★★★★
% Rank Cat 10 Yr	29

Expense Ratio vs. Peer Group



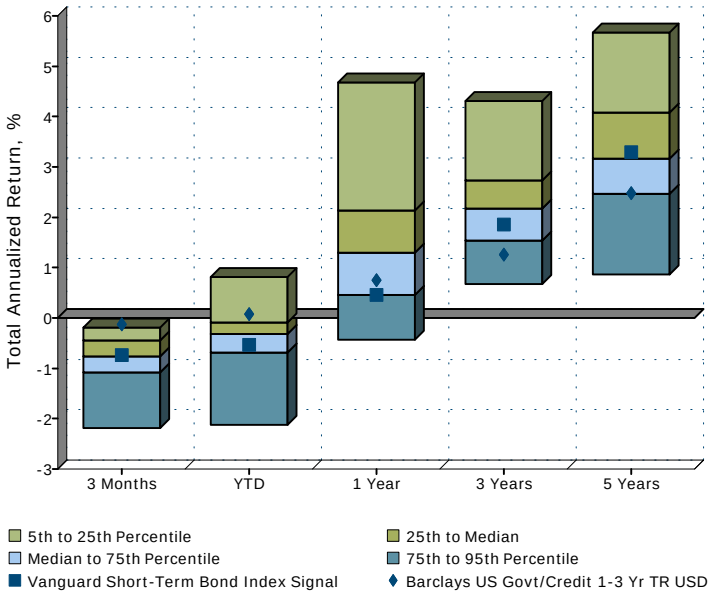
Turnover Ratio vs. Peer Group



Investment Strategy Summary

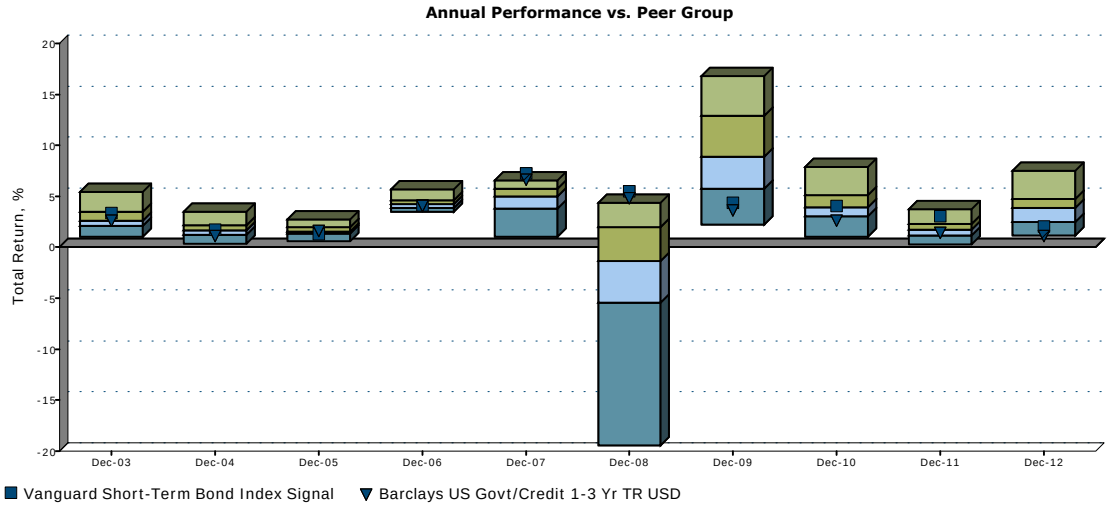
The investment seeks to track the performance of a market-weighted bond index with a short-term dollar-weighted average maturity. The fund employs an indexing investment approach designed to track the performance of the Barclays U.S. 1-5 Year Government/Credit Float Adjusted Index. It invests by sampling the index. The fund invests at least 80% of assets in bonds held in the index. It maintains a dollar-weighted average maturity consistent with that of the index, which generally does not exceed 3 years.

Performance vs. Peer Group

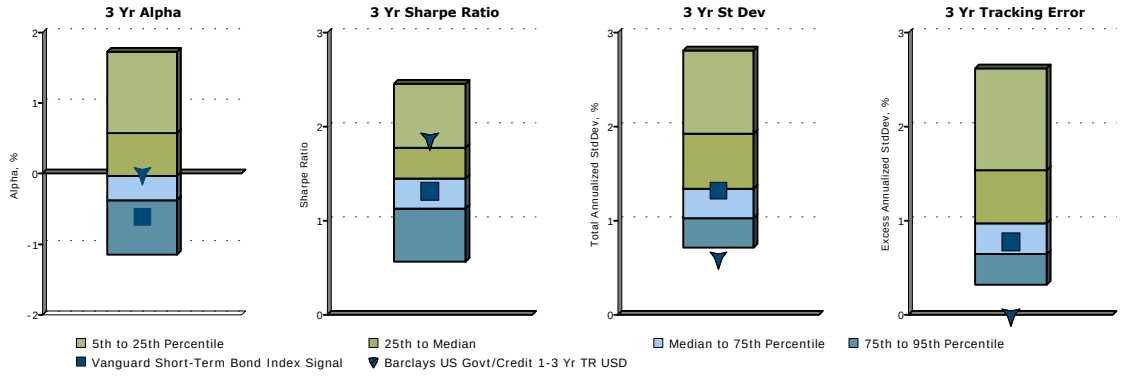


Performance	3 Months	Year to Date	1 Year	3 Years	5 Years
Vanguard Short-Term Bond Index Signal	-0.74	-0.53	0.46	1.85	3.29
Barclays US Govt/Credit 1-3 Yr TR USD	-0.12	0.07	0.74	1.25	2.47
Universe(5%)	-0.19	0.82	4.67	4.32	5.67
Universe(25%)	-0.44	-0.09	2.13	2.73	4.08
Universe(Median)	-0.76	-0.32	1.30	2.17	3.16
Universe(75%)	-1.08	-0.69	0.46	1.54	2.46
Universe(95%)	-2.19	-2.12	-0.44	0.68	0.86

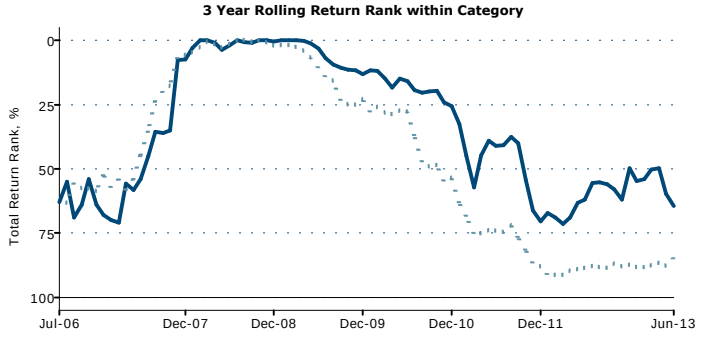
Vanguard Short-Term Bond Index Signal

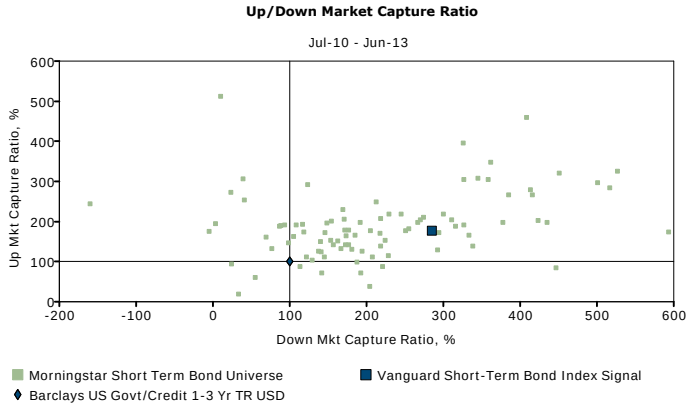


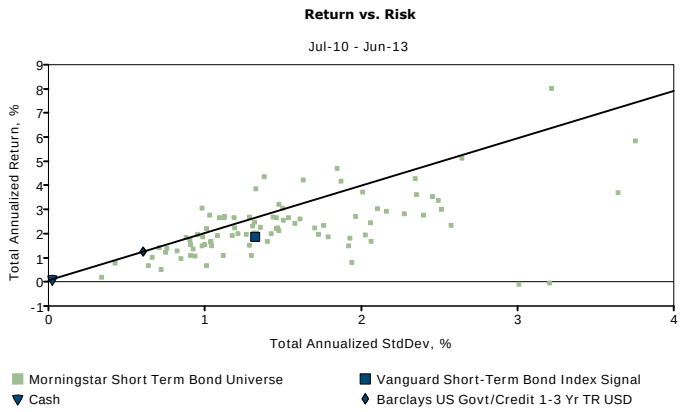
Annual Return %	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012
Vanguard Short-Term Bond Index Signal	3.37	1.70	1.31	4.09	7.28	5.51	4.38	4.03	3.08	2.05
Barclays US Govt/Credit 1-3 Yr TR USD	2.81	1.30	1.77	4.25	6.83	4.97	3.82	2.80	1.59	1.26



MPT Statistics	3 Yr Alpha	3 Yr Beta	3 Yr R-Squared	3 Yr Sharpe Ratio	3 Yr St Dev	3 Yr Tracking Error
Vanguard Short-Term Bond Index Signal	-0.61	2.06	89.59	1.31	1.32	0.77
Barclays US Govt/Credit 1-3 Yr TR USD	0.00	1.00	100.00	1.87	0.61	0.00
Universe(5%)	1.73	3.23	86.89	2.46	2.81	2.62
Universe(25%)	0.57	2.11	74.27	1.77	1.92	1.54
Universe(Median)	-0.03	1.63	63.68	1.45	1.34	0.97
Universe(75%)	-0.38	1.37	47.16	1.13	1.03	0.65
Universe(95%)	-1.15	0.85	20.42	0.57	0.71	0.32



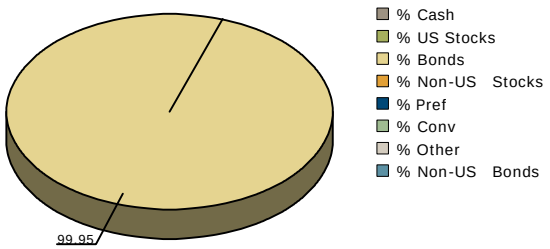




Milliman | Quarterly Investment Monitor

Data as of 06/30/2013

Vanguard Inflation-Protected Secs I



Portfolio Region	
% United States	NA
% Canada	NA
% Latin America	NA
% United Kingdom	NA
% Eurozone	NA
% Europe - ex Euro	NA
% Europe - Emerging	NA
% Africa	NA
% Middle East	NA
% Japan	NA
% Australasia	NA
% Asia - Developed	NA
% Asia - Emerging	NA

Portfolio Structure	
% Cash	0.05
% US Stocks	0.00
% Bonds	99.95
% Non-US Stocks	0.00
% Pref	0.00
% Conv	0.00
% Other	0.00
% Non-US Bonds	0.00

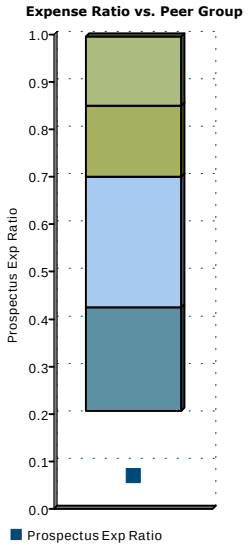
Sector Allocation	
% Basic Materials	NA
% Communication Services	NA
% Consumer Cyclical	NA
% Consumer Defensive	NA
% Healthcare	NA
% Industrials	NA
% Real Estate	NA
% Technology	NA
% Energy	NA
% Financial Services	NA
% Utilities	NA

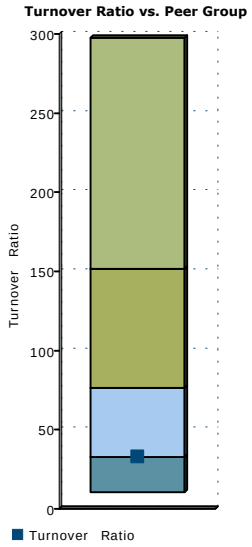
Credit Quality	
Avg Eff Duration	8.31
Effective Maturity	9.40
Avg Credit Quality	Government
US Govt/ Agency	NA
AAA	100.00
AA	0.00
A	0.00
BBB	0.00
BB	0.00
B	0.00
Below B	0.00
NR/NA	0.00

Top Ten Holdings	
US Treasury Note	5.65%
US Treasury Note	5.26%
US Treasury Note	5.20%
US Treasury Note 0.125%	4.98%
US Treasury Note	4.88%
US Treasury Note 1.125%	4.65%
US Treasury Note 0.5%	4.43%
US Treasury Note 1.25%	4.11%
US Treasury Bond 2.375%	4.09%
US Treasury Bond 3.875%	3.62%

Portfolio Information	
Ticker	VIPIX
Morningstar Category	Inflation-Protected Bond
Avg Mkt Cap $MM	NA
Cat Med Mkt Cap $MM	12027.54
Net Assets $MM	35209.45
Turnover Ratio	33.00
% Assets in Top 10 Holdings	46.86
Total Number of Holdings	37.00
Manager Name	Gemma Wright-Casparius
Manager Tenure	1.87
Fund Incept Date	06/29/2000
Prospectus Exp Ratio	0.07
Phone Number	800-662-7447
Closed to New Investors	No

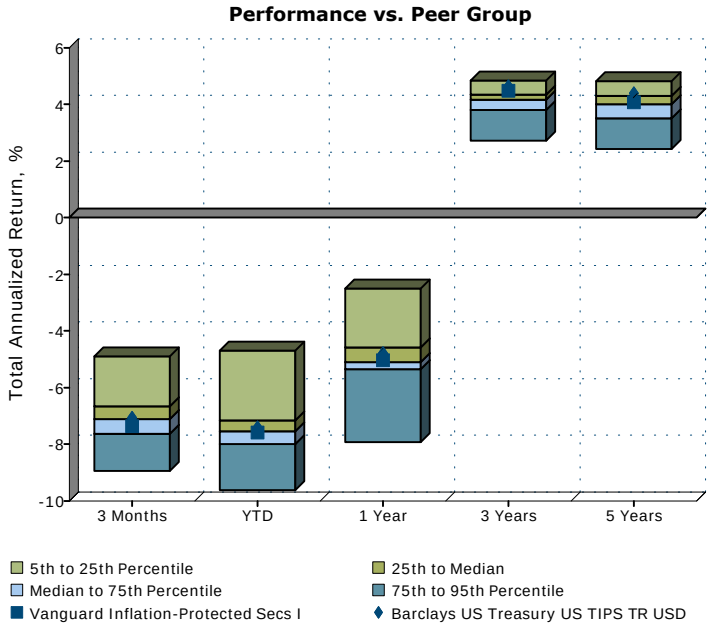
Portfolio Ratings	
Mstar Rating	★★★
3 Year Mstar Rating	★★★★
% Rank Cat 3 Yr	9
5 Year Mstar Rating	★★★
% Rank Cat 5 Yr	32
10 Year Mstar Rating	★★★★
% Rank Cat 10 Yr	20





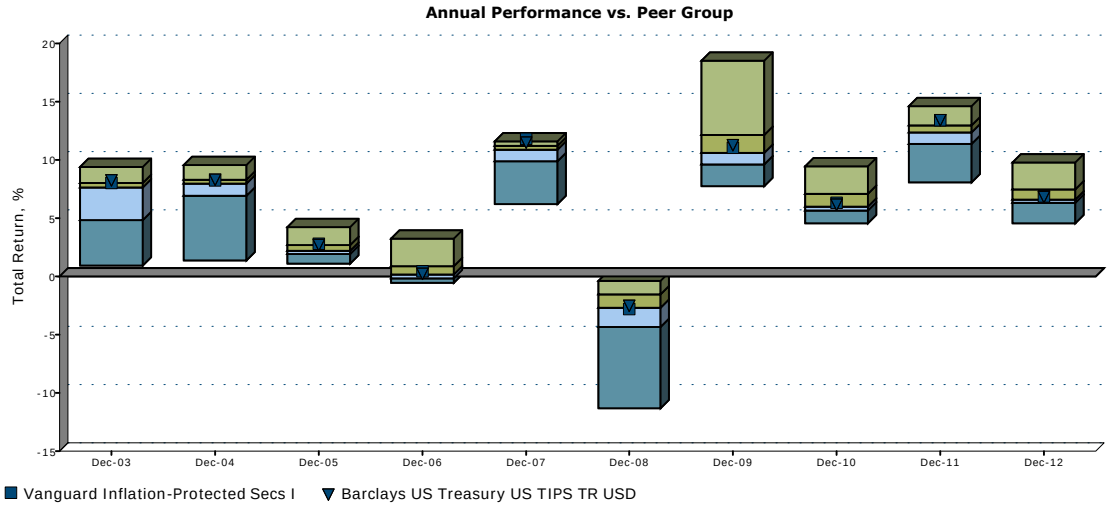
Investment Strategy Summary

The investment seeks to provide inflation protection and income consistent with investment in inflation-indexed securities. The fund invests at least 80% of its assets in inflation-indexed bonds issued by the U.S. government, its agencies and instrumentalities, and corporations. It may invest in bonds of any maturity; however, its dollar-weighted average maturity is expected to be in the range of 7 to 20 years. At a minimum, all bonds purchased by the fund will be rated investment-grade or, if unrated, will be considered by the advisor to be investment-grade.

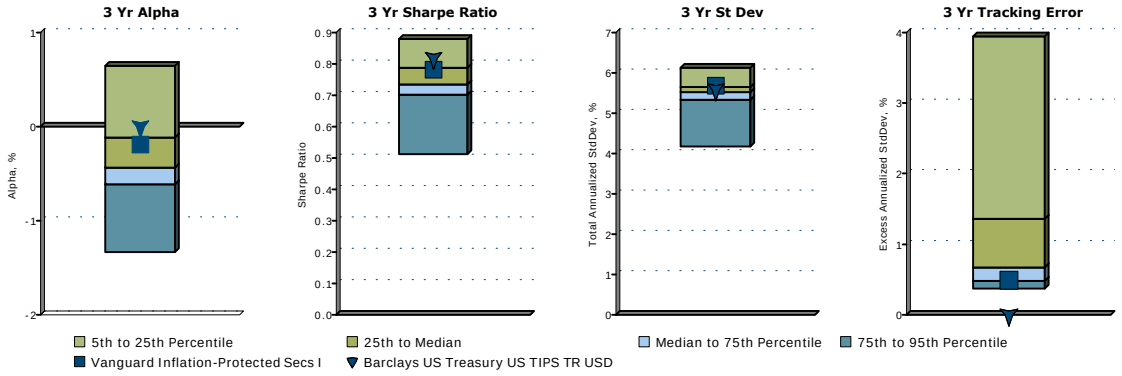


Performance	3 Months	Year to Date	1 Year	3 Years	5 Years
Vanguard Inflation-Protected Secs I	-7.35	-7.58	-5.03	4.48	4.09
Barclays US Treasury US TIPS TR USD	-7.05	-7.39	-4.78	4.63	4.41
Universe(5%)	-4.89	-4.69	-2.49	4.85	4.83
Universe(25%)	-6.65	-7.15	-4.57	4.35	4.30
Universe(Median)	-7.12	-7.55	-5.10	4.17	4.00
Universe(75%)	-7.62	-7.98	-5.35	3.80	3.52
Universe(95%)	-8.94	-9.61	-7.92	2.72	2.44

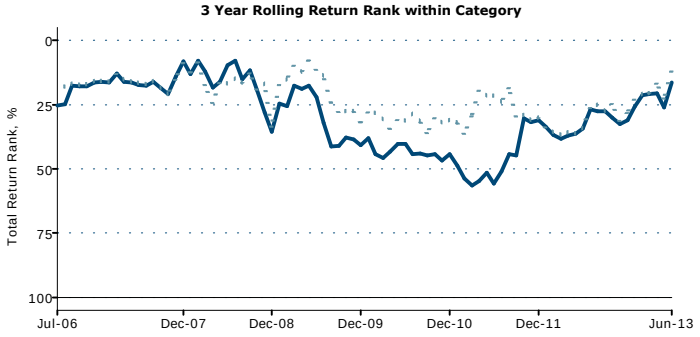
Vanguard Inflation-Protected Secs I

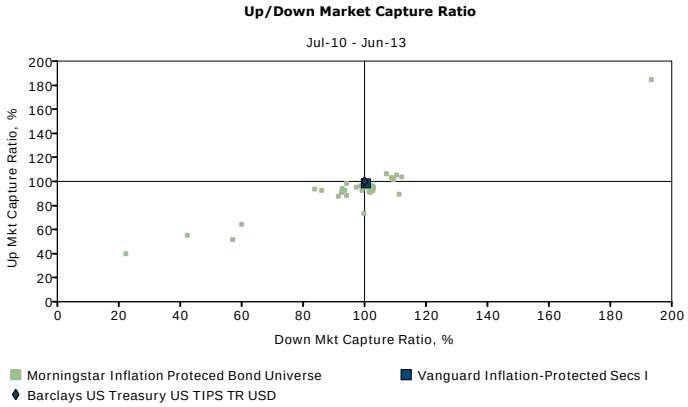


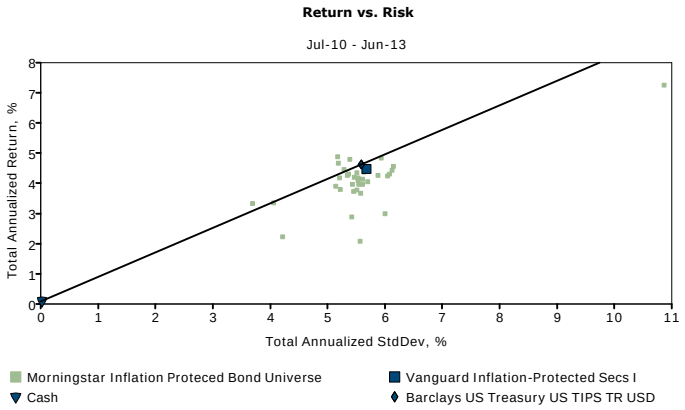
Annual Return %	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012
Vanguard Inflation-Protected Secs I	8.00	8.25	2.78	0.46	11.82	-2.81	11.03	6.33	13.39	6.87
Barclays US Treasury US TIPS TR USD	8.40	8.46	2.84	0.41	11.64	-2.35	11.41	6.31	13.56	6.98



MPT Statistics	3 Yr Alpha	3 Yr Beta	3 Yr R-Squared	3 Yr Sharpe Ratio	3 Yr St Dev	3 Yr Tracking Error
Vanguard Inflation-Protected Secs I	-0.19	1.01	99.28	0.78	5.68	0.49
Barclays US Treasury US TIPS TR USD	0.00	1.00	100.00	0.82	5.59	0.00
Universe(5%)	0.65	1.07	99.57	0.88	6.13	3.94
Universe(25%)	-0.12	1.01	99.29	0.79	5.65	1.36
Universe(Median)	-0.43	0.98	98.81	0.73	5.52	0.67
Universe(75%)	-0.62	0.93	95.18	0.70	5.33	0.48
Universe(95%)	-1.33	0.61	69.96	0.51	4.18	0.37



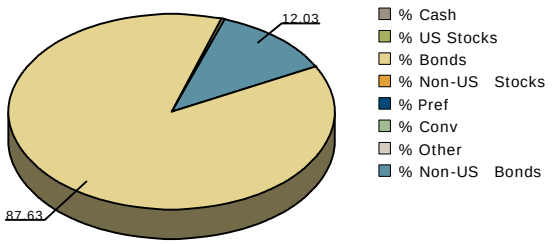




Milliman | Quarterly Investment Monitor

Data as of 06/30/2013

Vanguard Interm-Term Bond Index Signal



Portfolio Region	
% United States	NA
% Canada	NA
% Latin America	NA
% United Kingdom	NA
% Eurozone	NA
% Europe - ex Euro	NA
% Europe - Emerging	NA
% Africa	NA
% Middle East	NA
% Japan	NA
% Australasia	NA
% Asia - Developed	NA
% Asia - Emerging	NA

Portfolio Structure	
% Cash	0.30
% US Stocks	0.00
% Bonds	87.63
% Non-US Stocks	0.00
% Pref	0.00
% Conv	0.00
% Other	0.04
% Non-US Bonds	12.03

Sector Allocation	
% Basic Materials	NA
% Communication Services	NA
% Consumer Cyclical	NA
% Consumer Defensive	NA
% Healthcare	NA
% Industrials	NA
% Real Estate	NA
% Technology	NA
% Energy	NA
% Financial Services	NA
% Utilities	NA

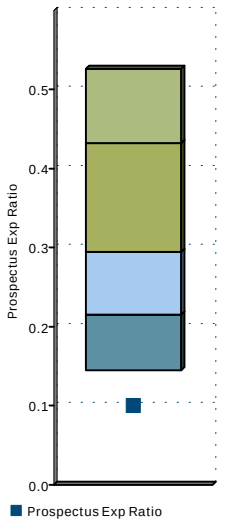
Credit Quality	
Avg Eff Duration	6.53
Effective Maturity	7.30
Avg Credit Quality	A
US Govt/ Agency	NA
AAA	52.78
AA	5.36
A	20.15
BBB	21.71
BB	0.00
B	0.00
Below B	0.00
NR/NA	0.00

Top Ten Holdings	
US Treasury Note 3.625%	3.17%
US Treasury Note 3.5%	3.11%
US Treasury Note 2%	3.11%
US Treasury Note 3.625%	2.98%
US Treasury Note 3.125%	2.64%
US Treasury Note 3.375%	2.47%
US Treasury Note 2.625%	2.28%
US Treasury Note 3.625%	2.23%
US Treasury Note 2.625%	2.00%
US Treasury Note 3.75%	2.00%

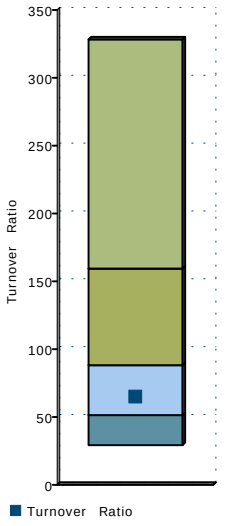
Portfolio Information	
Ticker	VIBSX
Morningstar Category	Intermediate-term Bond
Avg Mkt Cap $MM	NA
Cat Med Mkt Cap $MM	14591.63
Net Assets $MM	16746.84
Turnover Ratio	65.00
% Assets in Top 10 Holdings	26.02
Total Number of Holdings	1473.00
Manager Name	Joshua C. Barrickman
Manager Tenure	5.18
Fund Incept Date	03/01/1994
Prospectus Exp Ratio	0.10
Phone Number	800-662-7447
Closed to New Investors	No

Portfolio Ratings	
Mstar Rating	★★★★
3 Year Mstar Rating	★★★★
% Rank Cat 3 Yr	23
5 Year Mstar Rating	★★★★
% Rank Cat 5 Yr	18
10 Year Mstar Rating	★★★★
% Rank Cat 10 Yr	19

Expense Ratio vs. Peer Group



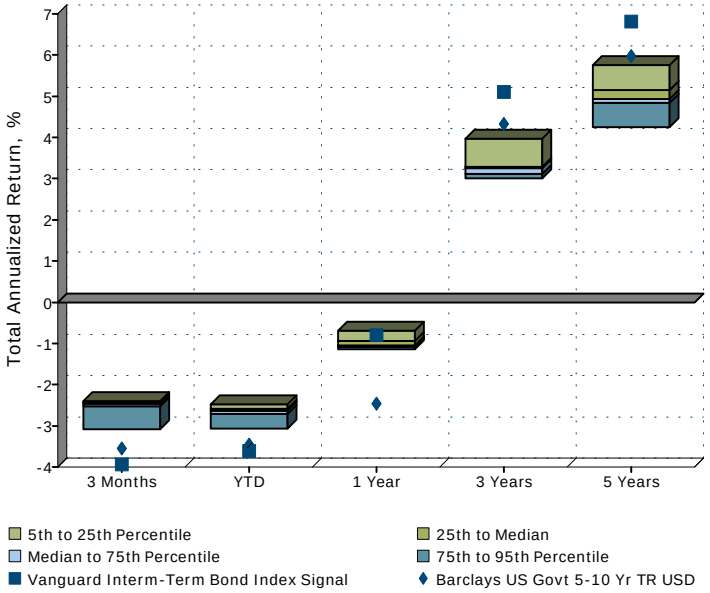
Turnover Ratio vs. Peer Group



Investment Strategy Summary

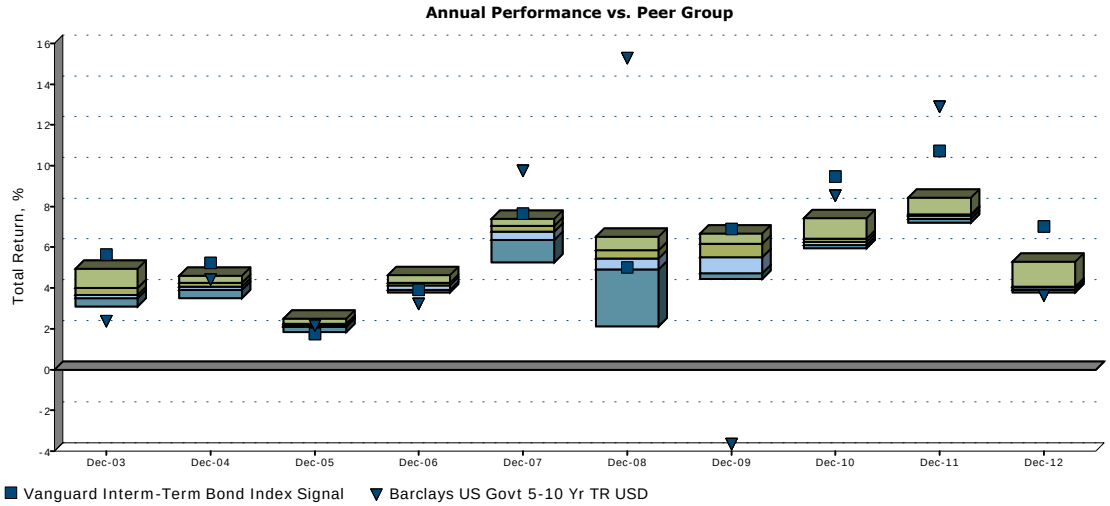
The investment seeks to track the performance of a market-weighted bond index with an intermediate-term dollar-weighted average maturity. The fund employs an indexing investment approach designed to track the performance of the Barclays U.S. 5-10 Year Government/Credit Float Adjusted Index. This index includes all medium and larger issues of U.S. government, investment-grade corporate, and investment-grade international dollar-denominated bonds that have maturities between 5 and 10 years and are publicly issued. All of its investments will be selected through the sampling process, and at least 80% of its assets will be invested in bonds held in the index.

Performance vs. Peer Group

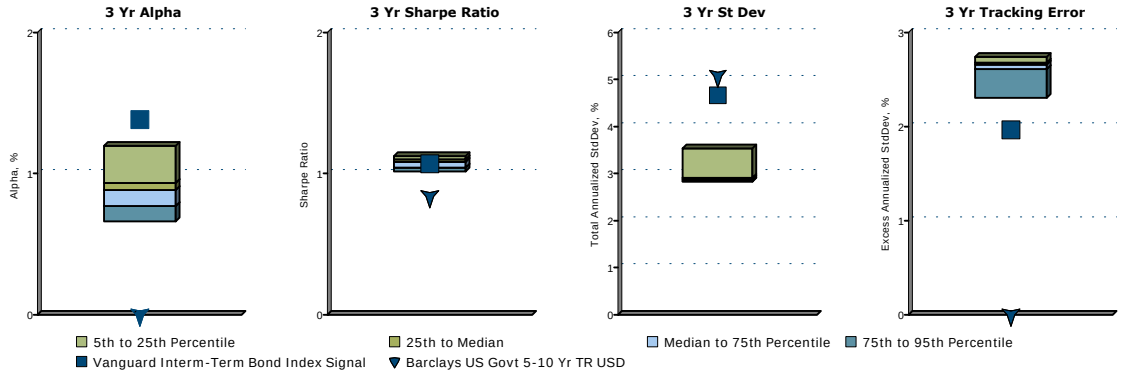


Performance	3 Months	Year to Date	1 Year	3 Years	5 Years
Vanguard Interm-Term Bond Index Signal	-3.94	-3.62	-0.79	5.11	6.81
Barclays US Govt 5-10 Yr TR USD	-3.56	-3.45	-2.47	4.33	5.97
Universe(5%)	-2.40	-2.47	-0.69	3.97	5.76
Universe(25%)	-2.43	-2.59	-0.94	3.29	5.15
Universe(Median)	-2.46	-2.63	-1.05	3.26	4.94
Universe(75%)	-2.52	-2.70	-1.08	3.12	4.84
Universe(95%)	-3.09	-3.07	-1.15	3.01	4.25

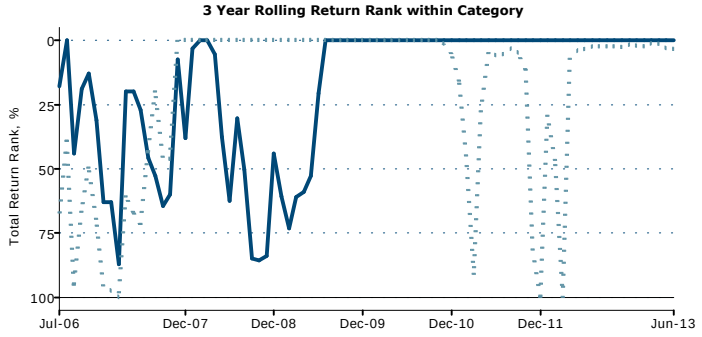
Vanguard Interm-Term Bond Index Signal

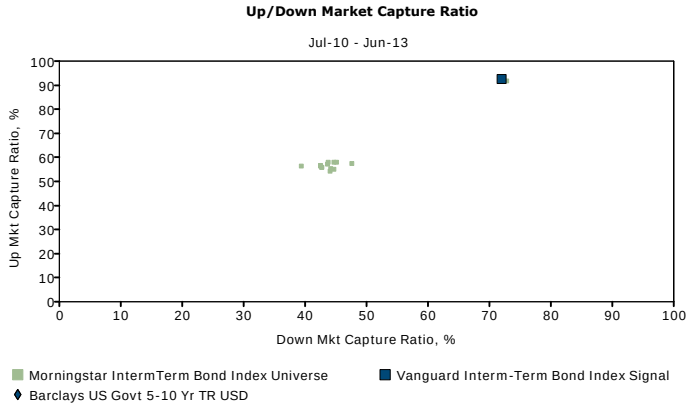


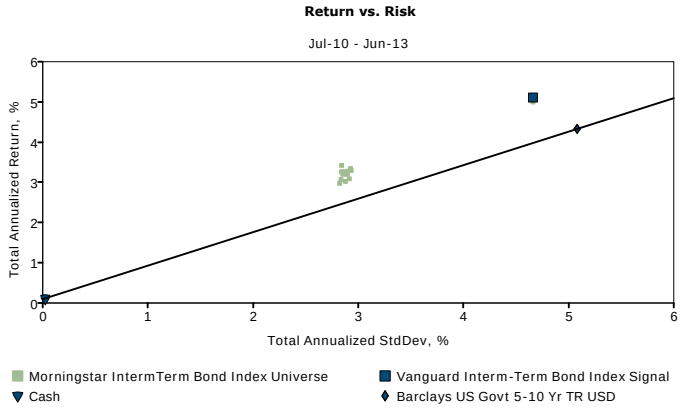
Annual Return %	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012
Vanguard Interm-Term Bond Index Signal	5.65	5.22	1.75	3.91	7.66	5.01	6.89	9.48	10.73	7.02
Barclays US Govt 5-10 Yr TR USD	2.48	4.50	2.25	3.33	9.84	15.38	-3.55	8.62	12.98	3.72



MPT Statistics	3 Yr Alpha	3 Yr Beta	3 Yr R-Squared	3 Yr Sharpe Ratio	3 Yr St Dev	3 Yr Tracking Error
Vanguard Interm-Term Bond Index Signal	1.38	0.85	85.04	1.07	4.66	1.97
Barclays US Govt 5-10 Yr TR USD	0.00	1.00	100.00	0.84	5.08	0.00
Universe(5%)	1.20	0.65	88.58	1.12	3.54	2.74
Universe(25%)	0.93	0.53	86.66	1.10	2.91	2.68
Universe(Median)	0.88	0.52	85.71	1.08	2.88	2.66
Universe(75%)	0.77	0.52	84.50	1.04	2.85	2.61
Universe(95%)	0.66	0.51	82.13	1.01	2.83	2.31



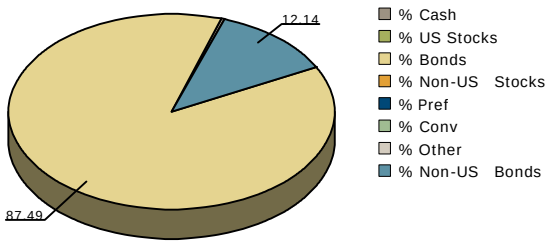




Milliman | Quarterly Investment Monitor

Data as of 06/30/2013

Vanguard Long-Term Bond Index I



Portfolio Region	
% United States	NA
% Canada	NA
% Latin America	NA
% United Kingdom	NA
% Eurozone	NA
% Europe - ex Euro	NA
% Europe - Emerging	NA
% Africa	NA
% Middle East	NA
% Japan	NA
% Australasia	NA
% Asia - Developed	NA
% Asia - Emerging	NA

Portfolio Structure	
% Cash	0.32
% US Stocks	0.00
% Bonds	87.49
% Non-US Stocks	0.00
% Pref	0.04
% Conv	0.00
% Other	0.00
% Non-US Bonds	12.14

Sector Allocation	
% Basic Materials	NA
% Communication Services	NA
% Consumer Cyclical	NA
% Consumer Defensive	NA
% Healthcare	NA
% Industrials	NA
% Real Estate	NA
% Technology	NA
% Energy	NA
% Financial Services	NA
% Utilities	NA

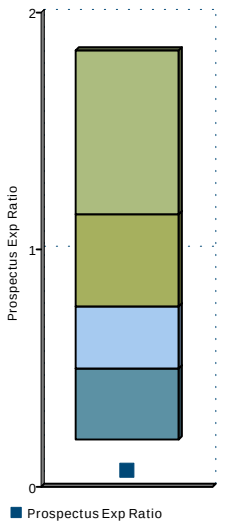
Credit Quality	
Avg Eff Duration	14.71
Effective Maturity	24.20
Avg Credit Quality	A
US Govt/ Agency	NA
AAA	41.60
AA	7.69
A	25.16
BBB	25.55
BB	0.00
B	0.00
Below B	0.00
NR/NA	0.00

Top Ten Holdings	
US Treasury Bond 4.375%	2.63%
US Treasury Bond 4.25%	2.52%
US Treasury Bond 2.75%	2.02%
US Treasury Bond 4.375%	2.00%
US Treasury Bond 4.375%	2.00%
US Treasury Bond 4.75%	1.96%
US Treasury Bond 3%	1.87%
US Treasury Bond 4.625%	1.82%
US Treasury Bond 2.75%	1.82%
US Treasury Bond 3.125%	1.75%

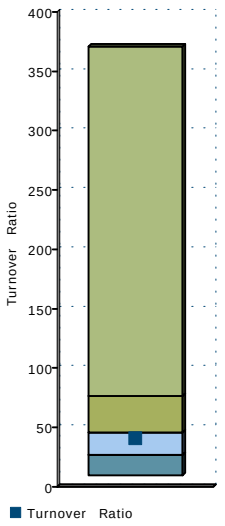
Portfolio Information	
Ticker	VBLLX
Morningstar Category	Long-term Bond
Avg Mkt Cap $MM	NA
Cat Med Mkt Cap $MM	31063.26
Net Assets $MM	6038.42
Turnover Ratio	41.00
% Assets in Top 10 Holdings	20.40
Total Number of Holdings	1484.00
Manager Name	Joshua C. Barrickman
Manager Tenure	0.35
Fund Incept Date	03/01/1994
Prospectus Exp Ratio	0.07
Phone Number	800-662-7447
Closed to New Investors	No

Portfolio Ratings	
Mstar Rating	★★★
3 Year Mstar Rating	★★★
% Rank Cat 3 Yr	70
5 Year Mstar Rating	★★★
% Rank Cat 5 Yr	67
10 Year Mstar Rating	★★★
% Rank Cat 10 Yr	47

Expense Ratio vs. Peer Group



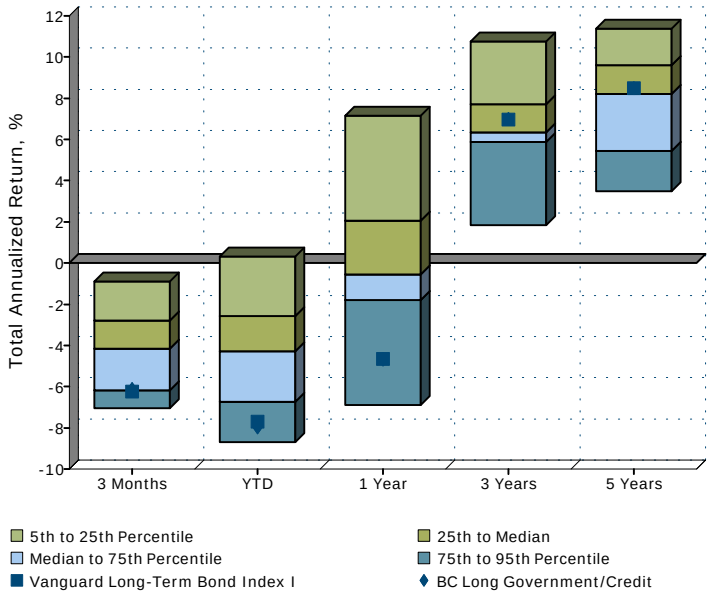
Turnover Ratio vs. Peer Group



Investment Strategy Summary

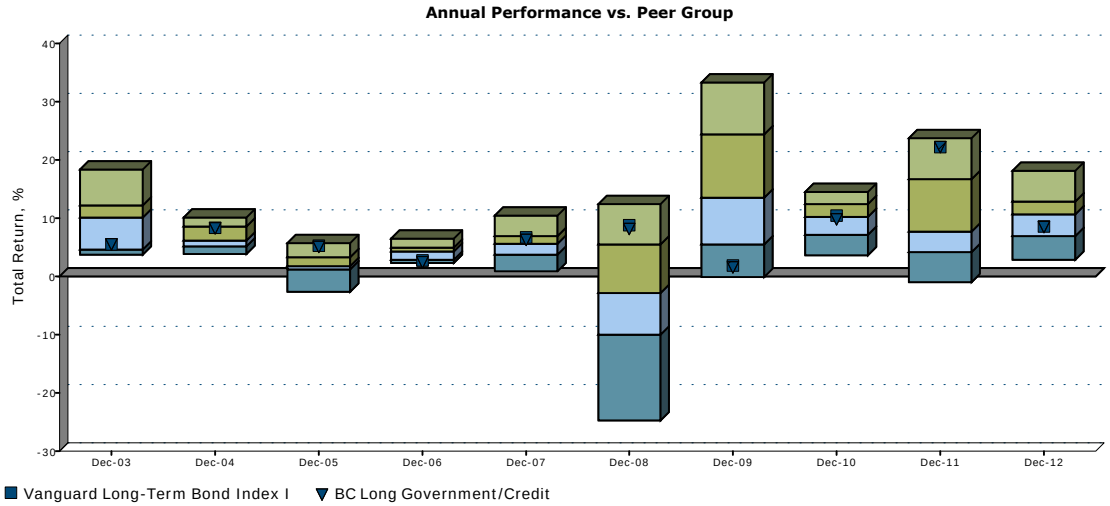
The investment seeks to track the performance of a market-weighted bond index with a long-term dollar-weighted average maturity. The fund employs an indexing investment approach designed to track the performance of the Barclays U.S. Long Government/Credit Float Adjusted Index. It invests at least 80% of assets in bonds held in the index. The fund maintains a dollar-weighted average maturity consistent with that of the index, which generally ranges between 15 and 30 years.

Performance vs. Peer Group

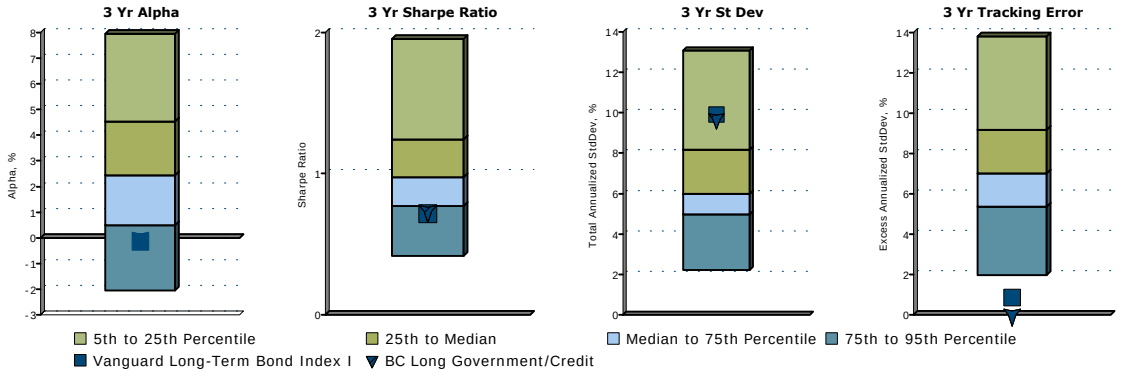


Performance	3 Months	Year to Date	1 Year	3 Years	5 Years
Vanguard Long-Term Bond Index I	-6.23	-7.70	-4.66	6.96	8.50
BC Long Government/Credit	-6.11	-7.97	-4.69	7.01	8.50
Universe(5%)	-0.89	0.32	7.15	10.76	11.39
Universe(25%)	-2.80	-2.56	2.06	7.71	9.62
Universe(Median)	-4.16	-4.29	-0.56	6.35	8.22
Universe(75%)	-6.17	-6.75	-1.80	5.87	5.44
Universe(95%)	-7.05	-8.69	-6.88	1.83	3.48

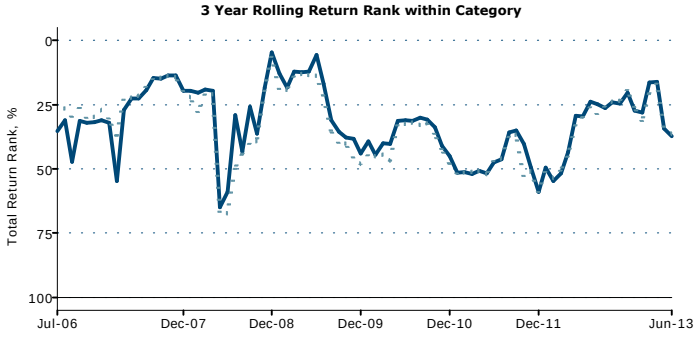
Vanguard Long-Term Bond Index I

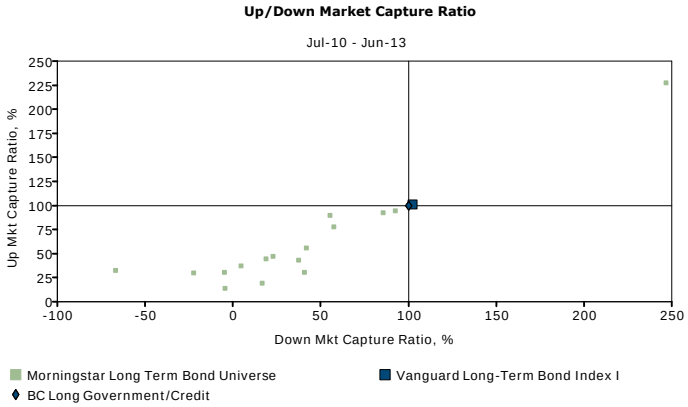


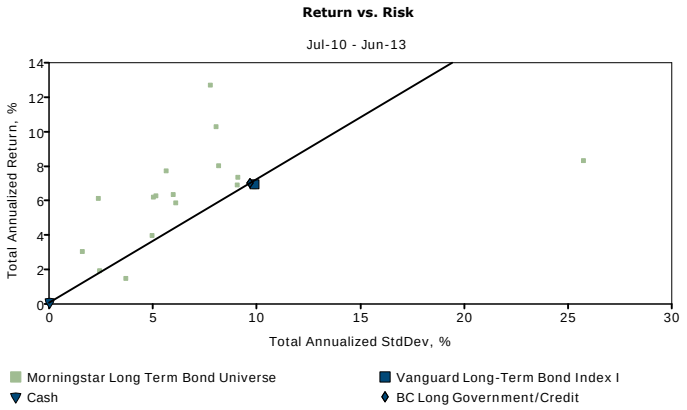
Annual Return %	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012
Vanguard Long-Term Bond Index I	5.50	8.40	5.32	2.75	6.71	8.77	1.91	10.43	22.23	8.63
BC Long Government/Credit	5.87	8.56	5.33	2.71	6.60	8.44	1.92	10.16	22.49	8.78



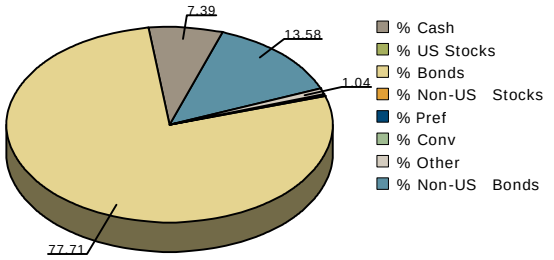
MPT Statistics	3 Yr Alpha	3 Yr Beta	3 Yr R-Squared	3 Yr Sharpe Ratio	3 Yr St Dev	3 Yr Tracking Error
Vanguard Long-Term Bond Index I	-0.16	1.02	99.27	0.72	9.91	0.87
BC Long Government/Credit	0.00	1.00	100.00	0.74	9.69	0.00
Universe(5%)	7.95	1.29	95.61	1.95	13.07	13.80
Universe(25%)	4.54	0.75	80.60	1.24	8.16	9.16
Universe(Median)	2.43	0.38	62.15	0.97	5.99	7.03
Universe(75%)	0.50	0.19	42.21	0.77	4.97	5.37
Universe(95%)	-2.04	0.04	2.44	0.42	2.21	1.98







PIMCO Long Duration Total Return Instl



Portfolio Region	
% United States	100.00
% Canada	0.00
% Latin America	0.00
% United Kingdom	0.00
% Eurozone	0.00
% Europe - ex Euro	0.00
% Europe - Emerging	0.00
% Africa	0.00
% Middle East	0.00
% Japan	0.00
% Australasia	0.00
% Asia - Developed	0.00
% Asia - Emerging	0.00

Portfolio Structure	
% Cash	7.39
% US Stocks	0.00
% Bonds	77.71
% Non-US Stocks	0.00
% Pref	0.28
% Conv	0.00
% Other	1.04
% Non-US Bonds	13.58

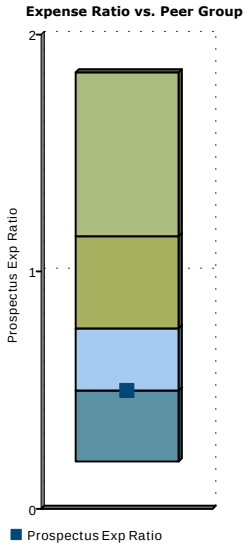
Sector Allocation	
% Basic Materials	0.00
% Communication Services	0.00
% Consumer Cyclical	0.00
% Consumer Defensive	0.00
% Healthcare	0.00
% Industrials	0.00
% Real Estate	0.00
% Technology	0.00
% Energy	0.00
% Financial Services	100.00
% Utilities	0.00

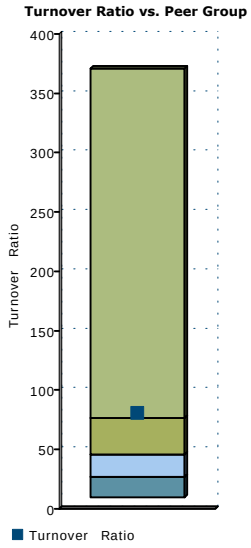
Credit Quality	
Avg Eff Duration	13.92
Effective Maturity	21.95
Avg Credit Quality	NA
US Govt/ Agency	NA
AAA	NA
AA	NA
A	NA
BBB	NA
BB	NA
B	NA
Below B	NA
NR/NA	NA

Top Ten Holdings	
US Treasury Bond 5.25%	5.43%
US Treasury Bond 3.125%	4.75%
US Treasury Bond 6%	3.79%
US Treasury Bond 5.375%	3.29%
US Treasury Bond 4.25%	2.61%
US Treasury Bond 3.125%	2.34%
US Treasury Bond 4.5%	1.57%
U S Treas Bd Stripped Prin Pmt	1.55%
Quebec Prov Cda 5.75%	1.47%
Resolution Fdg Fed Bk Prin Stp	1.40%

Portfolio Information	
Ticker	PLRIX
Morningstar Category	Long-term Bond
Avg Mkt Cap $MM	57310.84
Cat Med Mkt Cap $MM	31063.26
Net Assets $MM	6071.40
Turnover Ratio	81.00
% Assets in Top 10 Holdings	28.21
Total Number of Holdings	882.00
Manager Name	Stephen A. Rodosky
Manager Tenure	5.92
Fund Incept Date	08/31/2006
Prospectus Exp Ratio	0.50
Phone Number	888-877-4626
Closed to New Investors	No

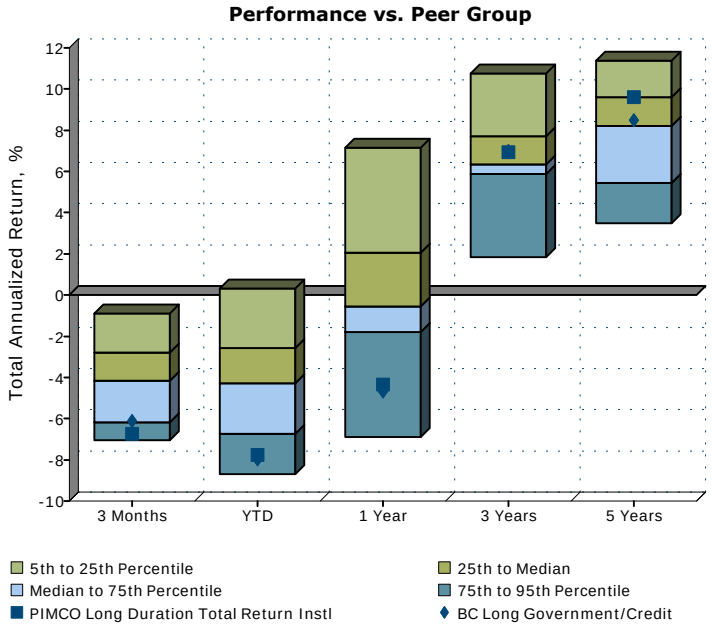
Portfolio Ratings	
Mstar Rating	★★★★
3 Year Mstar Rating	★★★
% Rank Cat 3 Yr	71
5 Year Mstar Rating	★★★★
% Rank Cat 5 Yr	44
10 Year Mstar Rating	NA
% Rank Cat 10 Yr	NA





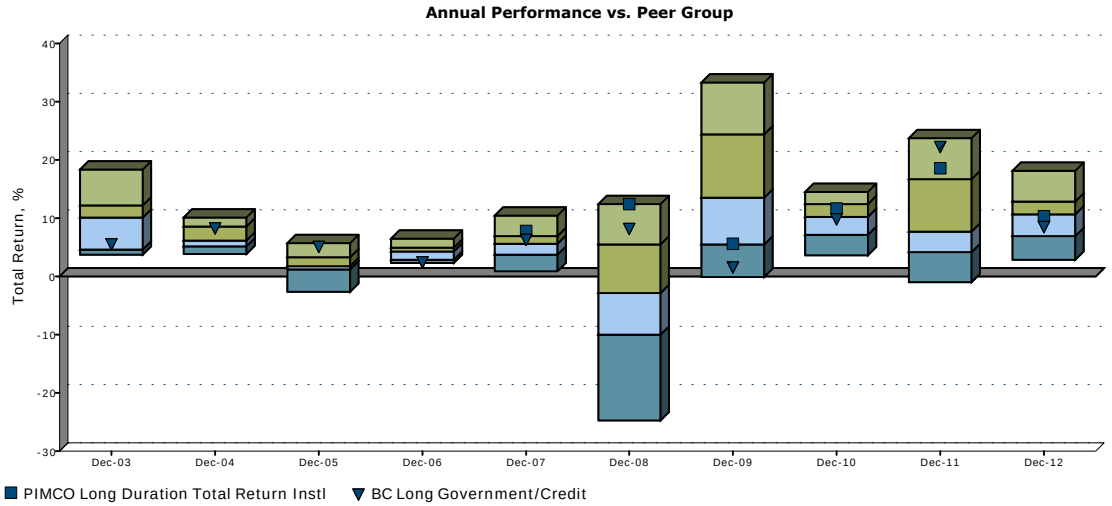
Investment Strategy Summary

The investment seeks maximum total return, consistent with prudent investment management. The fund invests at least 65% of its total assets in a diversified portfolio of Fixed Income Instruments of varying maturities, which may be represented by forwards or derivatives such as options, futures contracts or swap agreements. It invests primarily in investment grade debt securities, but may invest up to 10% of its total assets in high yield securities ("junk bonds") that are rated B or higher by Moody's, or equivalently rated by S&P or Fitch, or, if unrated, determined by PIMCO to be of comparable quality.

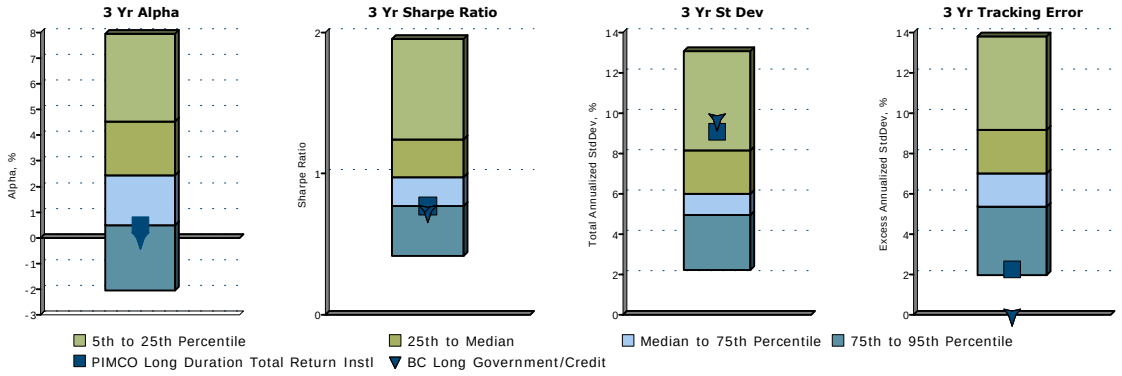


Performance	3 Months	Year to Date	1 Year	3 Years	5 Years
PIMCO Long Duration Total Return Instl	-6.74	-7.77	-4.34	6.92	9.62
BC Long Government/Credit	-6.11	-7.97	-4.69	7.01	8.50
Universe(5%)	-0.89	0.32	7.15	10.76	11.39
Universe(25%)	-2.80	-2.56	2.06	7.71	9.62
Universe(Median)	-4.16	-4.29	-0.56	6.35	8.22
Universe(75%)	-6.17	-6.75	-1.80	5.87	5.44
Universe(95%)	-7.05	-8.69	-6.88	1.83	3.48

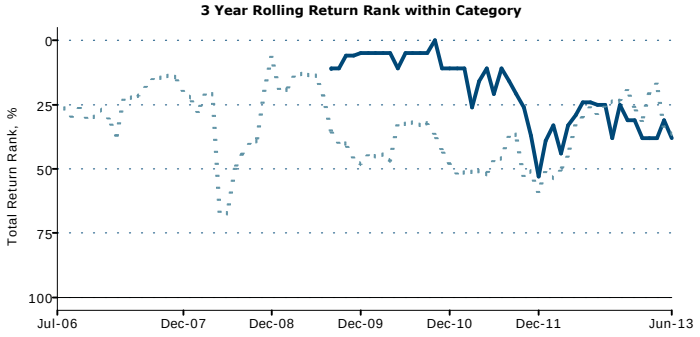
PIMCO Long Duration Total Return Instl

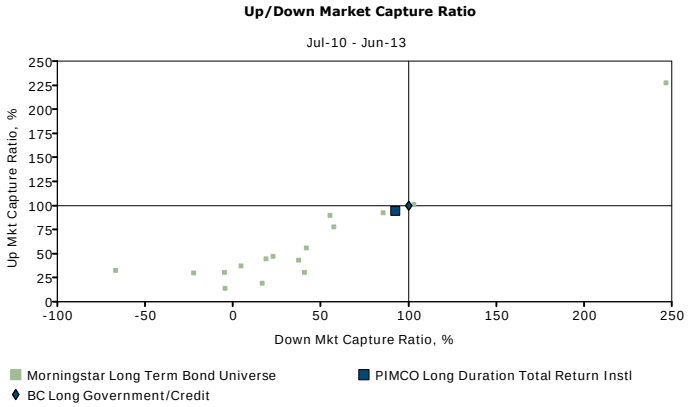


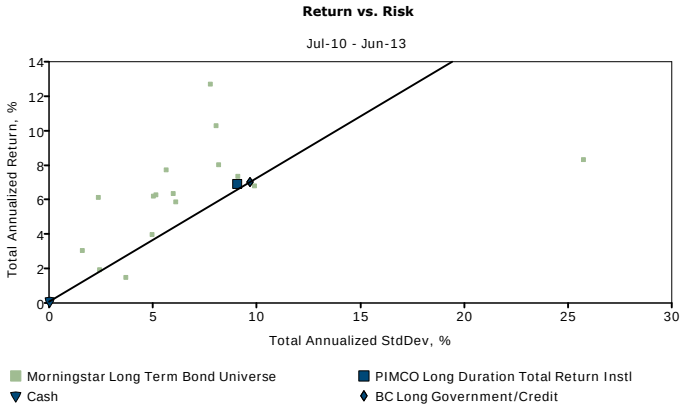
Annual Return %	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012
PIMCO Long Duration Total Return Instl	NA	NA	NA	NA	7.83	12.38	5.62	11.64	18.57	10.28
BC Long Government/Credit	5.87	8.56	5.33	2.71	6.60	8.44	1.92	10.16	22.49	8.78



MPT Statistics	3 Yr Alpha	3 Yr Beta	3 Yr R-Squared	3 Yr Sharpe Ratio	3 Yr St Dev	3 Yr Tracking Error
PIMCO Long Duration Total Return Instl	0.50	0.91	94.69	0.77	9.07	2.26
BC Long Government/Credit	0.00	1.00	100.00	0.74	9.69	0.00
Universe(5%)	7.95	1.29	95.61	1.95	13.07	13.80
Universe(25%)	4.54	0.75	80.60	1.24	8.16	9.16
Universe(Median)	2.43	0.38	62.15	0.97	5.99	7.03
Universe(75%)	0.50	0.19	42.21	0.77	4.97	5.37
Universe(95%)	-2.04	0.04	2.44	0.42	2.21	1.98



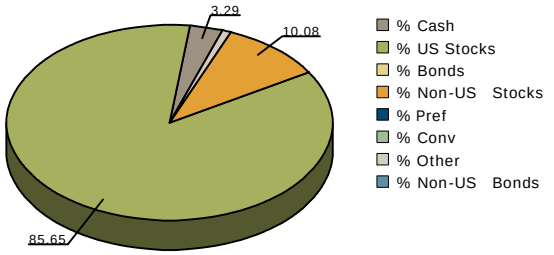




Milliman | Quarterly Investment Monitor

Data as of 06/30/2013

Vanguard Equity-Income Adm



Portfolio Region	
% United States	89.47
% Canada	0.59
% Latin America	0.00
% United Kingdom	4.18
% Eurozone	3.06
% Europe - ex Euro	2.70
% Europe - Emerging	0.00
% Africa	0.00
% Middle East	0.00
% Japan	0.00
% Australasia	0.00
% Asia - Developed	0.00
% Asia - Emerging	0.00

Portfolio Structure	
% Cash	3.29
% US Stocks	85.65
% Bonds	0.00
% Non-US Stocks	10.08
% Pref	0.00
% Conv	0.00
% Other	0.98
% Non-US Bonds	0.00

Sector Allocation	
% Basic Materials	2.47
% Communication Services	5.08
% Consumer Cyclical	8.32
% Consumer Defensive	13.85
% Healthcare	13.33
% Industrials	12.53
% Real Estate	0.02
% Technology	10.71
% Energy	12.55
% Financial Services	14.22
% Utilities	6.93

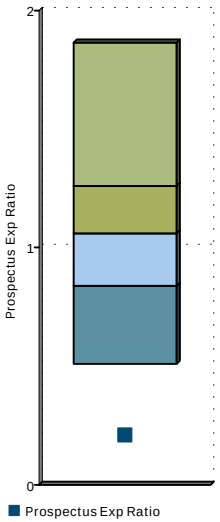
Credit Quality	
Avg Eff Duration	NA
Effective Maturity	NA
Avg Credit Quality	NA
US Govt/ Agency	NA
AAA	NA
AA	NA
A	NA
BBB	NA
BB	NA
B	NA
Below B	NA
NR/NA	NA

Top Ten Holdings	
Exxon Mobil Corporation	4.11%
Johnson & Johnson	3.89%
Chevron Corp	3.86%
Pfizer Inc	2.87%
JPMorgan Chase & Co	2.80%
AT&T Inc	2.80%
Merck & Co Inc	2.76%
General Electric Co	2.73%
Wells Fargo & Co	2.49%
Philip Morris International, Inc.	2.31%

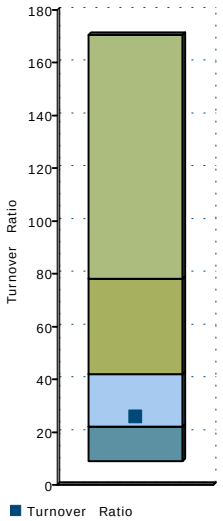
Portfolio Information	
Ticker	VEIRX
Morningstar Category	Large Value
Avg Mkt Cap $MM	68269.05
Cat Med Mkt Cap $MM	45416.87
Net Assets $MM	12589.52
Turnover Ratio	26.00
% Assets in Top 10 Holdings	30.61
Total Number of Holdings	164.00
Manager Name	James P. Stetler
Manager Tenure	9.50
Fund Incept Date	03/21/1988
Prospectus Exp Ratio	0.21
Phone Number	800-662-7447
Closed to New Investors	No

Portfolio Ratings	
Mstar Rating	★★★★★
3 Year Mstar Rating	★★★★★
% Rank Cat 3 Yr	4
5 Year Mstar Rating	★★★★★
% Rank Cat 5 Yr	5
10 Year Mstar Rating	★★★★★
% Rank Cat 10 Yr	8

Expense Ratio vs. Peer Group



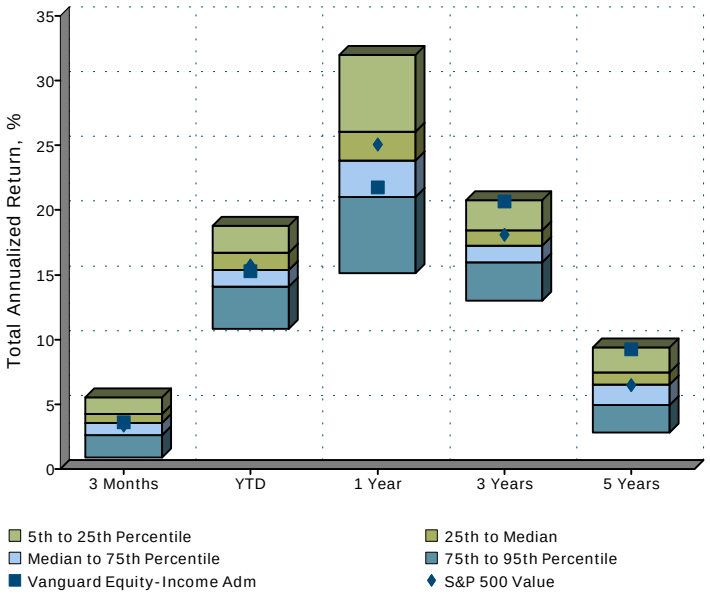
Turnover Ratio vs. Peer Group



Investment Strategy Summary

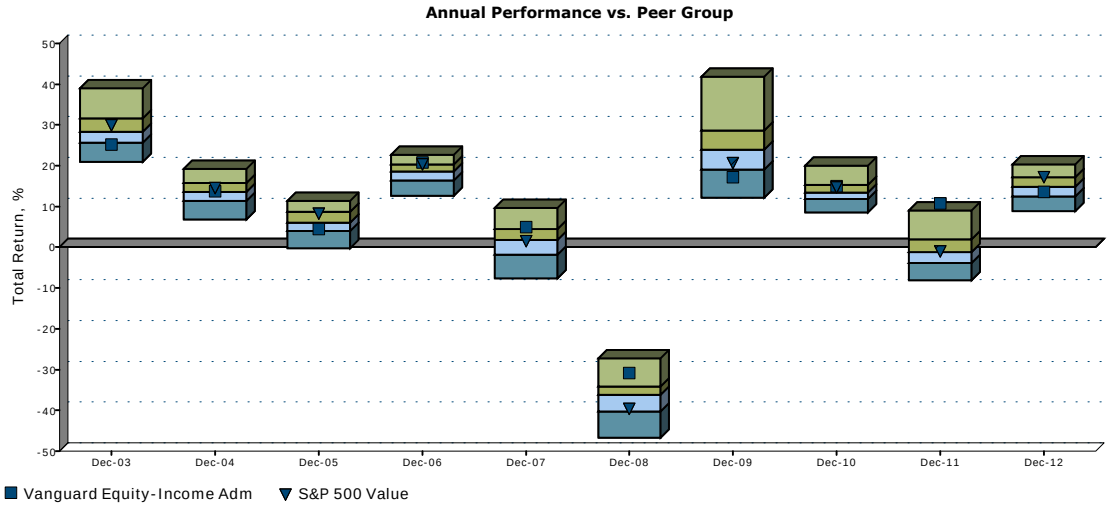
The investment seeks to provide an above-average level of current income and reasonable long-term capital appreciation. The fund invests mainly in common stocks of mid-size and large companies whose stocks pay above-average levels of dividend income and are considered to have the potential for capital appreciation. In addition, the advisors generally look for companies that they believe are committed to paying dividends consistently. Under normal circumstances, it will invest at least 80% of its assets in equity securities. The fund uses multiple investment advisors.

Performance vs. Peer Group

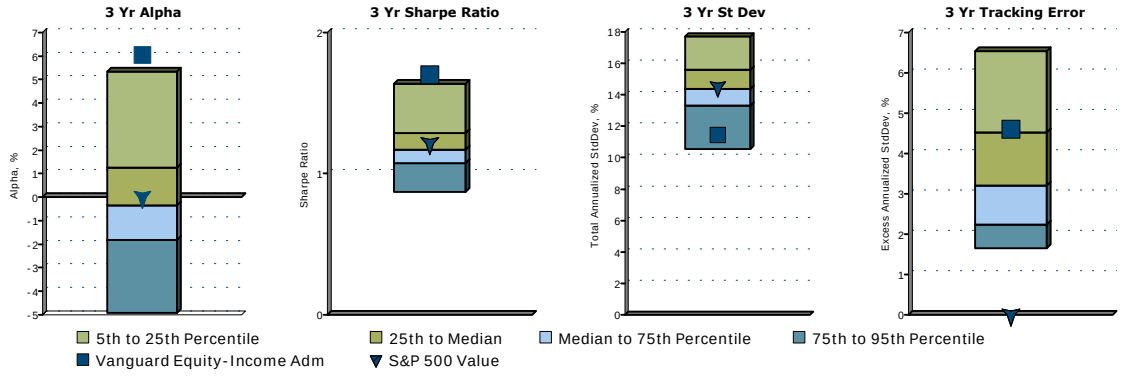


Performance	3 Months	Year to Date	1 Year	3 Years	5 Years
Vanguard Equity-Income Adm	3.59	15.27	21.77	20.68	9.25
S&P 500 Value	3.36	15.73	25.04	18.10	6.47
Universe(5%)	5.55	18.77	32.00	20.75	9.41
Universe(25%)	4.25	16.72	26.06	18.42	7.46
Universe(Median)	3.57	15.36	23.81	17.27	6.53
Universe(75%)	2.60	14.07	21.00	15.99	4.92
Universe(95%)	0.87	10.81	15.12	12.99	2.84

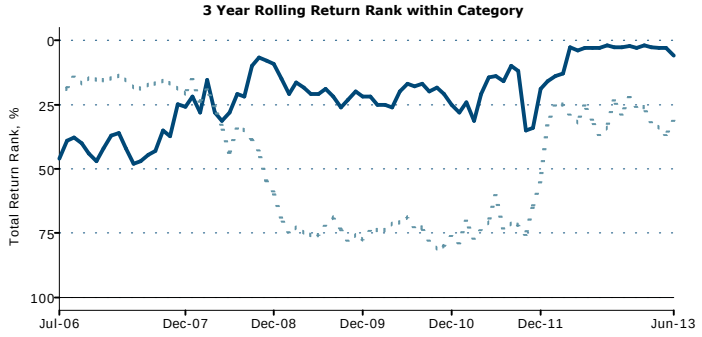
Vanguard Equity-Income Adm

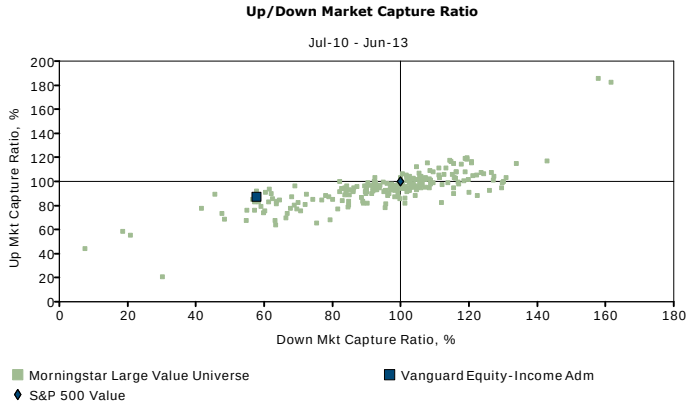


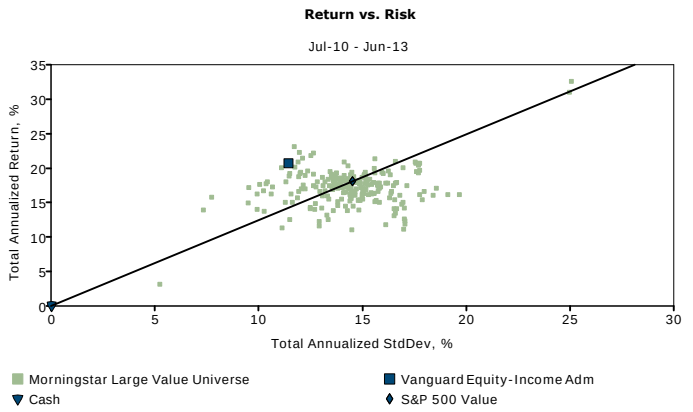
Annual Return %	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012
Vanguard Equity-Income Adm	25.24	13.69	4.52	20.77	4.99	-30.86	17.26	14.99	10.69	13.58
S&P 500 Value	30.36	15.03	8.71	20.80	1.99	-39.22	21.18	15.10	-0.48	17.68



MPT Statistics	3 Yr Alpha	3 Yr Beta	3 Yr R-Squared	3 Yr Sharpe Ratio	3 Yr St Dev	3 Yr Tracking Error
Vanguard Equity-Income Adm	6.04	0.76	93.07	1.70	11.44	4.60
S&P 500 Value	0.00	1.00	100.00	1.22	14.51	0.00
Universe(5%)	5.33	1.20	98.88	1.64	17.71	6.54
Universe(25%)	1.25	1.05	97.83	1.29	15.59	4.52
Universe(Median)	-0.35	0.98	96.38	1.17	14.40	3.21
Universe(75%)	-1.83	0.89	93.30	1.07	13.31	2.23
Universe(95%)	-4.93	0.68	87.32	0.87	10.55	1.65



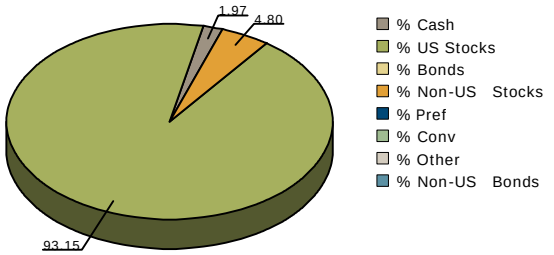




Milliman | Quarterly Investment Monitor

Data as of 06/30/2013

Vanguard Morgan Growth Adm



Portfolio Region	
% United States	95.10
% Canada	0.90
% Latin America	0.00
% United Kingdom	0.53
% Eurozone	1.34
% Europe - ex Euro	1.17
% Europe - Emerging	0.00
% Africa	0.00
% Middle East	0.41
% Japan	0.00
% Australasia	0.14
% Asia - Developed	0.27
% Asia - Emerging	0.15

Portfolio Structure	
% Cash	1.97
% US Stocks	93.15
% Bonds	0.00
% Non-US Stocks	4.80
% Pref	0.00
% Conv	0.00
% Other	0.08
% Non-US Bonds	0.00

Sector Allocation	
% Basic Materials	3.37
% Communication Services	2.72
% Consumer Cyclical	17.71
% Consumer Defensive	6.82
% Healthcare	15.77
% Industrials	13.97
% Real Estate	0.22
% Technology	27.94
% Energy	5.13
% Financial Services	6.34
% Utilities	0.00

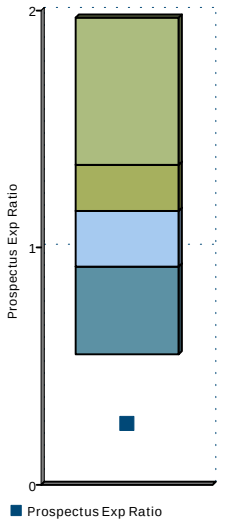
Credit Quality	
Avg Eff Duration	NA
Effective Maturity	NA
Avg Credit Quality	NA
US Govt/ Agency	NA
AAA	NA
AA	NA
A	NA
BBB	NA
BB	NA
B	NA
Below B	NA
NR/NA	NA

Top Ten Holdings	
Apple Inc	2.79%
Google, Inc. Class A	2.51%
Cisco Systems Inc	2.35%
International Business Machines Corp	1.66%
Microsoft Corporation	1.53%
Amgen Inc	1.32%
Amazon.com Inc	1.30%
Oracle Corporation	1.29%
Gilead Sciences Inc	1.26%
Wal-Mart Stores Inc	1.24%

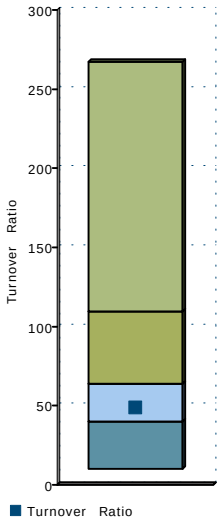
Portfolio Information	
Ticker	VMRAX
Morningstar Category	Large Growth
Avg Mkt Cap $MM	33103.45
Cat Med Mkt Cap $MM	39161.89
Net Assets $MM	9567.82
Turnover Ratio	49.00
% Assets in Top 10 Holdings	17.26
Total Number of Holdings	332.00
Manager Name	James P. Stetler
Manager Tenure	9.50
Fund Incept Date	12/31/1968
Prospectus Exp Ratio	0.26
Phone Number	800-662-7447
Closed to New Investors	No

Portfolio Ratings	
Mstar Rating	★★★★
3 Year Mstar Rating	★★★
% Rank Cat 3 Yr	39
5 Year Mstar Rating	★★★
% Rank Cat 5 Yr	50
10 Year Mstar Rating	★★★★
% Rank Cat 10 Yr	30

Expense Ratio vs. Peer Group



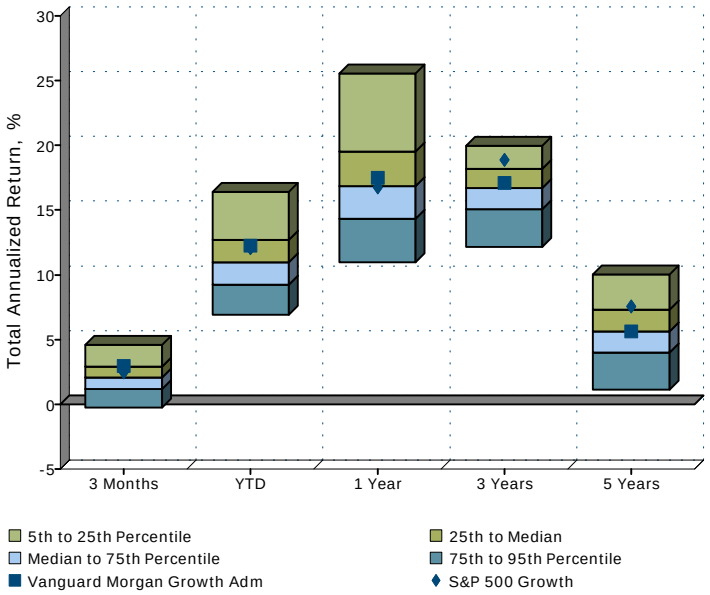
Turnover Ratio vs. Peer Group



Investment Strategy Summary

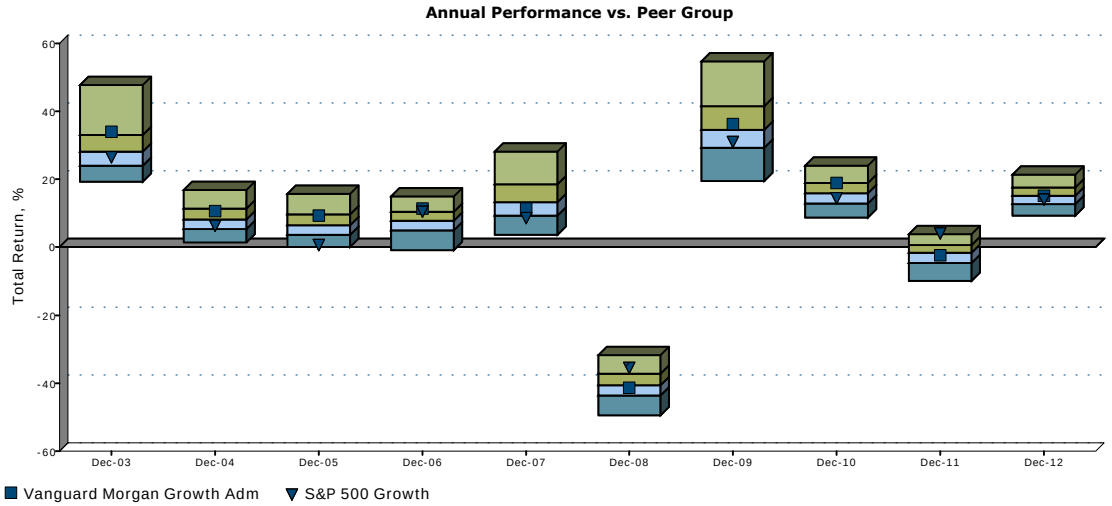
The investment seeks long-term growth of capital. The fund invests mainly in the stocks of mid- and large-capitalization U.S. companies whose revenues and/or earnings are expected to grow faster than those of the average company in the market. It uses multiple investment advisors.

Performance vs. Peer Group

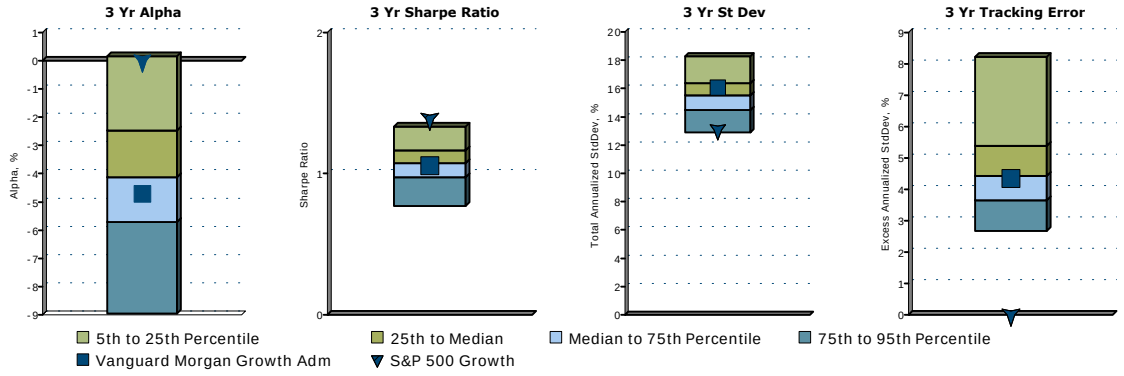


Performance	3 Months	Year to Date	1 Year	3 Years	5 Years
Vanguard Morgan Growth Adm	2.94	12.24	17.47	17.08	5.61
S&P 500 Growth	2.48	12.04	16.78	18.89	7.57
Universe(5%)	4.58	16.40	25.55	19.98	10.03
Universe(25%)	2.93	12.68	19.50	18.18	7.29
Universe(Median)	2.05	10.98	16.83	16.69	5.64
Universe(75%)	1.19	9.24	14.34	15.06	3.98
Universe(95%)	-0.27	6.90	10.95	12.15	1.12

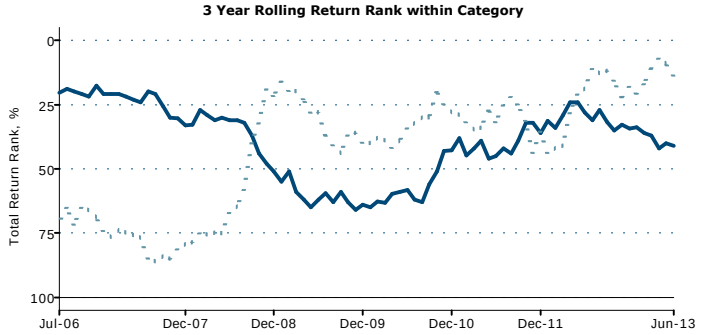
Vanguard Morgan Growth Adm

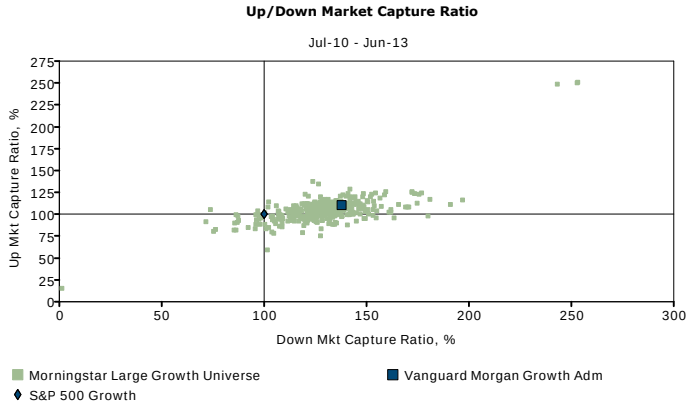


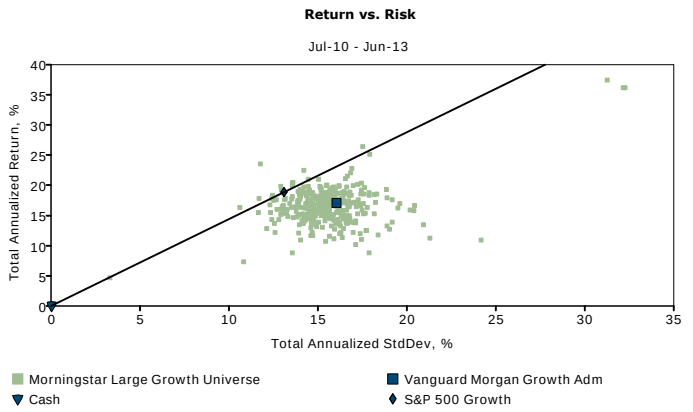
Annual Return %	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012
Vanguard Morgan Growth Adm	33.91	10.61	9.31	11.32	11.36	-41.33	36.31	18.90	-2.42	15.25
S&P 500 Growth	27.08	6.97	1.14	11.01	9.13	-34.92	31.57	15.05	4.65	14.61



MPT Statistics	3 Yr Alpha	3 Yr Beta	3 Yr R-Squared	3 Yr Sharpe Ratio	3 Yr St Dev	3 Yr Tracking Error
Vanguard Morgan Growth Adm	-4.72	1.20	95.29	1.06	16.06	4.34
S&P 500 Growth	0.00	1.00	100.00	1.39	13.09	0.00
Universe(5%)	0.17	1.32	96.83	1.33	18.27	8.23
Universe(25%)	-2.48	1.20	95.05	1.17	16.40	5.38
Universe(Median)	-4.13	1.14	93.54	1.07	15.50	4.43
Universe(75%)	-5.71	1.08	90.71	0.98	14.48	3.66
Universe(95%)	-8.95	0.94	83.64	0.77	12.91	2.67



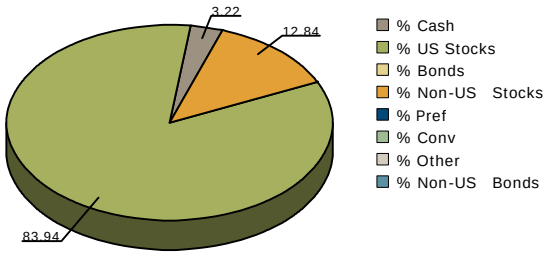




Milliman | Quarterly Investment Monitor

Data as of 06/30/2013

Vanguard PRIMECAP Inv



Portfolio Region	
% United States	86.74
% Canada	2.38
% Latin America	0.20
% United Kingdom	0.75
% Eurozone	0.99
% Europe - ex Euro	8.41
% Europe - Emerging	0.00
% Africa	0.00
% Middle East	0.00
% Japan	0.55
% Australasia	0.00
% Asia - Developed	0.00
% Asia - Emerging	0.00

Portfolio Structure	
% Cash	3.22
% US Stocks	83.94
% Bonds	0.00
% Non-US Stocks	12.84
% Pref	0.00
% Conv	0.00
% Other	0.00
% Non-US Bonds	0.00

Sector Allocation	
% Basic Materials	3.59
% Communication Services	2.11
% Consumer Cyclical	5.23
% Consumer Defensive	0.85
% Healthcare	33.11
% Industrials	13.89
% Real Estate	0.03
% Technology	30.71
% Energy	4.38
% Financial Services	5.96
% Utilities	0.14

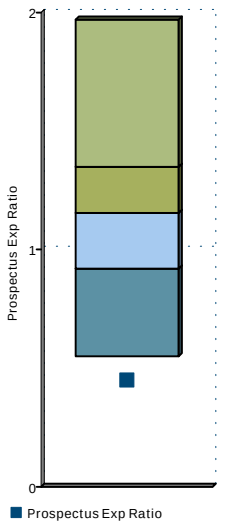
Credit Quality	
Avg Eff Duration	NA
Effective Maturity	NA
Avg Credit Quality	NA
US Govt/ Agency	NA
AAA	NA
AA	NA
A	NA
BBB	NA
BB	NA
B	NA
Below B	NA
NR/NA	NA

Top Ten Holdings	
Biogen Idec Inc	6.51%
Amgen Inc	6.23%
Eli Lilly and Company	4.19%
Roche Holding AG	4.14%
Google, Inc. Class A	4.06%
FedEx Corporation	3.67%
Texas Instruments, Inc.	3.52%
Microsoft Corporation	3.17%
Novartis AG ADR	3.16%
Adobe Systems Inc	3.07%

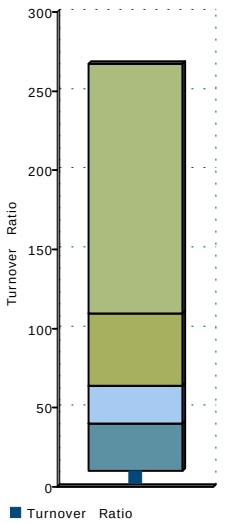
Portfolio Information	
Ticker	VPMCX
Morningstar Category	Large Growth
Avg Mkt Cap $MM	49874.41
Cat Med Mkt Cap $MM	39161.89
Net Assets $MM	34596.57
Turnover Ratio	6.00
% Assets in Top 10 Holdings	41.71
Total Number of Holdings	124.00
Manager Name	Theo A. Kolokotrones
Manager Tenure	28.10
Fund Incept Date	11/01/1984
Prospectus Exp Ratio	0.45
Phone Number	800-662-7447
Closed to New Investors	Yes

Portfolio Ratings	
Mstar Rating	★★★★
3 Year Mstar Rating	★★★★
% Rank Cat 3 Yr	13
5 Year Mstar Rating	★★★★
% Rank Cat 5 Yr	25
10 Year Mstar Rating	★★★★★
% Rank Cat 10 Yr	5

Expense Ratio vs. Peer Group



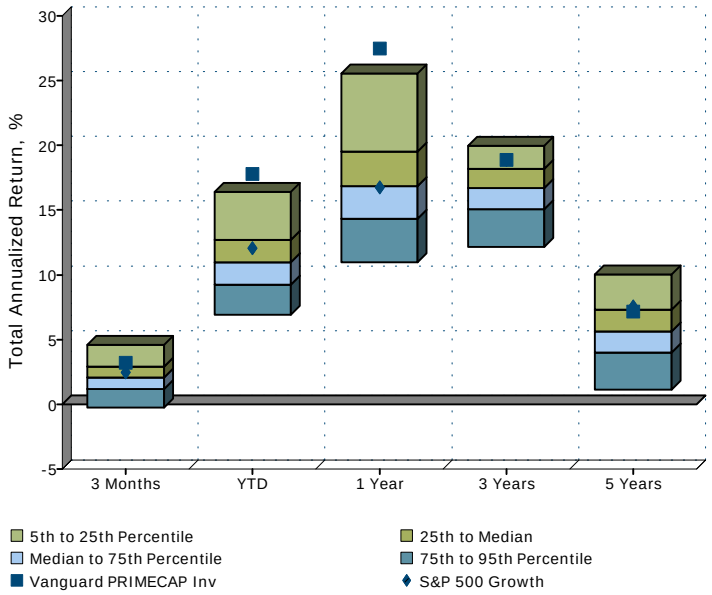
Turnover Ratio vs. Peer Group



Investment Strategy Summary

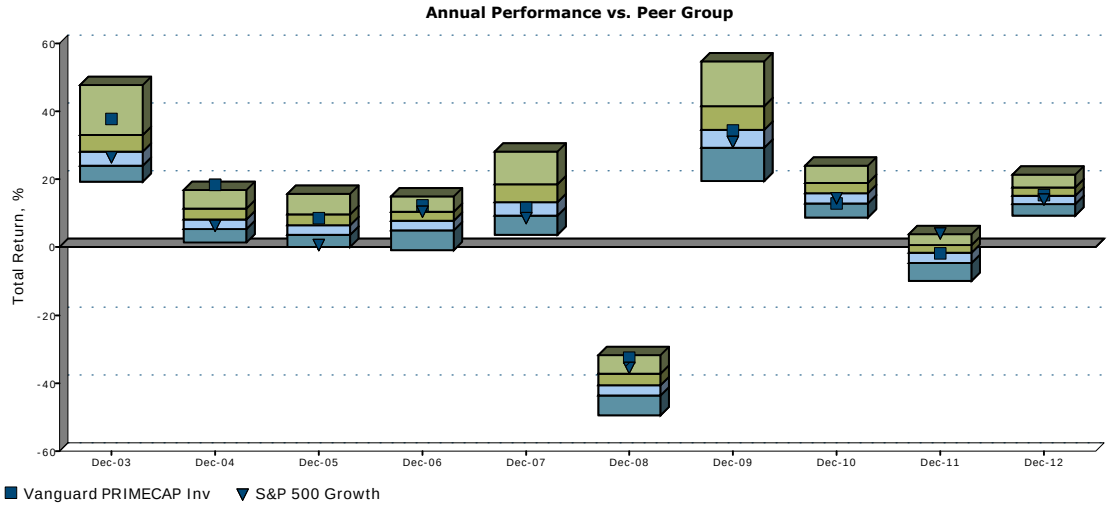
The investment seeks long-term capital appreciation. The fund invests in stocks considered to have above-average earnings growth potential that is not reflected in their current market prices. Its portfolio consists predominantly of large- and mid-capitalization stocks.

Performance vs. Peer Group

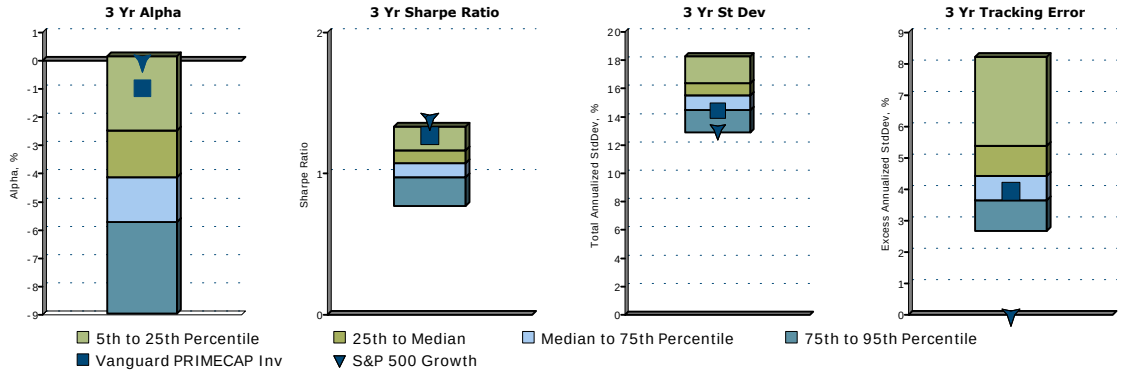


Performance	3 Months	Year to Date	1 Year	3 Years	5 Years
Vanguard PRIMECAP Inv	3.19	17.80	27.49	18.89	7.18
S&P 500 Growth	2.48	12.04	16.78	18.89	7.57
Universe(5%)	4.58	16.40	25.55	19.98	10.03
Universe(25%)	2.93	12.68	19.50	18.18	7.29
Universe(Median)	2.05	10.98	16.83	16.69	5.64
Universe(75%)	1.19	9.24	14.34	15.06	3.98
Universe(95%)	-0.27	6.90	10.95	12.15	1.12

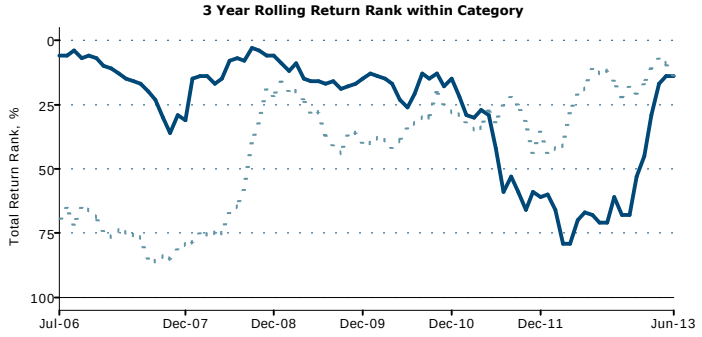
Vanguard PRIMECAP Inv

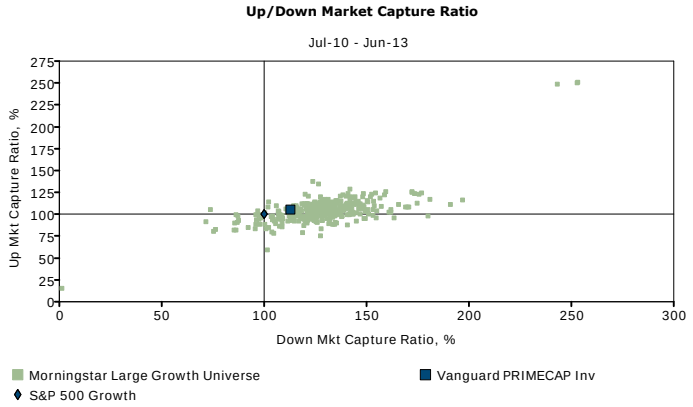


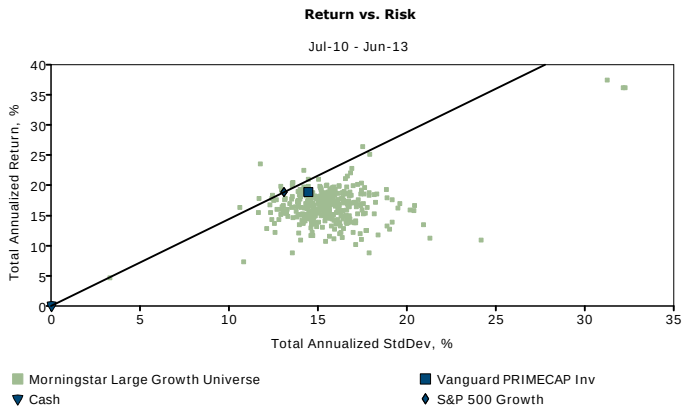
Annual Return %	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012
Vanguard PRIMECAP Inv	37.75	18.31	8.49	12.30	11.49	-32.41	34.45	12.89	-1.84	15.27
S&P 500 Growth	27.08	6.97	1.14	11.01	9.13	-34.92	31.57	15.05	4.65	14.61



MPT Statistics	3 Yr Alpha	3 Yr Beta	3 Yr R-Squared	3 Yr Sharpe Ratio	3 Yr St Dev	3 Yr Tracking Error
Vanguard PRIMECAP Inv	-0.98	1.06	92.91	1.27	14.45	3.94
S&P 500 Growth	0.00	1.00	100.00	1.39	13.09	0.00
Universe(5%)	0.17	1.32	96.83	1.33	18.27	8.23
Universe(25%)	-2.48	1.20	95.05	1.17	16.40	5.38
Universe(Median)	-4.13	1.14	93.54	1.07	15.50	4.43
Universe(75%)	-5.71	1.08	90.71	0.98	14.48	3.66
Universe(95%)	-8.95	0.94	83.64	0.77	12.91	2.67



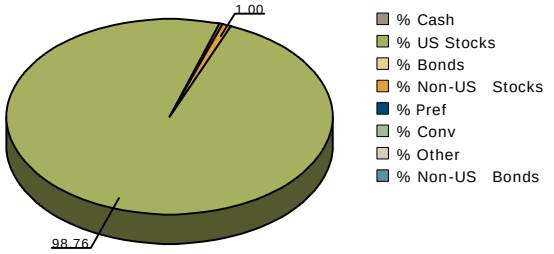




Milliman | Quarterly Investment Monitor

Data as of 06/30/2013

Vanguard Mid-Cap Value Index Admiral



Portfolio Region	
% United States	99.00
% Canada	0.00
% Latin America	0.00
% United Kingdom	0.32
% Eurozone	0.00
% Europe - ex Euro	0.48
% Europe - Emerging	0.00
% Africa	0.00
% Middle East	0.00
% Japan	0.00
% Australasia	0.00
% Asia - Developed	0.21
% Asia - Emerging	0.00

Portfolio Structure	
% Cash	0.24
% US Stocks	98.76
% Bonds	0.00
% Non-US Stocks	1.00
% Pref	0.00
% Conv	0.00
% Other	0.00
% Non-US Bonds	0.00

Sector Allocation	
% Basic Materials	6.43
% Communication Services	1.10
% Consumer Cyclical	13.10
% Consumer Defensive	9.11
% Healthcare	5.03
% Industrials	11.24
% Real Estate	10.03
% Technology	10.29
% Energy	7.20
% Financial Services	16.37
% Utilities	10.11

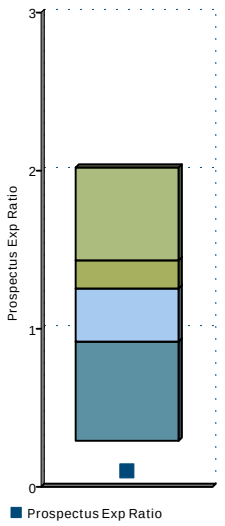
Credit Quality	
Avg Eff Duration	NA
Effective Maturity	NA
Avg Credit Quality	NA
US Govt/ Agency	NA
AAA	NA
AA	NA
A	NA
BBB	NA
BB	NA
B	NA
Below B	NA
NR/NA	NA

Top Ten Holdings	
Mattel, Inc.	1.08%
American Capital Agency Corp.	0.92%
Host Hotels & Resorts Inc	0.91%
Seagate Technology PLC	0.89%
Genuine Parts Company	0.87%
Actavis Inc	0.85%
DTE Energy Holding Company	0.85%
Regions Financial Corporation	0.83%
Life Technologies Corp	0.80%
Pentair Ltd	0.80%

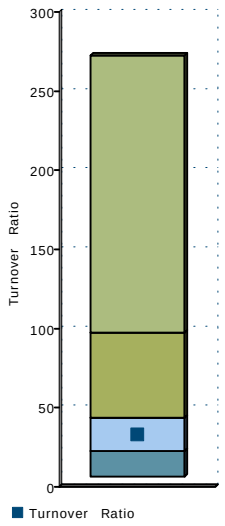
Portfolio Information	
Ticker	VMVAX
Morningstar Category	Mid-Cap Value
Avg Mkt Cap $MM	6863.94
Cat Med Mkt Cap $MM	7564.44
Net Assets $MM	3511.19
Turnover Ratio	33.00
% Assets in Top 10 Holdings	8.81
Total Number of Holdings	255.00
Manager Name	Donald M. Butler
Manager Tenure	6.87
Fund Incept Date	08/17/2006
Prospectus Exp Ratio	0.10
Phone Number	800-662-7447
Closed to New Investors	No

Portfolio Ratings	
Mstar Rating	★★★
3 Year Mstar Rating	★★★★
% Rank Cat 3 Yr	38
5 Year Mstar Rating	★★★
% Rank Cat 5 Yr	30
10 Year Mstar Rating	NA
% Rank Cat 10 Yr	NA

Expense Ratio vs. Peer Group



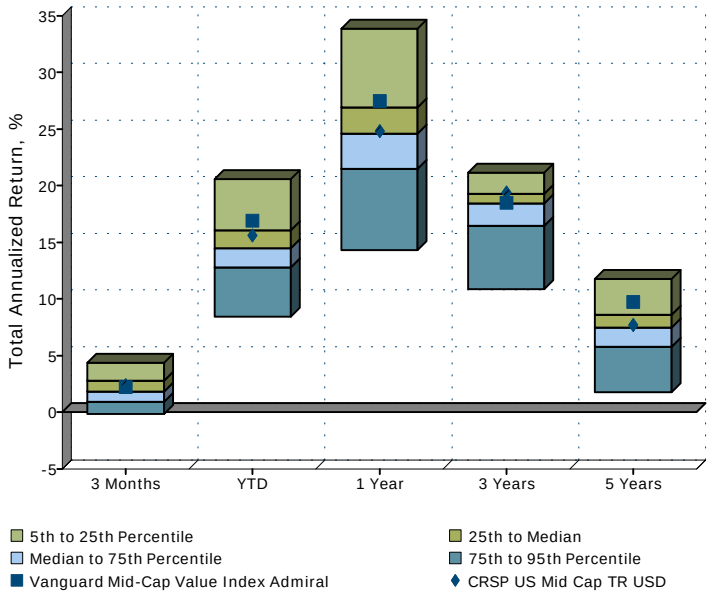
Turnover Ratio vs. Peer Group



Investment Strategy Summary

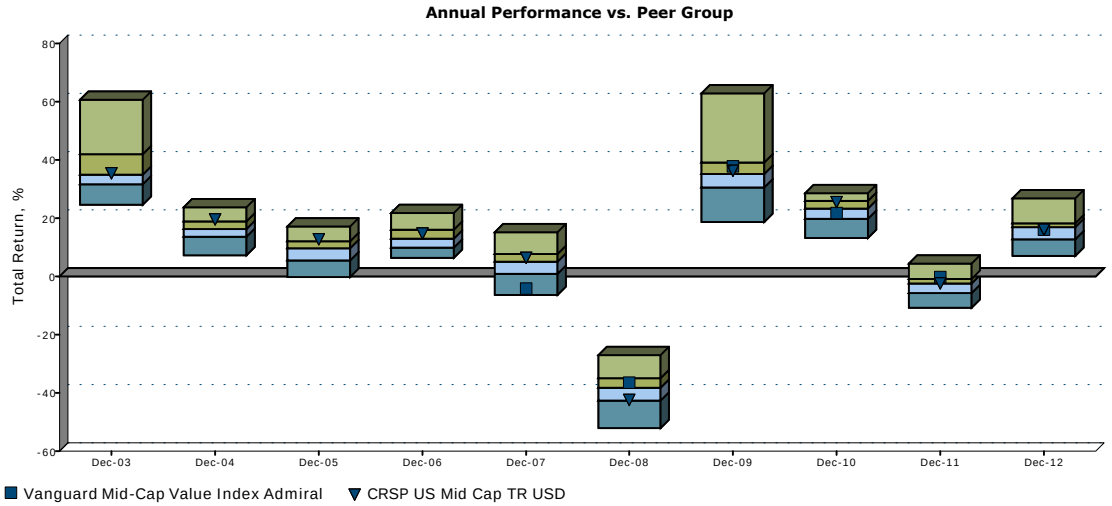
The investment seeks to track the performance of a benchmark index that measures the investment return of mid-capitalization value stocks. The fund employs an indexing investment approach designed to track the performance of the CRSP US Mid Cap Value Index, a broadly diversified index of value stocks of mid-size U.S. companies. It attempts to replicate the target index by investing all, or substantially all, of its assets in the stocks that make up the index, holding each stock in approximately the same proportion as its weighting in the index.

Performance vs. Peer Group

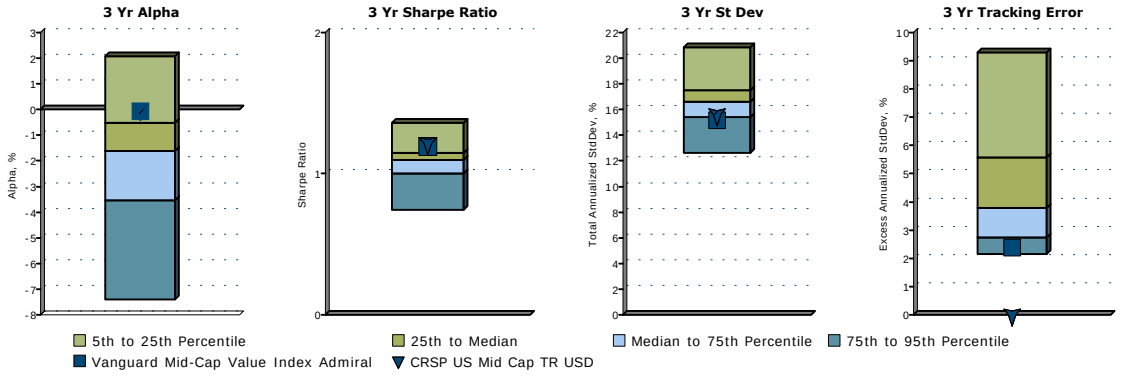


Performance	3 Months	Year to Date	1 Year	3 Years	5 Years
Vanguard Mid-Cap Value Index Admiral	2.24	16.90	27.47	18.52	9.75
CRSP US Mid Cap TR USD	2.40	15.62	24.81	19.42	7.71
Universe(5%)	4.38	20.59	33.86	21.17	11.79
Universe(25%)	2.78	16.06	26.94	19.28	8.62
Universe(Median)	1.82	14.47	24.59	18.47	7.48
Universe(75%)	0.91	12.82	21.50	16.45	5.81
Universe(95%)	-0.16	8.46	14.30	10.89	1.81

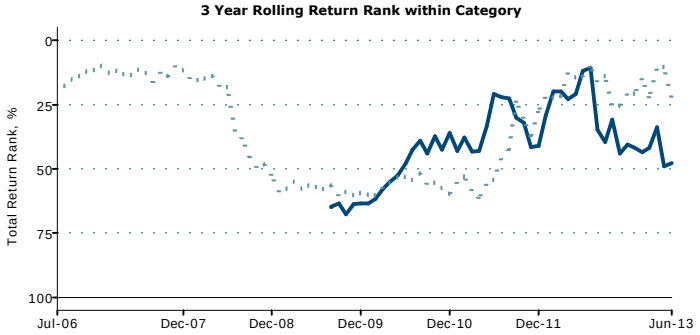
Vanguard Mid-Cap Value Index Admiral

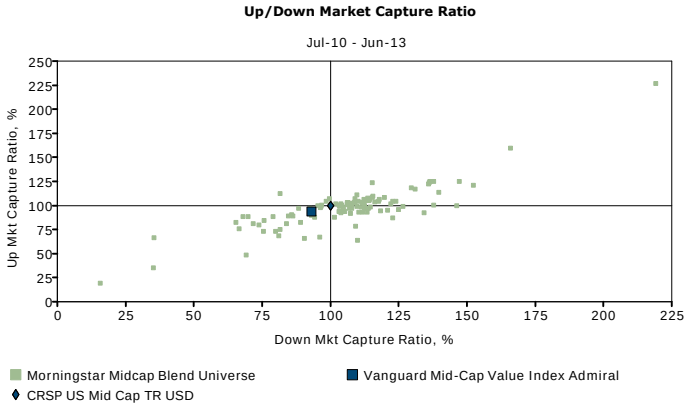


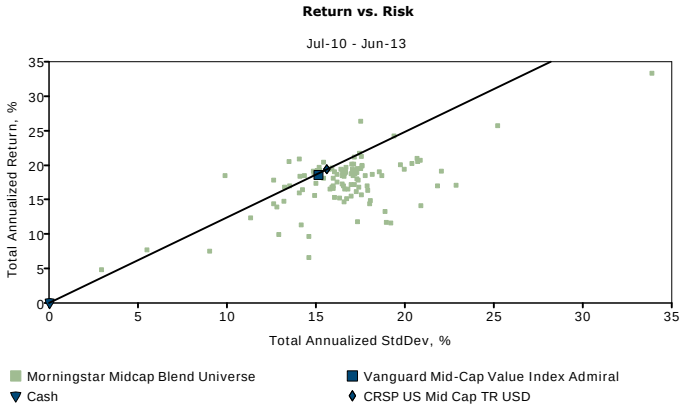
Annual Return %	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012
Vanguard Mid-Cap Value Index Admiral	NA	NA	NA	NA	-4.28	-36.54	37.72	21.81	-0.30	16.02
CRSP US Mid Cap TR USD	35.96	20.28	13.31	15.32	7.04	-41.83	36.90	26.16	-1.79	16.69



MPT Statistics	3 Yr Alpha	3 Yr Beta	3 Yr R-Squared	3 Yr Sharpe Ratio	3 Yr St Dev	3 Yr Tracking Error
Vanguard Mid-Cap Value Index Admiral	-0.06	0.96	97.70	1.19	15.16	2.38
CRSP US Mid Cap TR USD	0.00	1.00	100.00	1.21	15.61	0.00
Universe(5%)	2.08	1.30	98.62	1.36	20.87	9.29
Universe(25%)	-0.51	1.10	97.85	1.15	17.51	5.57
Universe(Median)	-1.62	1.05	95.60	1.10	16.61	3.80
Universe(75%)	-3.53	0.94	92.58	1.00	15.44	2.75
Universe(95%)	-7.39	0.77	81.77	0.74	12.63	2.16



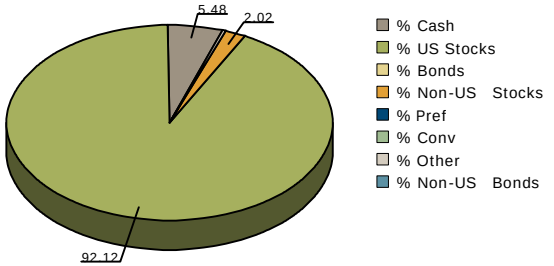




Milliman | Quarterly Investment Monitor

Data as of 06/30/2013

Target Small Capitalization Value T



Portfolio Region	
% United States	97.85
% Canada	1.02
% Latin America	0.14
% United Kingdom	0.02
% Eurozone	0.72
% Europe - ex Euro	0.00
% Europe - Emerging	0.00
% Africa	0.00
% Middle East	0.23
% Japan	0.00
% Australasia	0.00
% Asia - Developed	0.00
% Asia - Emerging	0.02

Portfolio Structure	
% Cash	5.48
% US Stocks	92.12
% Bonds	0.00
% Non-US Stocks	2.02
% Pref	0.00
% Conv	0.00
% Other	0.38
% Non-US Bonds	0.00

Sector Allocation	
% Basic Materials	6.46
% Communication Services	0.49
% Consumer Cyclical	11.93
% Consumer Defensive	4.46
% Healthcare	6.19
% Industrials	24.95
% Real Estate	6.46
% Technology	8.71
% Energy	7.77
% Financial Services	18.71
% Utilities	3.86

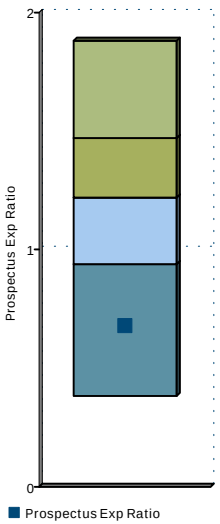
Credit Quality	
Avg Eff Duration	NA
Effective Maturity	NA
Avg Credit Quality	NA
US Govt/ Agency	NA
AAA	NA
AA	NA
A	NA
BBB	NA
BB	NA
B	NA
Below B	NA
NR/NA	NA

Top Ten Holdings	
Bristow Group, Inc.	1.22%
Lufkin Industries, Inc.	1.18%
Aaron's, Inc.	1.01%
Silgan Holdings, Inc.	0.88%
Hexcel Corporation	0.80%
Raymond James Financial Inc	0.80%
Littelfuse Inc.	0.78%
Trustmark Corporation	0.73%
iShares Russell 2000 Value Index	0.72%
Cash America International Inc	0.72%

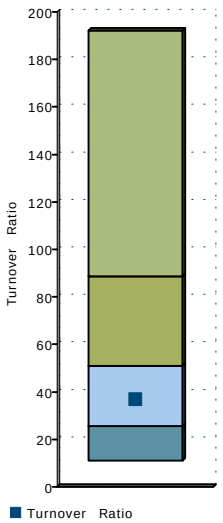
Portfolio Information	
Ticker	TASVX
Morningstar Category	Small Value
Avg Mkt Cap $MM	2094.09
Cat Med Mkt Cap $MM	1426.18
Net Assets $MM	1500.14
Turnover Ratio	37.00
% Assets in Top 10 Holdings	8.85
Total Number of Holdings	660.00
Manager Name	Paul E. Viera, Jr.
Manager Tenure	11.50
Fund Incept Date	01/05/1993
Prospectus Exp Ratio	0.68
Phone Number	800-225-1852
Closed to New Investors	No

Portfolio Ratings	
Mstar Rating	★★★★
3 Year Mstar Rating	★★★★
% Rank Cat 3 Yr	43
5 Year Mstar Rating	★★★★
% Rank Cat 5 Yr	46
10 Year Mstar Rating	★★★★★
% Rank Cat 10 Yr	4

Expense Ratio vs. Peer Group



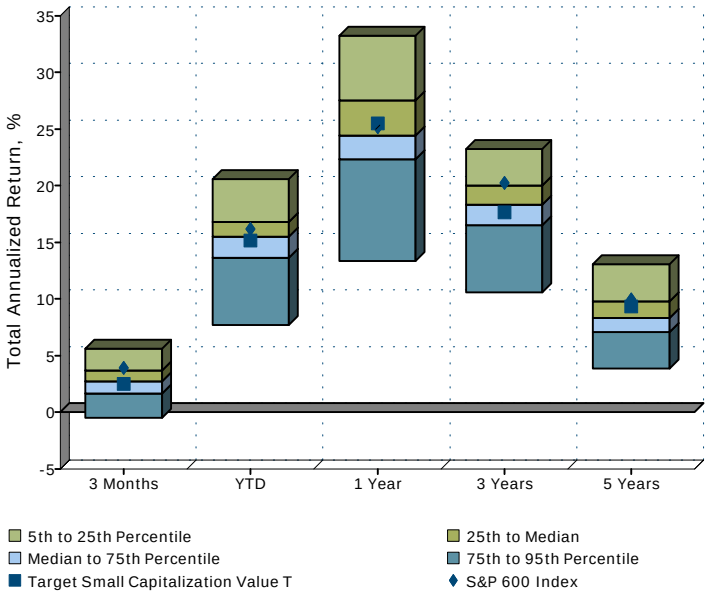
Turnover Ratio vs. Peer Group



Investment Strategy Summary

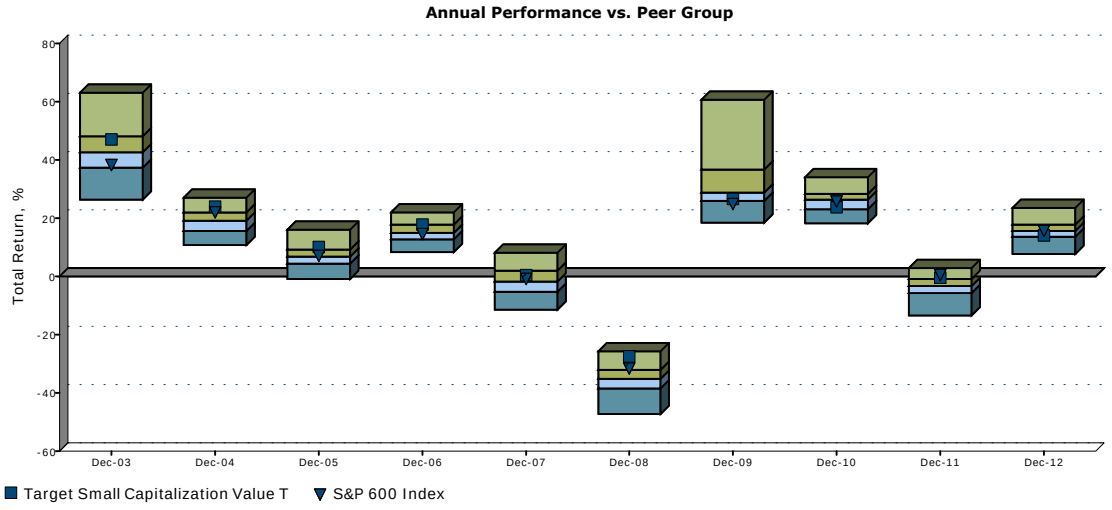
The investment seeks above-average capital appreciation. The Portfolio seeks investments that will increase in value. It normally invests at least 80% of its investable assets in common stocks of small companies. Small companies are those companies with market capitalizations comparable to those in the Russell 2000 Value Index. As of December 31, 2012, the Russell 2000 Value Index median market capitalization was approximately $472 million and the largest company by market capitalization was $4.664 billion. Market capitalization is measured at the time of purchase.

Performance vs. Peer Group

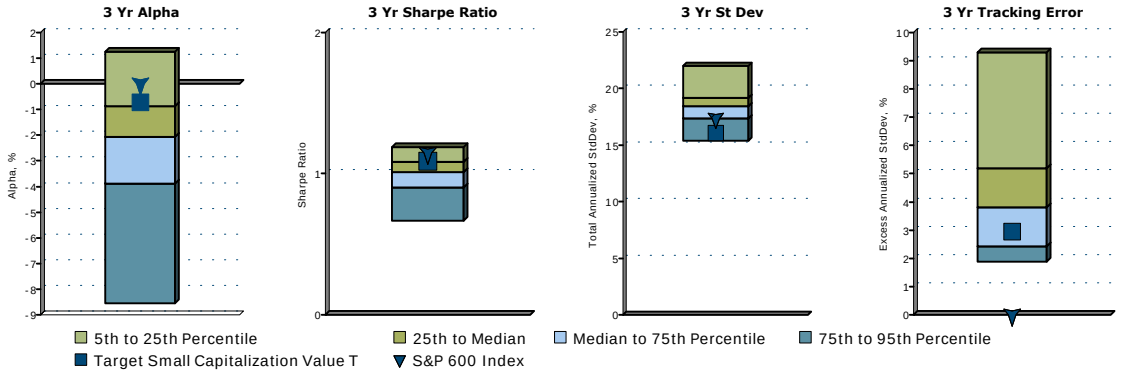


Performance	3 Months	Year to Date	1 Year	3 Years	5 Years
Target Small Capitalization Value T	2.49	15.17	25.49	17.64	9.32
S&P 600 Index	3.92	16.19	25.18	20.27	9.95
Universe(5%)	5.62	20.58	33.24	23.24	13.07
Universe(25%)	3.69	16.80	27.52	20.03	9.80
Universe(Median)	2.73	15.51	24.42	18.36	8.35
Universe(75%)	1.69	13.63	22.34	16.55	7.10
Universe(95%)	-0.48	7.70	13.38	10.60	3.89

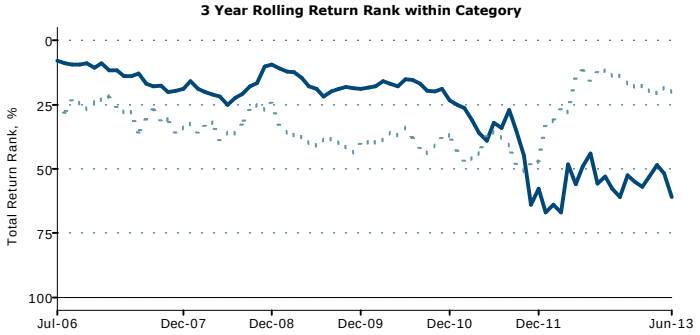
Target Small Capitalization Value T

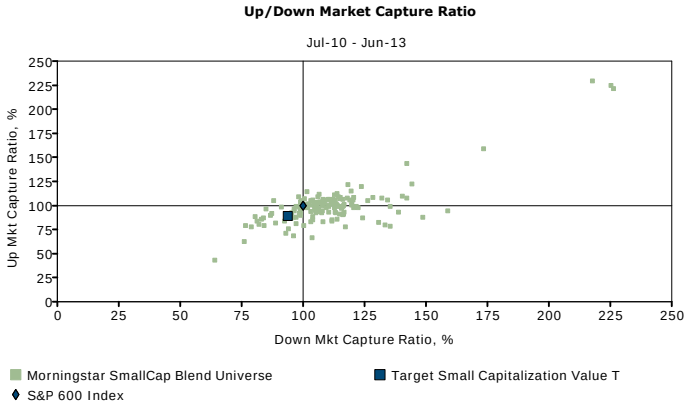


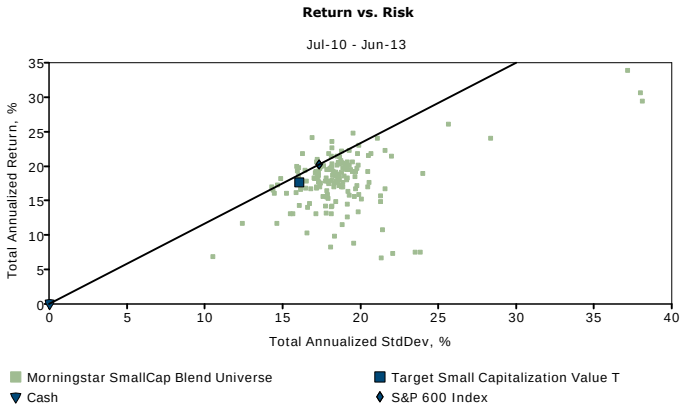
Annual Return %	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012
Target Small Capitalization Value T	47.10	24.02	10.10	17.72	0.52	-27.45	26.69	23.63	-0.48	14.14
S&P 600 Index	38.79	22.65	7.68	15.12	-0.30	-31.07	25.57	26.31	1.02	16.33



MPT Statistics	3 Yr Alpha	3 Yr Beta	3 Yr R-Squared	3 Yr Sharpe Ratio	3 Yr St Dev	3 Yr Tracking Error
Target Small Capitalization Value T	-0.73	0.91	97.49	1.09	16.07	2.95
S&P 600 Index	0.00	1.00	100.00	1.15	17.36	0.00
Universe(5%)	1.24	1.21	99.31	1.19	22.02	9.30
Universe(25%)	-0.88	1.09	98.46	1.09	19.17	5.18
Universe(Median)	-2.07	1.04	96.69	1.01	18.44	3.80
Universe(75%)	-3.88	0.99	93.70	0.90	17.34	2.43
Universe(95%)	-8.54	0.84	84.16	0.67	15.41	1.89



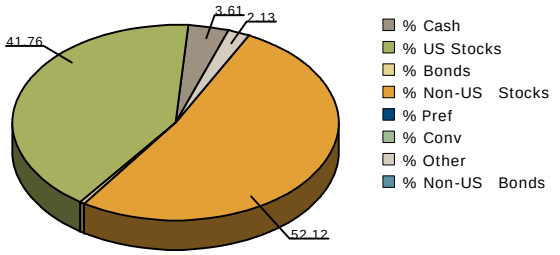




Milliman | Quarterly Investment Monitor

Data as of 06/30/2013

American Funds New Perspective R6



Portfolio Region	
% United States	44.48
% Canada	2.49
% Latin America	0.87
% United Kingdom	9.27
% Eurozone	16.75
% Europe - ex Euro	11.89
% Europe - Emerging	0.00
% Africa	2.53
% Middle East	0.00
% Japan	4.20
% Australasia	1.78
% Asia - Developed	4.65
% Asia - Emerging	1.07

Portfolio Structure	
% Cash	3.61
% US Stocks	41.76
% Bonds	0.38
% Non-US Stocks	52.12
% Pref	0.00
% Conv	0.00
% Other	2.13
% Non-US Bonds	0.00

Sector Allocation	
% Basic Materials	5.27
% Communication Services	2.35
% Consumer Cyclical	17.36
% Consumer Defensive	12.64
% Healthcare	17.02
% Industrials	13.03
% Real Estate	0.00
% Technology	12.00
% Energy	6.16
% Financial Services	13.84
% Utilities	0.33

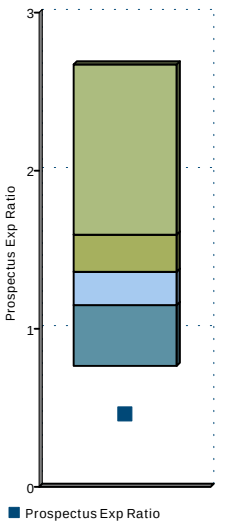
Credit Quality	
Avg Eff Duration	NA
Effective Maturity	NA
Avg Credit Quality	NA
US Govt/ Agency	NA
AAA	NA
AA	NA
A	NA
BBB	NA
BB	NA
B	NA
Below B	NA
NR/NA	NA

Top Ten Holdings	
Novo Nordisk A/S	4.23%
Amazon.com Inc	2.35%
Google, Inc. Class A	1.74%
Home Depot, Inc.	1.73%
Nestle SA	1.50%
Naspers Ltd	1.34%
Pernod Ricard NV	1.33%
ACE Ltd	1.31%
Taiwan Semiconductor Manufacturing	1.31%
British American Tobacco PLC	1.29%

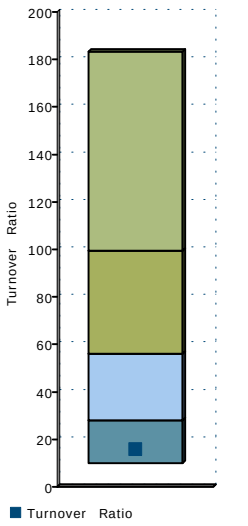
Portfolio Information	
Ticker	RNPGX
Morningstar Category	World Stock
Avg Mkt Cap $MM	46030.56
Cat Med Mkt Cap $MM	27857.18
Net Assets $MM	48928.01
Turnover Ratio	16.00
% Assets in Top 10 Holdings	18.14
Total Number of Holdings	262.00
Manager Name	Gregg E. Ireland
Manager Tenure	20.59
Fund Incept Date	03/13/1973
Prospectus Exp Ratio	0.46
Phone Number	800-421-4225
Closed to New Investors	No

Portfolio Ratings	
Mstar Rating	★★★★
3 Year Mstar Rating	★★★★
% Rank Cat 3 Yr	22
5 Year Mstar Rating	★★★★
% Rank Cat 5 Yr	21
10 Year Mstar Rating	★★★★★
% Rank Cat 10 Yr	17

Expense Ratio vs. Peer Group



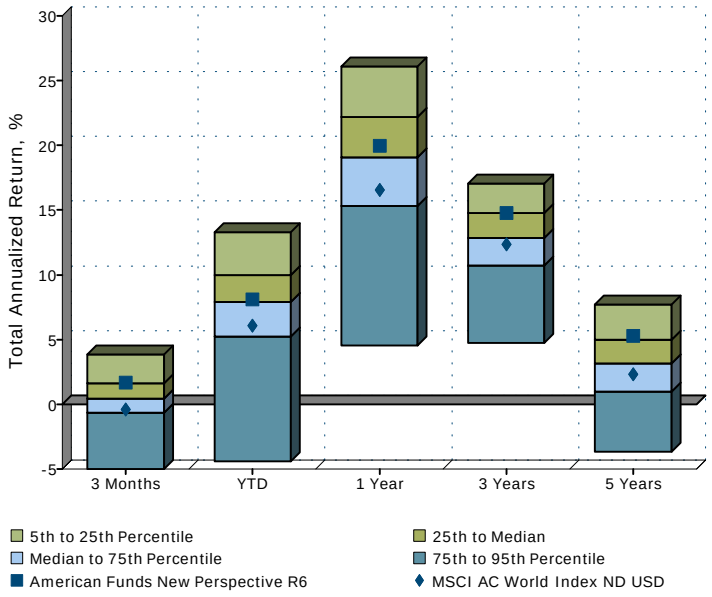
Turnover Ratio vs. Peer Group



Investment Strategy Summary

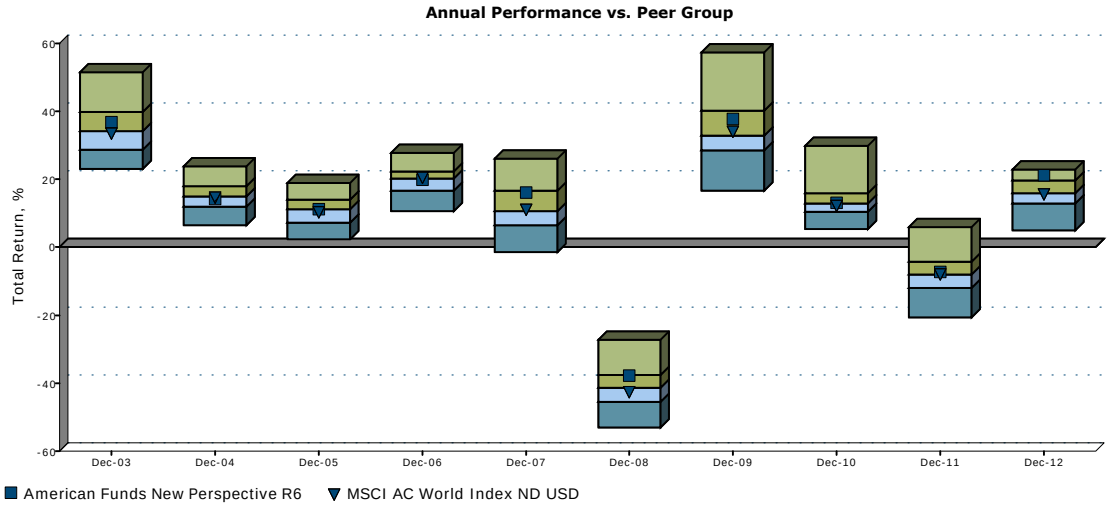
The investment seeks long-term growth of capital; future income is a secondary objective. The fund seeks to take advantage of investment opportunities generated by changes in international trade patterns and economic and political relationships by investing in common stocks of companies located around the world. In pursuing its primary investment objective, it invests primarily in common stocks that the investment adviser believes have the potential for growth. In pursuing its secondary objective, the fund invests in common stocks of companies with the potential to pay dividends in the future.

Performance vs. Peer Group

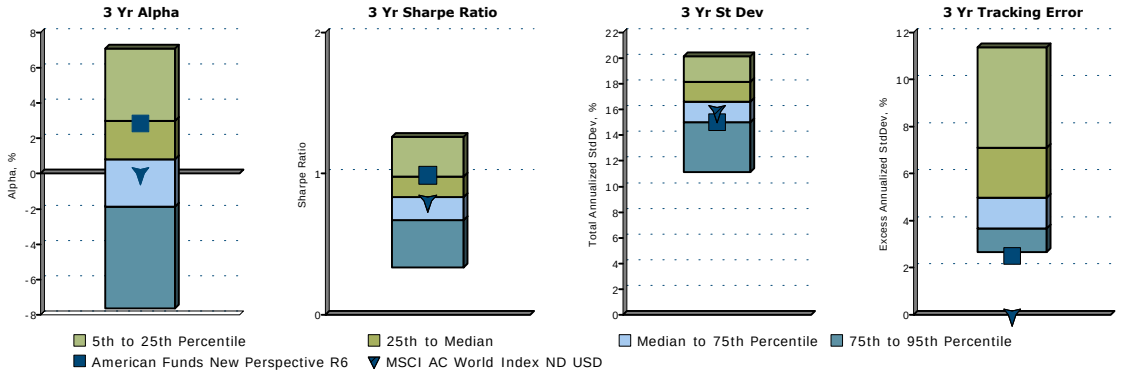


Performance	3 Months	Year to Date	1 Year	3 Years	5 Years
American Funds New Perspective R6	1.69	8.10	19.95	14.77	5.27
MSCI AC World Index ND USD	-0.42	6.05	16.57	12.36	2.30
Universe(5%)	3.87	13.29	26.11	17.02	7.71
Universe(25%)	1.64	9.97	22.18	14.76	4.98
Universe(Median)	0.46	7.90	19.07	12.85	3.14
Universe(75%)	-0.67	5.24	15.33	10.73	1.00
Universe(95%)	-4.98	-4.40	4.53	4.74	-3.65

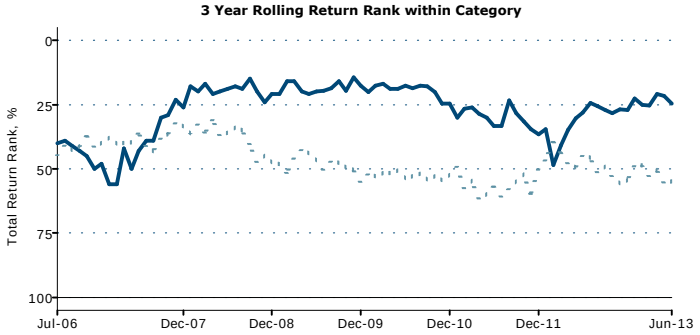
American Funds New Perspective R6

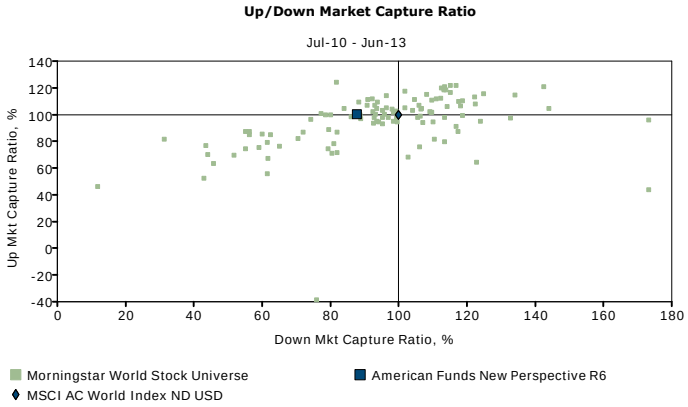


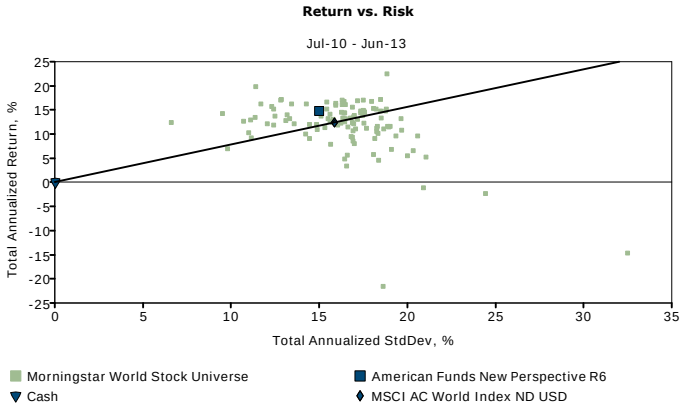
Annual Return %	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012
American Funds New Perspective R6	36.76	14.27	11.28	19.87	16.03	-37.83	37.72	13.11	-7.33	21.19
MSCI AC World Index ND USD	33.99	15.23	10.84	20.95	11.66	-42.20	34.63	12.67	-7.35	16.13



MPT Statistics	3 Yr Alpha	3 Yr Beta	3 Yr R-Squared	3 Yr Sharpe Ratio	3 Yr St Dev	3 Yr Tracking Error
American Funds New Perspective R6	2.85	0.93	97.71	0.99	15.00	2.50
MSCI AC World Index ND USD	0.00	1.00	100.00	0.81	15.87	0.00
Universe(5%)	7.10	1.19	97.73	1.26	20.14	11.38
Universe(25%)	3.00	1.08	95.82	0.98	18.17	7.10
Universe(Median)	0.82	1.01	93.19	0.84	16.61	4.99
Universe(75%)	-1.89	0.89	83.85	0.67	14.99	3.68
Universe(95%)	-7.65	0.58	64.98	0.33	11.14	2.67



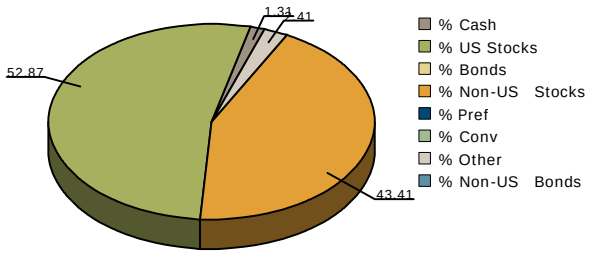




Milliman | Quarterly Investment Monitor

Data as of 06/30/2013

Harding Loevner Global Equity Inst



Portfolio Region	
% United States	54.92
% Canada	0.00
% Latin America	2.77
% United Kingdom	6.52
% Eurozone	6.93
% Europe - ex Euro	7.80
% Europe - Emerging	2.34
% Africa	1.31
% Middle East	0.00
% Japan	9.32
% Australasia	1.18
% Asia - Developed	3.13
% Asia - Emerging	3.80

Portfolio Structure	
% Cash	1.31
% US Stocks	52.87
% Bonds	0.00
% Non-US Stocks	43.41
% Pref	0.00
% Conv	0.00
% Other	2.41
% Non-US Bonds	0.00

Sector Allocation	
% Basic Materials	6.70
% Communication Services	2.45
% Consumer Cyclical	18.33
% Consumer Defensive	13.00
% Healthcare	5.60
% Industrials	5.37
% Real Estate	0.00
% Technology	23.24
% Energy	6.06
% Financial Services	19.25
% Utilities	0.00

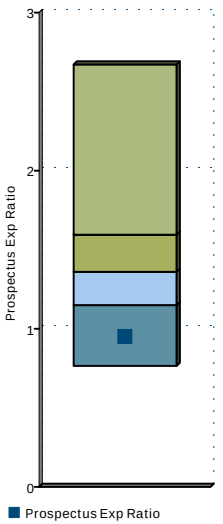
Credit Quality	
Avg Eff Duration	NA
Effective Maturity	NA
Avg Credit Quality	NA
US Govt/ Agency	NA
AAA	NA
AA	NA
A	NA
BBB	NA
BB	NA
B	NA
Below B	NA
NR/NA	NA

Top Ten Holdings	
eBay Inc	3.72%
Wells Fargo & Co	3.63%
Unicharm Corp	3.10%
Nestle SA ADR	3.03%
Google, Inc. Class A	2.89%
Microsoft Corporation	2.57%
Schlumberger NV	2.54%
Emerson Electric Co.	2.37%
Standard Chartered PLC	2.35%
Coach, Inc.	2.20%

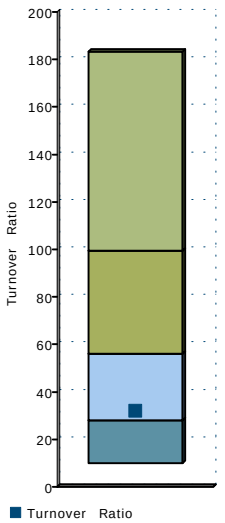
Portfolio Information	
Ticker	HLMVX
Morningstar Category	World Stock
Avg Mkt Cap $MM	34932.51
Cat Med Mkt Cap $MM	27857.18
Net Assets $MM	532.10
Turnover Ratio	32.00
% Assets in Top 10 Holdings	28.39
Total Number of Holdings	65.00
Manager Name	Ferrill Roll
Manager Tenure	12.42
Fund Incept Date	11/29/1996
Prospectus Exp Ratio	0.95
Phone Number	877-435-8105
Closed to New Investors	No

Portfolio Ratings	
Mstar Rating	★★★
3 Year Mstar Rating	★★★
% Rank Cat 3 Yr	72
5 Year Mstar Rating	★★★★
% Rank Cat 5 Yr	39
10 Year Mstar Rating	★★★★
% Rank Cat 10 Yr	44

Expense Ratio vs. Peer Group



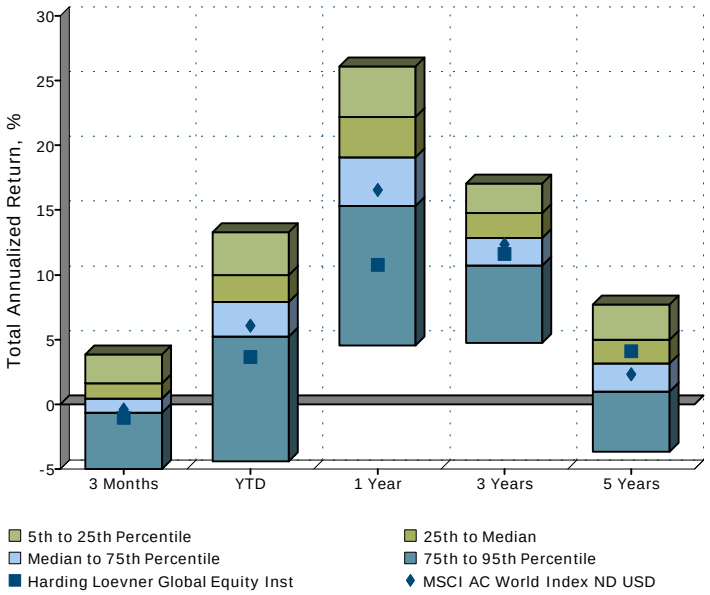
Turnover Ratio vs. Peer Group



Investment Strategy Summary

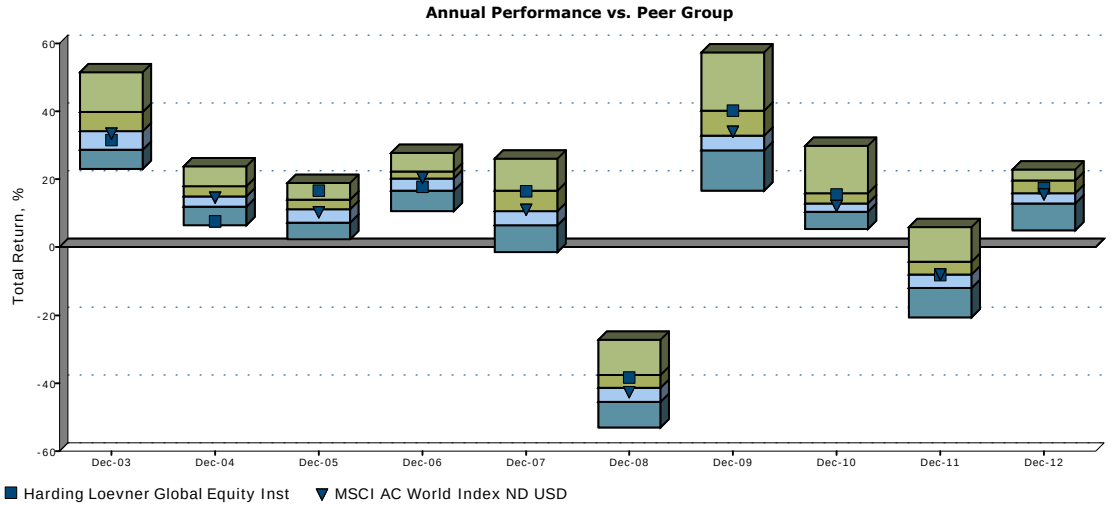
The investment seeks long-term capital appreciation. The fund invests in companies based in the U.S. and other developed markets, as well as in emerging and frontier markets. It invests at least 80% of net assets in common stocks, preferred stock, rights and warrants issued by companies that are based both inside and outside the United States, securities convertible into such securities and investment companies that invest in the types of securities in which the fund would normally invest. The fund normally holds 35-75 investments across at least 15 countries.

Performance vs. Peer Group

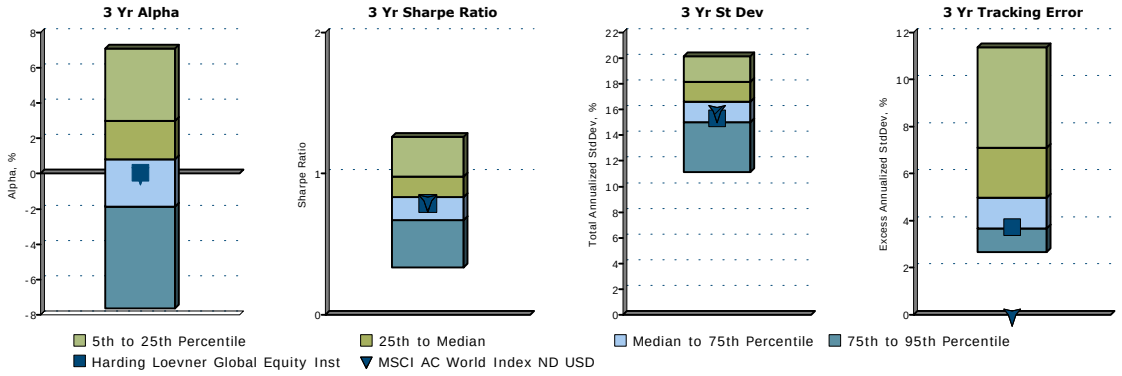


Performance	3 Months	Year to Date	1 Year	3 Years	5 Years
Harding Loevner Global Equity Inst	-1.03	3.63	10.77	11.62	4.08
MSCI AC World Index ND USD	-0.42	6.05	16.57	12.36	2.30
Universe(5%)	3.87	13.29	26.11	17.02	7.71
Universe(25%)	1.64	9.97	22.18	14.76	4.98
Universe(Median)	0.46	7.90	19.07	12.85	3.14
Universe(75%)	-0.67	5.24	15.33	10.73	1.00
Universe(95%)	-4.98	-4.40	4.53	4.74	-3.65

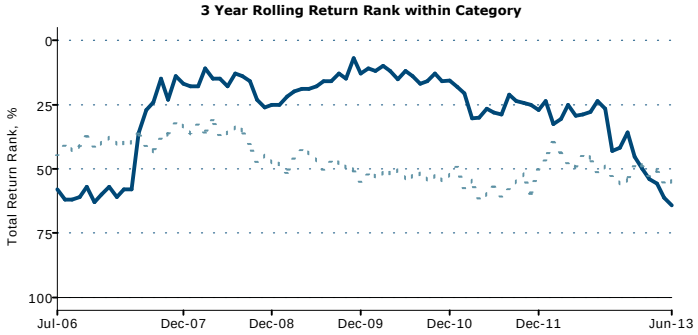
Harding Loevner Global Equity Inst

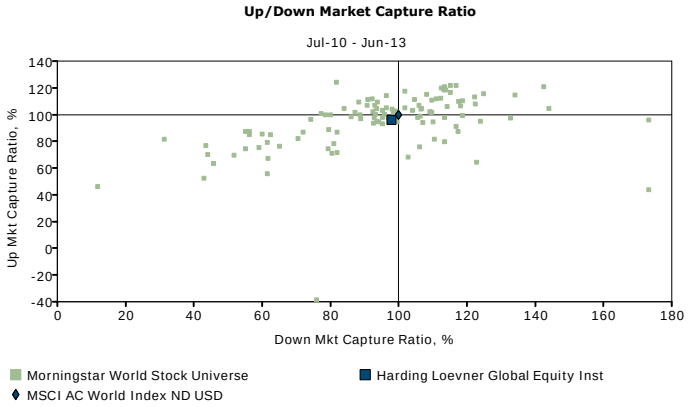


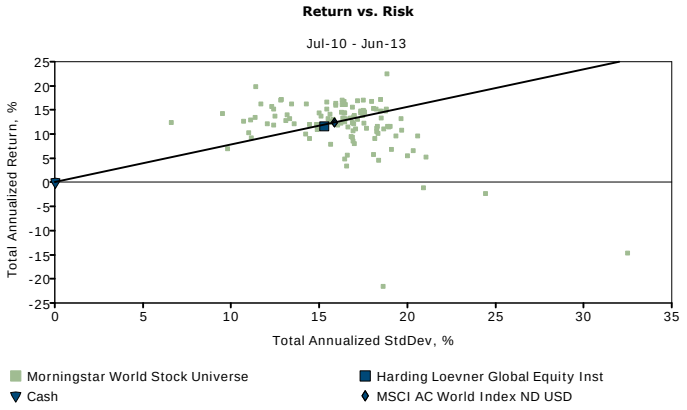
Annual Return %	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012
Harding Loevner Global Equity Inst	31.51	7.61	16.65	17.84	16.39	-38.29	40.16	15.55	-8.22	17.42
MSCI AC World Index ND USD	33.99	15.23	10.84	20.95	11.66	-42.20	34.63	12.67	-7.35	16.13



MPT Statistics	3 Yr Alpha	3 Yr Beta	3 Yr R-Squared	3 Yr Sharpe Ratio	3 Yr St Dev	3 Yr Tracking Error
Harding Loevner Global Equity Inst	0.04	0.94	94.50	0.79	15.30	3.72
MSCI AC World Index ND USD	0.00	1.00	100.00	0.81	15.87	0.00
Universe(5%)	7.10	1.19	97.73	1.26	20.14	11.38
Universe(25%)	3.00	1.08	95.82	0.98	18.17	7.10
Universe(Median)	0.82	1.01	93.19	0.84	16.61	4.99
Universe(75%)	-1.89	0.89	83.85	0.67	14.99	3.68
Universe(95%)	-7.65	0.58	64.98	0.33	11.14	2.67



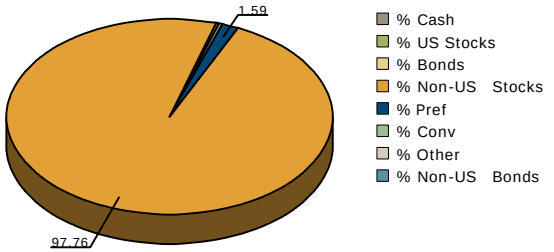




Milliman | Quarterly Investment Monitor

Data as of 06/30/2013

Vanguard Emerging Mkts Stock Idx I



Portfolio Region	
% United States	0.21
% Canada	0.00
% Latin America	22.08
% United Kingdom	0.00
% Eurozone	0.08
% Europe - ex Euro	0.00
% Europe - Emerging	9.49
% Africa	8.53
% Middle East	0.27
% Japan	0.00
% Australasia	0.00
% Asia - Developed	19.37
% Asia - Emerging	39.96

Portfolio Structure	
% Cash	0.45
% US Stocks	0.20
% Bonds	0.00
% Non-US Stocks	97.76
% Pref	1.59
% Conv	0.00
% Other	0.00
% Non-US Bonds	0.00

Sector Allocation	
% Basic Materials	11.08
% Communication Services	9.10
% Consumer Cyclical	7.37
% Consumer Defensive	8.47
% Healthcare	1.50
% Industrials	6.51
% Real Estate	1.93
% Technology	12.35
% Energy	11.28
% Financial Services	26.96
% Utilities	3.45

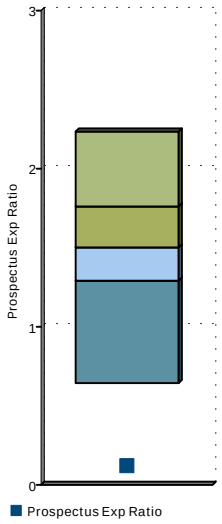
Credit Quality	
Avg Eff Duration	NA
Effective Maturity	NA
Avg Credit Quality	NA
US Govt/ Agency	NA
AAA	NA
AA	NA
A	NA
BBB	NA
BB	NA
B	NA
Below B	NA
NR/NA	NA

Top Ten Holdings	
China Construction Bank Corp H Shares	1.64%
China Mobile Ltd.	1.53%
Industrial And Commercial Bank Of China Ltd. H Shares	1.40%
Taiwan Semiconductor Manufacturing Co Ltd ADR	1.36%
Samsung Electronics Co Ltd GDR	1.35%
America Movil, S.A.B. de C.V.	1.09%
OAO Gazprom ADR	1.03%
Bank Of China Ltd. H Shares	0.97%
CNOOC, Ltd.	0.86%
Taiwan Semiconductor Manufacturing Co Ltd	0.85%

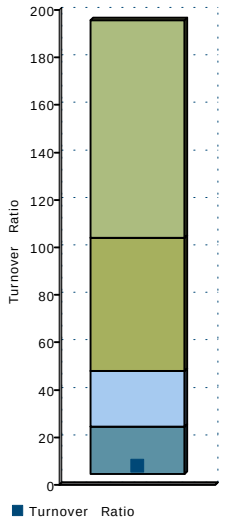
Portfolio Information	
Ticker	VEMIX
Morningstar Category	Diversified Emerging Mkts
Avg Mkt Cap $MM	19354.73
Cat Med Mkt Cap $MM	15401.54
Net Assets $MM	65584.61
Turnover Ratio	8.00
% Assets in Top 10 Holdings	12.09
Total Number of Holdings	1037.00
Manager Name	Michael Perre
Manager Tenure	4.84
Fund Incept Date	05/04/1994
Prospectus Exp Ratio	0.12
Phone Number	800-662-7447
Closed to New Investors	No

Portfolio Ratings	
Mstar Rating	★★★
3 Year Mstar Rating	★★★
% Rank Cat 3 Yr	60
5 Year Mstar Rating	★★★
% Rank Cat 5 Yr	46
10 Year Mstar Rating	★★★
% Rank Cat 10 Yr	34

Expense Ratio vs. Peer Group



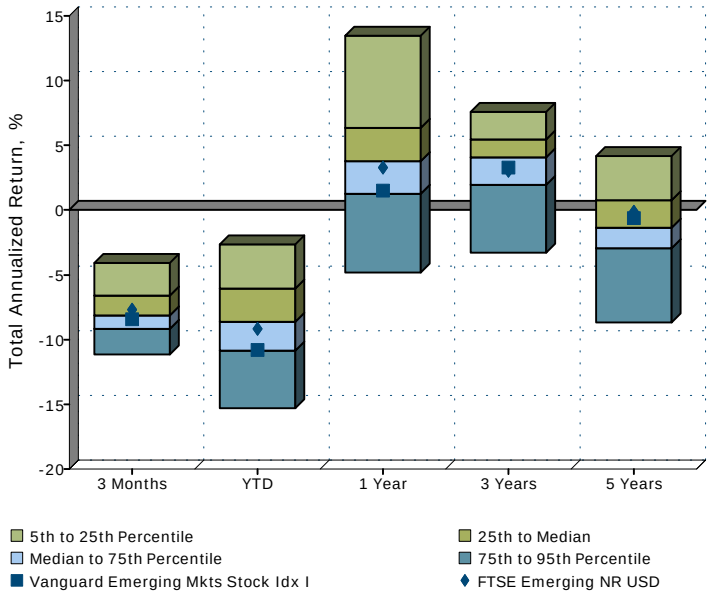
Turnover Ratio vs. Peer Group



Investment Strategy Summary

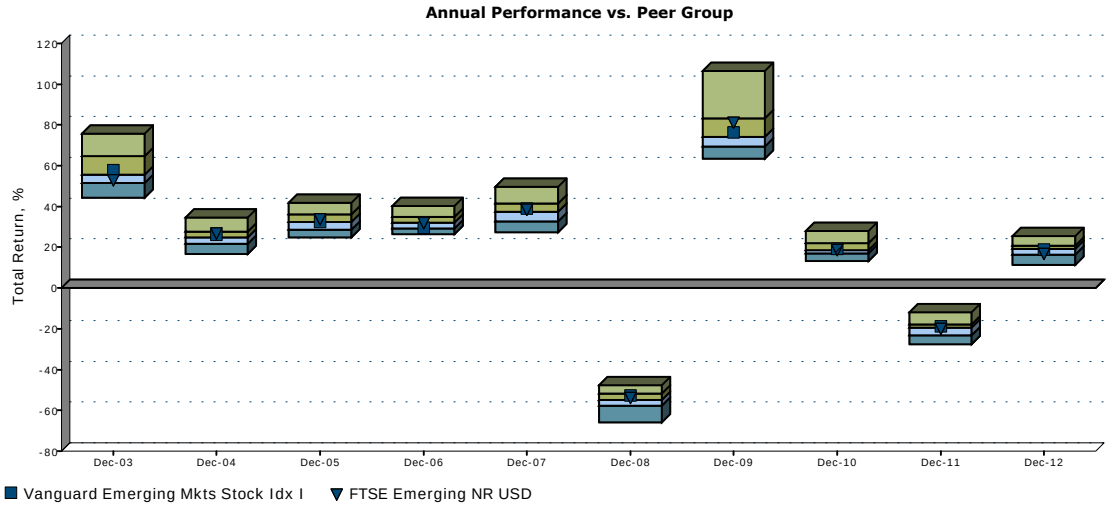
The investment seeks to track the performance of a benchmark index that measures the investment return of stocks issued by companies located in emerging market countries. The fund employs an indexing investment approach by investing substantially all (approximately 95%) of its assets in the common stocks included in the FTSE Emerging Index, while employing a form of sampling to reduce risk. The FTSE Emerging Index includes approximately 851 common stocks of companies located in emerging markets around the world.

Performance vs. Peer Group

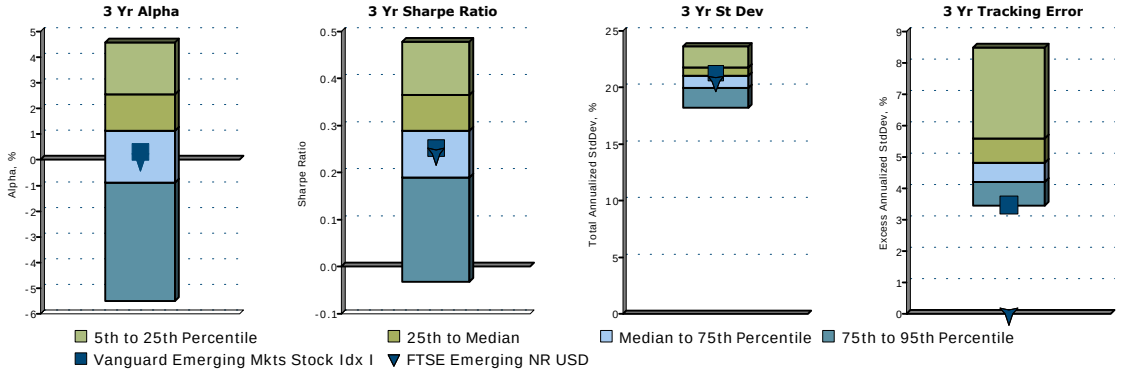


Performance	3 Months	Year to Date	1 Year	3 Years	5 Years
Vanguard Emerging Mkts Stock Idx I	-8.44	-10.79	1.52	3.31	-0.63
FTSE Emerging NR USD	-7.70	-9.17	3.29	3.03	-0.11
Universe(5%)	-4.09	-2.63	13.47	7.59	4.19
Universe(25%)	-6.62	-6.07	6.37	5.48	0.79
Universe(Median)	-8.15	-8.62	3.78	4.07	-1.35
Universe(75%)	-9.15	-10.84	1.25	1.96	-2.96
Universe(95%)	-11.17	-15.31	-4.84	-3.28	-8.68

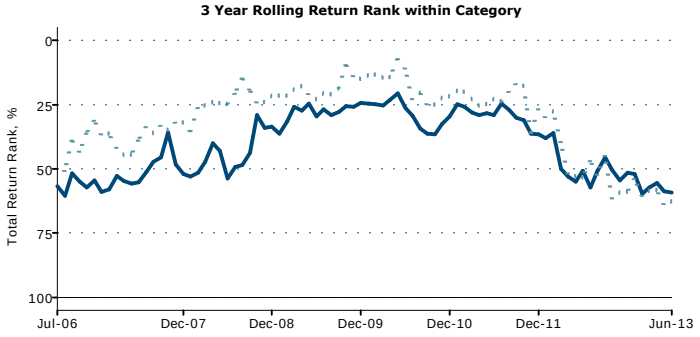
Vanguard Emerging Mkts Stock Idx I

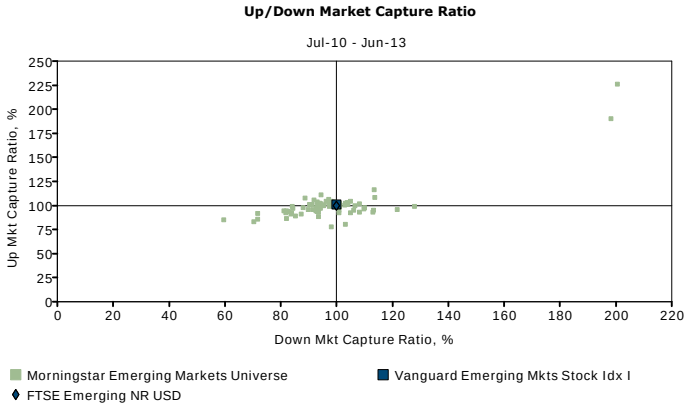


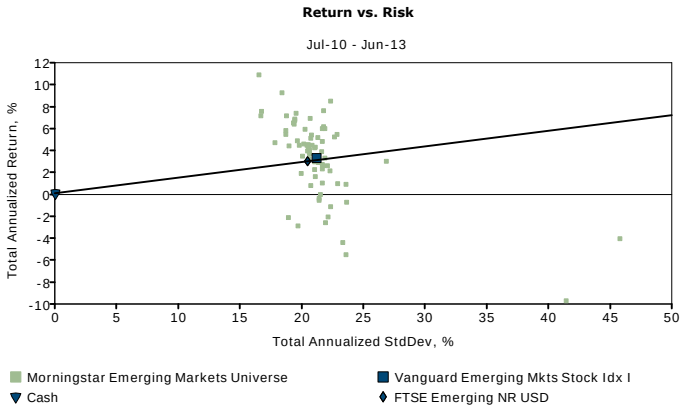
Annual Return %	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012
Vanguard Emerging Mkts Stock Idx I	57.97	26.24	32.35	29.57	39.15	-52.74	76.35	19.06	-18.63	18.90
FTSE Emerging NR USD	53.69	27.58	34.70	32.84	39.41	-53.03	82.15	19.60	-19.15	17.58



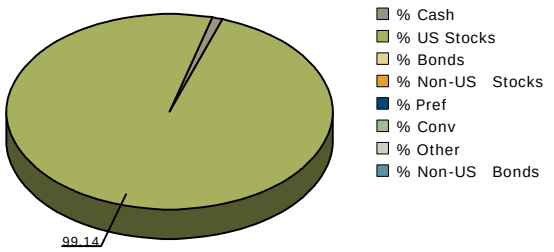
MPT Statistics	3 Yr Alpha	3 Yr Beta	3 Yr R-Squared	3 Yr Sharpe Ratio	3 Yr St Dev	3 Yr Tracking Error
Vanguard Emerging Mkts Stock Idx I	0.32	1.02	97.39	0.25	21.24	3.46
FTSE Emerging NR USD	0.00	1.00	100.00	0.24	20.51	0.00
Universe(5%)	4.57	1.13	97.36	0.48	23.62	8.49
Universe(25%)	2.55	1.04	96.27	0.37	21.80	5.59
Universe(Median)	1.12	1.00	95.00	0.29	21.05	4.82
Universe(75%)	-0.88	0.94	93.77	0.19	19.99	4.21
Universe(95%)	-5.50	0.86	88.30	-0.03	18.22	3.45







Vanguard REIT Index I



Portfolio Region	
% United States	100.00
% Canada	0.00
% Latin America	0.00
% United Kingdom	0.00
% Eurozone	0.00
% Europe - ex Euro	0.00
% Europe - Emerging	0.00
% Africa	0.00
% Middle East	0.00
% Japan	0.00
% Australasia	0.00
% Asia - Developed	0.00
% Asia - Emerging	0.00

Portfolio Structure	
% Cash	0.86
% US Stocks	99.14
% Bonds	0.00
% Non-US Stocks	0.00
% Pref	0.00
% Conv	0.00
% Other	0.00
% Non-US Bonds	0.00

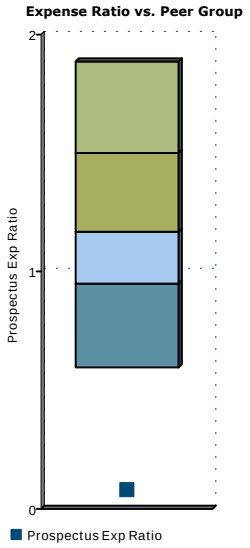
Sector Allocation	
% Basic Materials	0.00
% Communication Services	0.00
% Consumer Cyclical	0.00
% Consumer Defensive	0.00
% Healthcare	0.00
% Industrials	1.33
% Real Estate	98.67
% Technology	0.00
% Energy	0.00
% Financial Services	0.00
% Utilities	0.00

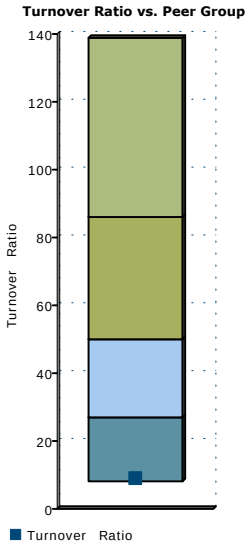
Credit Quality	
Avg Eff Duration	NA
Effective Maturity	NA
Avg Credit Quality	NA
US Govt/ Agency	NA
AAA	NA
AA	NA
A	NA
BBB	NA
BB	NA
B	NA
Below B	NA
NR/NA	NA

Top Ten Holdings	
Simon Property Group Inc	9.80%
HCP Inc	4.50%
Public Storage	4.44%
Ventas Inc	4.32%
Prologis Inc	3.68%
Equity Residential	3.54%
Health Care REIT, Inc.	3.52%
Boston Properties Inc	3.05%
AvalonBay Communities Inc	2.84%
Vornado Realty Trust	2.80%

Portfolio Information	
Ticker	VGSNX
Morningstar Category	Real Estate
Avg Mkt Cap $MM	8430.04
Cat Med Mkt Cap $MM	9055.94
Net Assets $MM	34696.95
Turnover Ratio	9.00
% Assets in Top 10 Holdings	42.51
Total Number of Holdings	124.00
Manager Name	Gerard C. O'Reilly
Manager Tenure	17.14
Fund Incept Date	05/13/1996
Prospectus Exp Ratio	0.08
Phone Number	800-662-7447
Closed to New Investors	No

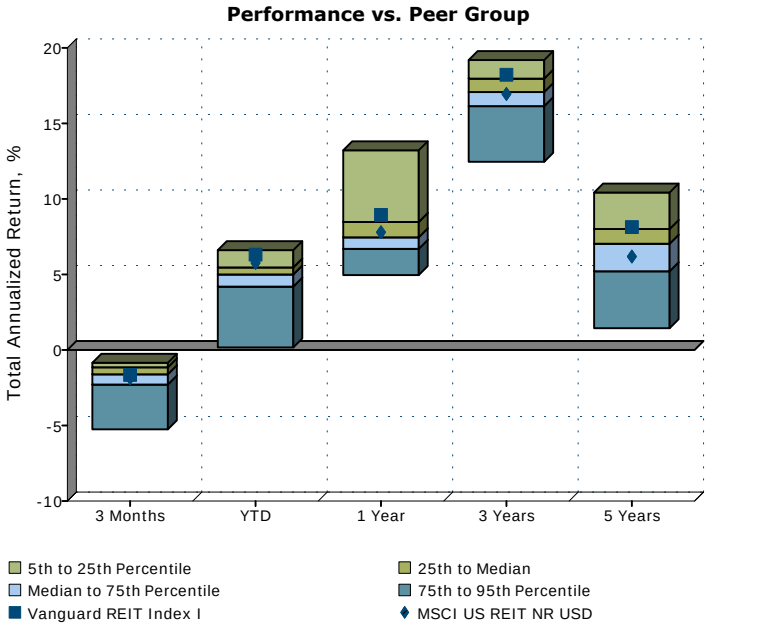
Portfolio Ratings	
Mstar Rating	★★★
3 Year Mstar Rating	★★★★
% Rank Cat 3 Yr	10
5 Year Mstar Rating	★★★
% Rank Cat 5 Yr	18
10 Year Mstar Rating	★★★
% Rank Cat 10 Yr	33





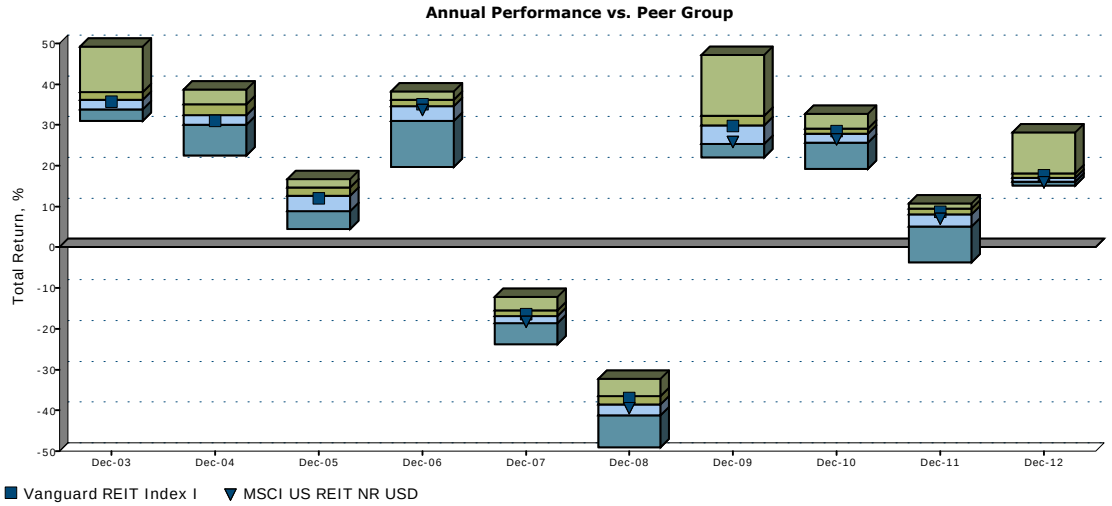
Investment Strategy Summary

The investment seeks to provide a high level of income and moderate long-term capital appreciation by tracking the performance of a benchmark index that measures the performance of publicly traded equity REITs. The fund employs an indexing investment approach designed to track the performance of the MSCI US REIT Index. The index is composed of stocks of publicly traded equity real estate investment trusts (known as REITs). The fund attempts to replicate the index by investing all, or substantially all, of its assets in the stocks that make up the index, holding each stock in approximately the same proportion as its weighting in the index.

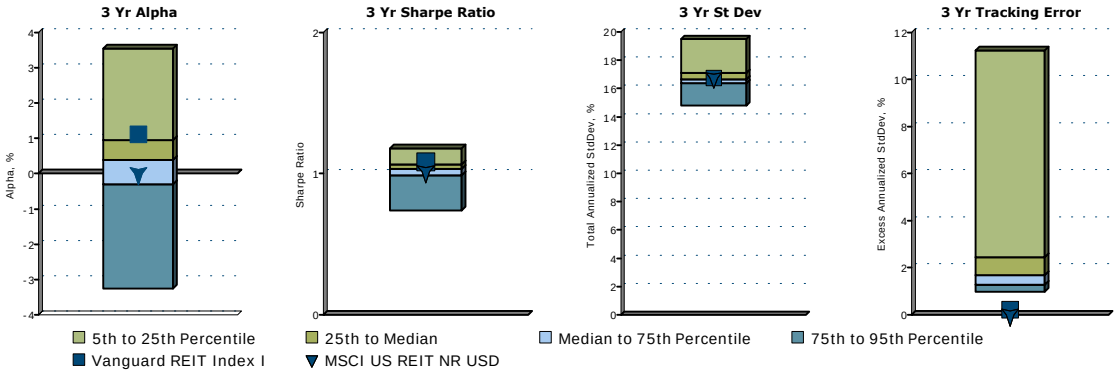


Performance	3 Months	Year to Date	1 Year	3 Years	5 Years
Vanguard REIT Index I	-1.65	6.33	8.94	18.23	8.13
MSCI US REIT NR USD	-1.88	5.77	7.79	16.96	6.18
Universe(5%)	-0.86	6.60	13.22	19.18	10.42
Universe(25%)	-1.15	5.48	8.47	17.96	8.00
Universe(Median)	-1.60	4.98	7.45	17.09	7.03
Universe(75%)	-2.27	4.20	6.69	16.13	5.19
Universe(95%)	-5.23	0.18	4.94	12.47	1.45

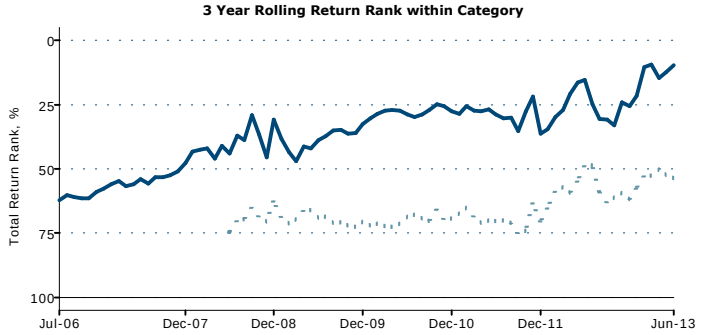
Vanguard REIT Index I

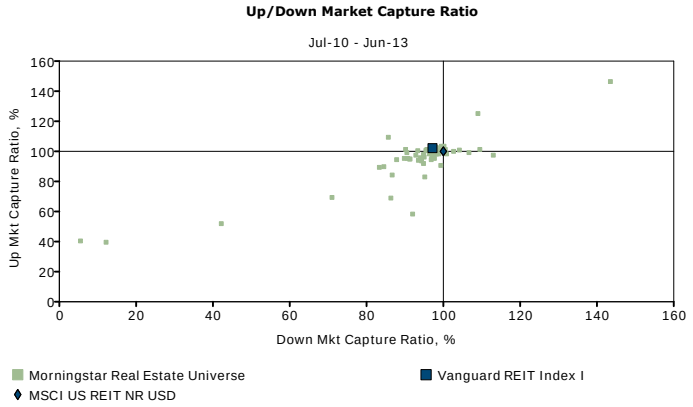


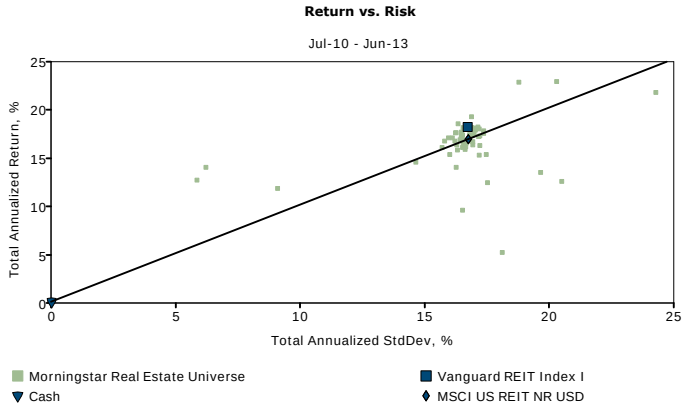
Annual Return %	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012
Vanguard REIT Index I	35.65	30.93	12.05	35.15	-16.38	-36.95	29.76	28.56	8.70	17.65
MSCI US REIT NR USD	NA	NA	NA	34.18	-17.84	-39.05	26.27	26.97	7.48	16.47



MPT Statistics	3 Yr Alpha	3 Yr Beta	3 Yr R-Squared	3 Yr Sharpe Ratio	3 Yr St Dev	3 Yr Tracking Error
Vanguard REIT Index I	1.12	1.00	99.98	1.08	16.72	0.21
MSCI US REIT NR USD	0.00	1.00	100.00	1.02	16.75	0.00
Universe(5%)	3.55	1.03	99.67	1.18	19.52	11.23
Universe(25%)	0.95	1.01	99.45	1.07	17.12	2.44
Universe(Median)	0.38	0.99	99.06	1.03	16.67	1.67
Universe(75%)	-0.29	0.97	98.14	0.99	16.40	1.28
Universe(95%)	-3.27	0.85	77.79	0.74	14.80	0.98







Glossary

Alpha (3 Yr)

Alpha is a measure of the difference between a portfolio's actual returns and its expected performance, given its level of risk as measured by beta. A positive alpha figure indicates the portfolio has performed better than its beta would predict. In contrast, a negative alpha indicates the portfolio has underperformed, given the expectations established by beta.

Average Effective Duration

A measure of a fund's interest-rate sensitivity--the longer a fund's duration, the more sensitive the fund is to shifts in interest rates. Duration is determined by a formula that includes coupon rates and bond maturities. Small coupons tend to increase duration, while shorter maturities and higher coupons shorten duration. The relationship between funds with different durations is straightforward: A fund with a duration of 10 years is twice as volatile as a fund with a five-year duration. Morningstar prints an average effective duration statistic that incorporates call, put, and prepayment possibilities.

Average Effective Maturity

Average effective maturity is a weighted average of all the effective maturities of the bonds in a portfolio. Effective maturity takes into consideration mortgage prepayments, puts, calls, adjustable coupons, and other features of individual bonds and is thus a more accurate measure of interest-rate sensitivity. Longer-maturity funds are generally considered more interest-rate sensitive than their shorter counterparts.

Beta

A measure of a fund's sensitivity to market movements. The beta of the market is 1.00 by definition. Morningstar calculates beta by comparing a fund's excess return over Treasury bills to the market's excess return over Treasury bills, so a beta of 1.10 shows that the fund has performed 10% better than its benchmark index in up markets and 10% worse in down markets, assuming all other factors remain constant. Conversely, a beta of 0.85 indicates that the fund's excess return is expected to perform 15% worse than the market's excess return during up markets and 15% better during down markets.

The Morningstar Rating

Commonly called the Star Rating, is a measure of a fund's risk-adjusted return, relative to funds in its category. Funds are rated from one to five stars, with the best performers receiving five stars and the worst performers receiving a single star.

Risk-adjusted return is calculated by subtracting a risk penalty from each fund total return, after accounting for all loads, sales charges, and redemption fees. The risk penalty is determined by the amount of variation in the fund's monthly return, with emphasis on downward variation. The greater the variation, the larger the penalty. Funds are ranked within their categories and stars are assigned as follows: Top 10% five stars; Next 22.5% four stars; Middle 35% three stars; Next 22.5% two stars; Bottom 10% one star.

Audited Expense Ratio

The percentage of fund assets paid for operating expenses and management fees, including 12b-1 fees, administrative fees, and all other asset-based costs incurred by the fund, except brokerage costs. Fund expenses are reflected in the fund's NAV . Sales charges are not included in the expense ratio.

Geometric Average Market Capitalization

Morningstar defines the overall "size" of a stock fund's portfolio as the geometric mean of the market capitalization for all of the stocks it owns. It's calculated by raising the market capitalization of each stock to a power equal to that stock's stake in the portfolio. The resulting numbers are multiplied together to produce the geometric mean of the market caps of the stocks in the portfolio, which is reported as average market capitalization.
This number is different from the fund's median market cap--the capitalization of the median stock in its portfolio. The geometric mean better identifies the portfolio's "center of gravity." That is, it provides more accurate insight into how market trends (as defined by capitalization) might affect the portfolio.

Net Assets

The month-end net assets of the mutual fund, recorded in millions of dollars. Net-asset figures are useful in gauging a fund's size, agility, and popularity. They help determine whether a small company fund, for example, can remain in its investment-objective category if its asset base reaches an ungainly size.

% Assets in Top 10 Holdings

The aggregate assets, expressed as a percentage, of the fund's top 10 portfolio holdings. This figure is meant to be a measure of portfolio risk. Specifically, the higher the percentage, the more concentrated the fund is in a few companies or issues, and the more the fund is susceptible to the market fluctuations in these few holdings. The figure is calculated from the most recent available fund holdings.

Price/Book Ratio TTM

The weighted average of the price/book ratios of all the stocks in a fund's portfolio. The P/B ratio of a company is calculated by dividing the market price of its stock by the company's per-share book value. Stocks with negative book values are excluded from this calculation. In theory, a high P/B ratio indicates that the price of the stock exceeds the actual worth of the company's assets, while a low P/B ratio indicates that the stock is a bargain.

Price/Earnings Ratio TTM

The weighted average of the price/earnings ratios of the stocks in a fund's portfolio. The P/E ratio of a stock is calculated by dividing the current price of the stock by its trailing 12 months' earnings per share. In computing the average, Morningstar weights each portfolio holding by the percentage of equity assets it represents, so that larger positions have proportionately greater influence on the fund's final P/E.

R-Squared

Reflects the percentage of a fund's movements that can be explained by movements in its benchmark index. An R-squared of 100 indicates that all movements of a fund can be explained by movements in the index. Thus, index funds that invest only in S&P 500 stocks will have an R-squared very close to 100. Conversely, a low R-squared indicates that very few of the fund's movements can be explained by movements in its benchmark index. An R-squared measure of 35, for example, means that only 35% of the fund's movements can be explained by movements in the benchmark index.

Sharpe Ratio

The Sharpe Ratio is a risk-adjusted measure developed by Nobel Laureate William Sharpe. It is calculated by using standard deviation and excess return to determine reward per unit of risk. The higher the Sharpe Ratio, the better the portfolio's historical risk-adjusted performance. It can be used to compare two portfolios directly on how much excess return each portfolio achieved for a certain level of risk.

Standard Deviation

Standard deviation is the statistical measurement of dispersion about an average, which depicts how widely a stock or portfolio's returns varied over a certain period of time. Investors use the standard deviation of historical performance to try to predict the range of returns that is most likely for a given investment. When a stock or portfolio has a high standard deviation, the predicted range of performance is wide, implying greater volatility.

Total Number of Holdings

The total number of different holdings of a fund. This figure is meant to be a measure of portfolio risk. Specifically, the lower the figure, the more concentrated the fund is in a few companies or issues, and the more the fund is susceptible to the market fluctuations in these few holdings. This figure also provides a context for the importance of % assets in top 10 holdings. The figure is calculated from the most recent available fund holdings. It does not include a fund's short positions.

Total Return

Expressed in percentage terms, Morningstar's calculation of total return is determined each month by taking the change in monthly net asset value, reinvesting all income and capital-gains distributions during that month, and dividing by the starting NAV. Reinvestments are made using the actual reinvestment NAV, and daily payoffs are reinvested monthly.

Turnover Ratio

This is a measure of the fund's trading activity which is computed by taking the lesser of purchases or sales (excluding all securities with maturities of less than one year) and dividing by average monthly net assets. A turnover ratio of 100% or more does not necessarily suggest that all securities in the portfolio have been traded. In practical terms, the resulting percentage loosely represents the percentage of the portfolio's holdings that have changed over the past year.

12-Month Yield

Also known as a distribution yield, Morningstar computes this figure by summing the trailing 12-month's income distributions and dividing the sum by the last month's ending NAV, plus any capital gains distributed over the same period. Income refers only to interest payments from fixed-income securities and dividend payoffs from common stocks.

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AMENDMENT II

TO THE
INVESTMENT POLICY STATEMENT FOR
CITY OF DOVER EMPLOYEES' PENSION BOARD

The following amendment to the investment policy has been reviewed and approved by the Board:

I. Allocation of Plan Assets – The plan will utilize a dynamic policy linked to funded status of the plan. As funded status improves to the next threshold, the allocation of the plan will be adjusted to the specified allocation. Within each threshold, there will be a range of +/- 5% to the target to allow for modest market fluctuations before rebalancing of the portfolio. The portfolio will be reviewed at least quarterly and adjusted as necessary to maintain alignment with the target allocations.

Dynamic Investment Policy	**Funded Status Target Allocation**						
Asset Category Index	**40%**	**70%**	**80%**	**85%**	**90%**	**95%**	**100%**
Cash & Short Term Bond	10%	7%	5%	5%	5%	5%	5%
US Treasuries/Inflation-linked	6%	7%	7%	8%	9%	10%	13%
Intermediate Term Bond	8%	11%	12%	14%	16%	21%	24%
Long Term Bond	9%	11%	13%	16%	17%	21%	25%
High Yield Bond	6%	7%	8%	8%	8%	8%	8%
Large Cap Value – US Stock	10%	10%	9%	8%	8%	7%	4%
Large Cap Growth – US Stock	11%	9%	9%	8%	7%	5%	4%
Mid Cap – US Stock	5%	5%	5%	5%	5%	4%	3%
Small Cap – US Stock	7%	7%	7%	6%	4%	3%	3%
Real Estate/REIT	8%	7%	6%	5%	5%	3%	3%
Non-US Stock	10%	9%	9%	8%	7%	5%	3%
Emerging Markets	10%	10%	10%	9%	9%	8%	5%
Equity	**61%**	**57%**	**55%**	**49%**	**45%**	**35%**	**25%**
Fixed Income/Cash	**39%**	**43%**	**45%**	**51%**	**55%**	**65%**	**75%**
Total	100%	100%	100%	100%	100%	100%	100%

II. Performance Monitoring Benchmarks – The plan will utilize asset category specific benchmarks to monitor investment manager performance. In addition, overall portfolio performance will be benchmarked to a normal portfolio composed of category indexes allocated based on the Dynamic Investment Policy funded status position.

Asset Category	**Index**
Cash & Money Market	CitiGroup 3 Month TBill
Short-term Bond	BofA Merrill Lynch 1-3 Yr Corp Index
Intermediate-term Bond	BarCap Interm US Govt/Credit Index
Long-term Bond	BarCap Long GovtCredit Index
Large Cap Value	S&P/Citi 500 Value
Large Cap Blend	S&P 500 Index
Large Cap Growth	S&P/Citi 500 Growth
Mid Cap Value	S&P/Citi Mid-Cap 400 Value
Mid Cap Growth	S&P/Citi Mid-Cap 400 Growth
Small Cap Value	S&P/Citi Small Cap 600 Value
Small Cap Growth	S&P/Citi Small Cap 600 Growth
MSCI ACWI xUS NR	MSCI EAFE
S&P EPAC EMI	MSCI EAFE Small Cap
MSCI EM NR	MSCI EM (Emerging Markets)

AMENDMENT II

TO THE
INVESTMENT POLICY STATEMENT FOR
CITY OF DOVER EMPLOYEES' PENSION BOARD

III. Approval by the Board – To indicate approval of this amendment to the Investment Policy Statement, the appropriate designated Board member shall sign below.

This Amendment to the Statement of Investment Policy approved by action of the Board.

Date: _____ Approved by: _____
Chairman

Title: _____

SB & COMPANY, LLC

City of Dover

Year Ended June 30, 2012
Meeting with Pension Board
August 8, 2013

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SB & COMPANY, LLC

Table of Contents

	Page Number
➢ Scope of Services	1
➢ SBC FORCAM Audit Approach	4
➢ Evaluation Assessment of Control Environment	5
➢ Evaluation of Key Processes	6
➢ Our Responsibility Related to Fraud	7
➢ Engagement team contact information	8

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Scope of Services

- Audit of the June 30, 2012 financial statements; Result: unqualified opinion
- Relationship of Pension Fund information to Financial Statements
  - Legal versus accounting
  - Included as a fiduciary fund of the City
  - Considered a major fund
  - Independent public accountants opinion
- Other types of assurance services
  - Performance Audit
  - Internal Audit
  - Agreed Upon Procedures
  - Examinations

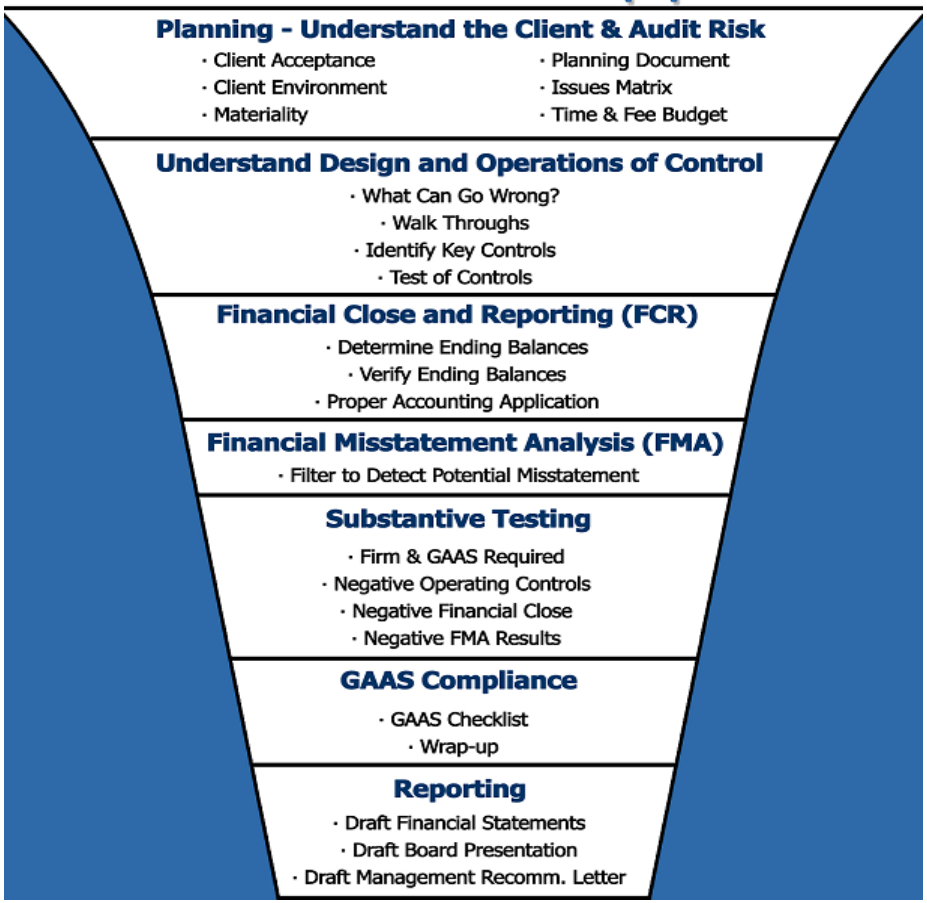
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SBC FORCAM Audit Approach

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Risk-based Audit Approach



Focus on Operations Risk Controls and Misstatement

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Evaluation and Assessment of Control Environment

Area	Points to Consider	Our Assessment
Control Environment	• Key executive integrity, ethics and behavior • Control consciousness and operating style • Commitment to competence • Board of Directors' participation in governance and oversight • Organizational structure and assignment of authority and responsibility • HR policies and procedures	Effective
Risk Assessment	• Mechanisms to anticipate, identify, and react to significant events • Process and procedures to identify changes in GAAP, business practices and internal control	Effective
Information & Communication	• Adequate performance reports produced from information system • Information systems are connected with business strategy • Commitment of HR and finance to develop, test and monitor IT systems and programs • Business continuity/disaster plan for IT • Established communication channels for employees to fulfill responsibilities • Adequate communication across organization	Effective
Control Activities	• Existence of necessary policies and procedures • Clear financial objectives with active monitoring • Logical segregation of duties • Periodic comparisons of book to actual and physical count to books • Adequate safeguards of documents, records and assets • Access controls in place	Effective
Monitoring	• Periodic evaluations of internal controls • Implementation of improvement recommendations • Internal audit function established to monitor activities	Effective

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Evaluation of Key Processes

Process	Function	Design	Operation
Treasury	Cash Management Investment Accounting	Effective	Effective
Estimation	Methodology Calculation	Effective	Effective
Financial Reporting	Accounting Principles and Disclosure Closing the Books General Ledger and Journal Entry processing Sustention and Review of Results	Effective	Effective
Expenditures	Purchasing Benefit payments Accounts Payable/Cash Disbursement	Effective	Effective
Payroll	Hiring Attendance Reporting Payroll Accounting, Processing, and Disbursements Separation	Effective	Effective
Revenue	Contributions Investment income/activity	Effective	Effective
Compliance	Assess Internal and External Risk Regulatory Compliance Monitor Compliance	Effective	Effective
Information Technology	Program Integrity and Change Management Information Security and Transaction Authorization Segregation of Duties and Management Oversight Computer Operations	Effective	Effective

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Our Responsibility Related to Fraud

Our Responsibility Related to Fraud

- Plan and perform audit to obtain reasonable assurance that there is no material misstatement caused by error or fraud
- Comply with GAAS SAS No. 99 “Consideration of Fraud in a Financial Statement Audit”
- Approach all audits with an understanding that fraud could occur in any entity, at any time, by anyone
- Perform mandatory procedures required by GAAS and our firm policies

Examples of Procedures Performed

- Discuss thoughts and ideas on where the financial statements might be susceptible to material misstatement due to fraud
- Understand pressures on the financial statement results
- Understand the tone and culture of the organization
- Look for unusual or unexpected transactions, relationships, or procedures
- Discussions with individuals outside of finance
- Evaluate key processes and controls
- Consider information gathered throughout the audit

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