FINANCIAL STATEMENTS
JUNE 30, 2012 AND 2011
TOGETHER WITH
INDEPENDENT AUDITOR'S REPORT

Table of Contents June 30, 2012 and 2011

	<u>Page</u>
Independent Auditor's Report	1
Financial Statements:	
Statements of Net Assets Available for Benefits	2
Statements of Changes in Net Assets Available for Benefits	3
Statements of Accumulated Plan Benefits	4
Statements of Changes in Accumulated Plan Benefits	5
Notes to Financial Statements	i - 13



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INDEPENDENT AUDITOR'S REPORT

To the Board of Trustees of Roman Catholic Archdiocese of Boston Pension Plan:

We have audited the accompanying statements of net assets available for benefits and of accumulated plan benefits of Roman Catholic Archdiocese of Boston Pension Plan (the Plan) as of June 30, 2012 and 2011, and the related statements of changes in net assets available for benefits and of changes in accumulated plan benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial status of Roman Catholic Archdiocese of Boston Pension Plan as of June 30, 2012 and 2011, and the changes in its financial status for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Alefarder, Aronson, Funning & Co. P.C., Wellesley, Massachusetts

December 12, 2012

Statements of Net Assets Available for Benefits June 30, 2012 and 2011

ASSETS:	2012	<u>2011</u>
INVESTMENTS, at fair value:		
Roman Catholic Archbishop of Boston		
Collective Investment Partnership	\$ 203,354,189	\$ 266,967,088
PARTICIPATING EMPLOYERS' RECEIVABLES,		
less allowance for uncollectible accounts of \$20,012		
and \$38,284 at June 30, 2012 and 2011, respectively	118,193	720,782
PREPAID EXPENSES	1,367,543	1,262,207
CASH AND CASH EQUIVALENTS	3,321,101	15,930,350
Total assets	208,161,026	284,880,427
LIABILITIES:		
DUE TO AFFILIATES	-	19,459
ACCOUNTS PAYABLE AND ACCRUED EXPENSES	217,884	385,284
Total liabilities	217,884	404,743
NET ASSETS AVAILABLE FOR BENEFITS	\$ 207,943,142	\$ 284,475,684

Statements of Changes in Net Assets Available for Benefits For the Years Ended June 30, 2012 and 2011

	2012	<u>2011</u>
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Participating employer contributions	\$ 10,240,956	\$ 12,606,840
Interest and other income	29,443	79,016
Net appreciation (depreciation) in fair value of investments	(5,046,505)	49,284,912
Total additions	5,223,894	61,970,768
DEDUCTIONS TO NET ASSETS ATTRIBUTED TO:		
Benefits paid to participants	80,459,787	39,745,752
General and administrative expenses	1,314,921	1,459,639
Provision (recovery) for uncollectible assessments, net	(18,272)	64,999
Employer withdrawal		1,072,000
Total deductions	81,756,436	42,342,390
Net increase (decrease) in net assets available for benefits	(76,532,542)	19,628,378
NET ASSETS AVAILABLE FOR BENEFITS, beginning of year	284,475,684	264,847,306
NET ASSETS AVAILABLE FOR BENEFITS, end of year	\$ 207,943,142	\$ 284,475,684

Statements of Accumulated Plan Benefits June 30, 2012 and 2011

	<u>2012</u>	<u>2011</u>
ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS: Vested benefits:		
Participants currently receiving benefits Other participants	\$ 158,775,819 96,079,592	\$ 141,417,466 180,185,660
Total vested benefits	254,855,411	321,603,126
Non-vested benefits	5,858,254	7,303,843
TOTAL ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS	\$ 260,713,665	\$ 328,906,969

Statements of Changes in Accumulated Plan Benefits For the Years Ended June 30, 2012 and 2011

	<u>2012</u>	<u>2011</u>
ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS AT BEGINNING OF YEAR	\$ 328,906,969	\$ 338,974,744
INCREASE (DECREASE) DURING THE YEAR		
ATTRIBUTABLE TO:		
Benefits accumulated	(2,971,255)	10,743,639
Increase for interest, due to the decrease in the discount period	18,764,010	21,339,588
Benefits paid	(80,459,787)	(39,745,752)
Change in actuarial assumptions	15,123,870	1,133,082
Change in plan provisions	(18,650,142)	(2,202,113)
Withdrawal	_	(1,336,219)
Net decrease	(68,193,304)	(10,067,775)
ACTUARIAL PRESENT VALUE OF ACCUMULATED		
PLAN BENEFITS AT END OF YEAR	\$ 260,713,665	\$ 328,906,969

Notes to Financial Statements June 30, 2012 and 2011

NOTE A – DESCRIPTION OF PLAN

The following description of Roman Catholic Archdiocese of Boston Pension Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The original effective date of the Plan was January 1, 1963. The Plan was last amended and restated effective January 1, 2011.

The Plan is a noncontributory (while no employee contributions are currently made, the Plan document suggests there were such contributions before 1976) defined benefit pension plan covering substantially all lay employees who work for a participating employer. All participating employers are separately incorporated Catholic organizations, the majority of which operate within the Archdiocese of Boston. The Plan provides benefits for normal, early, disability, and postponed retirement.

Effective December 31, 2011, the Plan was frozen and no additional benefits will accrue (see Note J).

Eligibility

For all employees, participation began on the first day of the month following the later of (a) the date the employer joins the Plan, or (b) the earlier of the completion of three years of service or the attaining of age 21, with one year of service. Employees of participating employers which freeze participation in the plan ceased to be eligible to become participants effective on the agreed freeze date. Employees hired by an active participating employer after December 1, 2010, will not be eligible to participate in the Plan. For locations that were already frozen as of December 1, 2010 employees hired at these locations on or after their effective freeze dates were not eligible to participate in the Plan for accrual purposes at those locations (see Note J).

Benefits

The total annual amount of accrued pension benefits beginning at normal retirement age of 65 with five years of service is equal to the sum of the following:

- (a) 133-1/3% of the annual amount of pension, if any, accrued by such participant through June 30, 1987, under the terms of the Plan as constituted on that date;
- (b) 2% of eligible earnings for each year of service completed between June 30, 1987, and/or before December 31, 2003, plus 0.47% of the eligible earnings after 1994 that exceed twice the covered compensation;
- (c) 2% of eligible earnings for each year of service completed after December 31, 2003, up to a maximum of \$20,000 per year, plus 1% of the amount by which the eligible earnings for each year of service after December 31, 2003, exceed \$20,000;
- (d) With respect to a participant who has met the eligibility requirements and becomes covered on the date his or her employer becomes a participating employer, 2% of his or her annual rate of earnings begins to accrue. The participant receives time worked credit effective the date he or she was hired.

Notes to Financial Statements (Continued) June 30, 2012 and 2011

NOTE A – DESCRIPTION OF PLAN (Continued)

Benefits (Continued)

A participant is eligible for early retirement by election or disability. A participant who is 55 years of age and has five years of service credit may elect to receive early pension benefits. A participant who has five years of service credit, who is at least 55 and who is totally and permanently disabled is entitled to early pension benefits. The annual amount of early pension benefits payable to an eligible participant contains an actuarial reduction in normal benefits because of an earlier retirement age.

A 50% Survivor Spouse Pension is applicable to all vested participants who have been married to their spouse for at least one year at the date of death. The monthly pension will commence on the first day of the month following the participant's death, if the participant died after attaining age 55, or on the first day of the month following the date on which the participant would have attained age 55, and will continue as payable on the first day of each month during the spouse's lifetime, terminating with the payment made on the first day of the month in which the spouse's death occurs.

See Note J concerning the cessation of benefit accruals for all participants as of December 31, 2011, and certain voluntary benefit elections permitted by the Trustees.

The Plan includes a post-retirement life insurance benefit whereby participants retiring from active employment and receiving pension benefits are entitled to designate a beneficiary to receive a benefit of up to a maximum of \$10,000. This benefit is pro-rated for retiring participants with service of less than ten years.

Plan Expenses

Fees related to the administration of the Plan are generally paid by the Plan. Brokerage fees and commissions are included in the cost of investments when purchased and in determining the net proceeds on sales of investments. Investment management fees are paid from the respective assets of the investment option.

NOTE B – SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The Plan prepares its financial statements in accordance with generally accepted accounting standards and principles established by the Financial Accounting Standards Board (FASB). References to U.S. GAAP in these footnotes are to the FASB Accounting Standards Codification.

Estimates

The preparation of financial statements in accordance with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits at the date of the financial statements. Actual results may differ from those estimates.

Notes to Financial Statements (Continued) June 30, 2012 and 2011

NOTE B – SIGNIFICANT ACCOUNTING POLICIES (Continued)

Cash and Cash Equivalents

For purposes of presentation of the statements of net assets available for benefits, cash includes all bank accounts and overnight investments from the accounts. Cash equivalents are short-term, highly liquid investments with original maturities of three months or less and are reported at cost, which approximates fair value.

The Plan deposits its cash in major financial institutions, which are insured within the limits of the Federal Deposit Insurance Corporation (FDIC). At certain times during the year, cash balances may exceed the insured amounts. The Plan has not experienced any losses in such accounts. The Plan believes it is not exposed to any significant credit risk on cash and cash equivalents.

Investments

The Plan invests in the Roman Catholic Archbishop of Boston Collective Investment Partnership (the Partnership). The Partnership invests in domestic securities which are valued by obtaining bid price quotations from independent pricing services. Investments in foreign securities are valued at the mean between bid and asked price. For those securities whose prices are not available through independent pricing services, bid price quotations are obtained by State Street Corporation (the Custodian) from principal market makers in those securities or at fair value as determined in good faith by management. Investments in private investment entities are recorded at fair value based on the net assets value per share as reported by such entities.

Interest income is recorded on the accrual basis. Net appreciation (depreciation) in fair value of investments includes realized and unrealized gains and losses.

Participating Employers' Receivables

Amounts receivable from participating employers are stated net of an allowance for uncollectible accounts, which are reported on the Plan's statements of net assets available for benefits. The allowance is established through a provision for uncollectible assessments. On a periodic basis, management evaluates its receivables and establishes or adjusts its allowance to an amount that it believes will be adequate to absorb possible losses on accounts that may become uncollectible based on evaluations of the collectability of individual accounts.

Payment of Benefits

Benefits payments to participants are recorded upon distribution.

Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. Benefits payable under all circumstances (retirement, death, disability, and termination of employment) are included to the extent they are deemed attributable to employee service rendered to the valuation date.

Notes to Financial Statements (Continued) June 30, 2012 and 2011

NOTE B – SIGNIFICANT ACCOUNTING POLICIES (Continued)

Actuarial Present Value of Accumulated Plan Benefits (Continued)

The actuarial present value of accumulated plan benefits is determined by October Three, LLC for fiscal years 2012 and 2011, and is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment.

The significant actuarial assumptions used in the valuations as of June 30, 2012 and 2011, are as follows:

	2012		2011	
Investment return	6.50%		6.50%	
Salary increases		0.00%		4.50%
Cost of living increases	N/A N/A		N/A	
Future expenses	4.00%		4.00%	
Mortality	2012 IRS Static Mortality Table		2011 IRS Static Mortality Table	
·	(based on RP-2000)		(based on RP-2000)	
Termination	Age	Annual Rate	Age	Annual Rate
	25	0.318	25	0.318
	35	0.17	35	0.17
	45	0.089	45	0.089
	55	0	55	0
	65	0	65	0
Retirement age	Age 65 for active participants		Age 67 for active participants	
	(including participants with frozen		(including participants with frozen	
	benefits); Age 65 for terminated		benefits); Age 65 for terminated	
	vested participants (and		vested participants (and	
	participants covered by a frozen participants covered by a frozen		• `	
	employer agreement).		employer agreement).	
Form of payment	Life annuity		Life annuity	
Actuarial cost method	Unit credit		Unit credit	

The mortality assumption was changed from the 2011 IRS Static Mortality Table (sex distinct, based on RP-2000) to the 2012 IRS Static Mortality Table (sex distinct, based on RP-2000), effective July 1, 2012. The effect of this change was to increase the actuarial value of accumulated plan benefits by \$407,284 as of July 1, 2012.

The retirement age assumption was changed from age 67 for active participants to age 65 for active participants effective December 31, 2011. The effect of this change was to increase the present value of accumulated plan benefits by \$14,716,586 as of July 1, 2012.

Notes to Financial Statements (Continued) June 30, 2012 and 2011

NOTE B – SIGNIFICANT ACCOUNTING POLICIES (Continued)

Actuarial Present Value of Accumulated Plan Benefits (Continued)

The mortality assumption was changed from the 2010 IRS Static Mortality Table (sex distinct, based on RP-2000) to the 2011 IRS Static Mortality Table (sex distinct, based on RP-2000), effective July 1, 2011. The effect of this change was to increase the actuarial value of accumulated plan benefits by \$1,129,941 as of July 1, 2011.

The retirement age assumption was changed from age 67 for active participants to age 65 for active participants for one participating employer that froze benefit accruals effective December 31, 2010. The effect of this change was to increase the actuarial value of accumulated plan benefits by \$3,141 as of July 1, 2011.

The original effective date of the RCAB Pension Plan was January 1, 1963. The Plan was last amended and restated effective January 1, 2011. The Plan was frozen December 31, 2011.

Fair Value Measurements

The Plan follows the requirements for *Fair Value Measurement* standard. This standard defines fair value, establishes a framework for measuring fair value under U.S. GAAP, and mandates disclosure about fair value measurement. The criterion established a fair value framework that prioritizes the inputs and assumptions used to measure fair value. The three levels of the fair value hierarchy are described below:

- Level 1 Valuations based on quoted prices available in active markets for identical assets and liabilities.
- Level 2 Valuations based on quoted prices in markets that are not active or for which all significant inputs are observable either directly or indirectly for the asset or liability.
- Level 3 Valuations based on inputs that are unobservable and significant to the overall fair value measurement for the assets or liabilities.

A qualifying asset or liability's level within the framework is based upon the lowest level of any input that is significant to the fair value measurement. The methods used for valuing the assets and liabilities are not necessarily an indication of the risks associated with those assets.

The Plan's unit holdings in the Partnership (see Note C) do not have quoted prices in active markets or significant other observable inputs that have quoted market prices, although the Plan can redeem its investment at the net asset value per share at June 30, 2012. These assets are valued using Level 2 inputs under the fair value hierarchy. The Plan evaluates the Partnership's estimate of the fair value of the Plan's unit holdings in the Partnership based on the Plan's share of the underlying investment portfolio that consists of actively traded equities, bonds and money market funds.

Subsequent Events

Subsequent events have been evaluated through December 12, 2012, which is the date the financial statements were available to be issued. There were no events that met the criteria for recognition and disclosure in the financial statements.

Notes to Financial Statements (Continued) June 30, 2012 and 2011

NOTE C – INVESTMENTS

Investments consisted of the Plan's interest in the Partnership, which consisted of the following costs and fair market values at June 30, 2012 and 2011:

<u>2012</u>	Cost	Market Value	Appreciation
Roman Catholic Archbishop of Boston Collective Investment Partnership Appreciation as of June 30, 2012	<u>\$97,860,525</u>	\$203,354,189	\$105,493,664 _139,386,882
Total unrealized (loss) Total realized gain			(33,893,218) 28,846,713
Net depreciation for the year ended June 30, 2012			<u>\$ (5,046,505)</u>
<u>2011</u>	Cost	Market Value	Appreciation
2011 Roman Catholic Archbishop of Boston Collective Investment Partnership Appreciation as of June 30, 2010	<u>Cost</u> \$127,580,206	<u>Market Value</u> \$266,967,088	Appreciation \$139,386,882112,408,120
Roman Catholic Archbishop of Boston Collective Investment Partnership			\$139,386,882

The Plan investments (including gains and losses on investments bought and sold, as well as held during the year) depreciated in value by \$5,046,505 during the year ended June 30, 2012 and appreciated in value by \$49,284,912 during the year ended 2011.

NOTE D - FUNDING POLICY

In June, 2009, one frozen employer asked for a waiver of the funding requirements set forth in the written Freeze Agreement effective December 31, 2005. This was granted through June 30, 2010, at which time an additional waiver was requested through June 30, 2011. The Trustees granted the waiver request contingent on (a) transfer of remaining escrow account balance into the Plan, the value to be allocated to this employer's account and (b) completing an updated Freeze Agreement. The balance of the escrow account, approximately \$789,000, was transferred in September, 2010. In December, 2011, the frozen employer and the Plan reached a new Freeze Agreement with mutually acceptable terms between both parties resulting in the employer making scheduled payments towards the unfunded liability.

The Plan records the contributions from the frozen employers when payments are received.

Notes to Financial Statements (Continued) June 30, 2012 and 2011

NOTE E - INCOME TAX STATUS

The Plan received a favorable determination letter from the Internal Revenue Service (IRS) dated June 16, 2005, stating that the Plan, with amendments made through December 31, 2003, meets the requirements of Section 401(a) of the Internal Revenue Code and is, therefore, exempt from Federal income taxes under IRS Section 501(a). The Plan has since been amended and the restated Plan document was submitted to the IRS in January, 2011 and a favorable determination letter was received from the IRS dated May 14, 2012. The Plan received a private letter ruling from the IRS in 1997 that it was a church plan under Section 414(e) of the Internal Revenue Code.

NOTE F – PLAN TERMINATION

Although they have not expressed any intention to do so, the Trustees may completely or partially amend or terminate the Plan at any time. Upon termination, the Plan allows available Plan assets to be allocated in accordance with any reasonable method selected by the Trustees, including the reversion of any excess monies remaining after satisfaction of all liabilities to each participating employer on the date of termination in a manner determined by the Trustees.

NOTE G – RELATED PARTY TRANSACTIONS

A service fee for administrative, technology, and clerical services is charged to the Plan by the Roman Catholic Archbishop of Boston, A Corporation Sole. The fees charged for the years ended June 30, 2012 and 2011, were approximately \$398,000 and \$436,000, respectively, and are included in general and administrative expenses on the accompanying statements of changes in net assets available for benefits.

As of June 30, 2011, there was participating employers' receivable from the Roman Catholic Archbishop of Boston, A Corporation Sole, at a present value of \$534,938. This amount was paid in June, 2012.

NOTE H – RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that these changes could materially affect the amounts reported in the statements of net assets available for benefits.

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

Notes to Financial Statements - Continued June 30, 2012 and 2011

NOTE I – ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS

The actuarially determined value of the accumulated plan benefits as of July 1, 2012 and 2011, is as follows:

	July 1, 2012	July 1, 2011
Actuarial present value of accumulated plan benefits: Vested benefits:		
Participants currently receiving payments	\$158,775,819	\$141,417,466
Other participants	96,079,592	180,185,660
Non-vested benefits	5,858,254	7,303,843
Present value of accumulated plan benefits	260,713,665	328,906,969
Net assets available for benefits	207,943,142	284,475,684
Actuarial present value of accumulated plan benefits in		
excess of net assets available for benefits	<u>\$ 52,770,523</u>	<u>\$ 44,431,285</u>

NOTE J – OTHER MATTERS

Effective December 31, 2011, the Plan was frozen and no additional benefits will accrue. Under the provision of the amendment, any employee hired after December 1, 2010, will not be eligible to become a participant in the Plan. As of December 31, 2011, all participants will stop accruing benefits. Employees with five or more years of service will remain vested. Employees with at least one year of service as of December 31, 2011, will be allowed to continue to add years of service towards vesting after the freeze date.

In December, 2010, and February, 2011, the Plan's Trustees initiated the option to allow eligible participants to voluntarily elect to receive lump-sum payments. The Plan made payments to those eligible participants. The total amount of lump-sum payments made in fiscal years 2012 and 2011 were \$65.1 million \$24.3 million, respectively. This amount is included in the benefits paid to participants.

In December, 2010, a Complaint for Equitable Relief and an Accounting was brought against the Plan's Trustees by the Daughters of St. Paul, a participating entity in the Plan. The entity sought a transfer of the assets and liabilities allocable to it relative to its current and former employees who have been participants in the Plan. Prior to the agreement to the transfer of assets and assumption of liabilities by a new plan to be created by the participating entity, the Trustees of the Plan sought assurances from the participating entity that will provide sufficient protection of pension plan benefits to the respective participants. This case was resolved in May, 2011, through a mutually confidential settlement agreement. As a result of the settlement, \$1,072,000 was withdrawn from the Plan and funded a new plan established by the Daughters of St. Paul.