

BOK FINANCIAL CORP ET AL

Form 11-K

June 28, 2010

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BOK FINANCIAL 401(k) PLAN

FINANCIAL STATEMENTS AND  
SUPPLEMENTAL SCHEDULE

DECEMBER 31, 2009 and 2008

WITH

INDEPENDENT AUDITORS' REPORT

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INDEPENDENT AUDITORS' REPORT

The Plan Administrative Committee  
BOK Financial 401(k) Plan

We have audited the accompanying statements of net assets available for benefits of BOK Financial 401(k) Plan (the Plan) as of December 31, 2009 and 2008, and the related statement of changes in net assets available for benefits for the year ended December 31, 2009. 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 of the Public Company Accounting Oversight Board (United States). 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 consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2009 and 2008, and the changes in net assets available for benefits for the year ended December 31, 2009, in conformity with U. S. generally accepted accounting principles.

Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental Schedule of Assets (held at end of year) as of December 31, 2009, is presented for the purpose of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/HOGANTAYLOR LLP

June 28, 2010

## BOK FINANCIAL 401(k) PLAN

## STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2009 and 2008

	2009	2008
Assets		
Investments, at fair value (See Note 3)	\$203,341,134	\$148,207,718
Cash	1,146,796	1,014,100
Employer contribution receivable	1,001,979	997,815
Due from broker	272,249	118,779
Accrued interest receivable	112,287	132,155
<b>Total assets</b>	<b>205,874,445</b>	<b>150,470,567</b>
Liabilities		
Due to broker	1,343,418	1,102,687
Excess contributions payable	33,124	1,416
<b>Total liabilities</b>	<b>1,376,542</b>	<b>1,104,103</b>
<b>Net assets available for benefits, at fair value</b>	<b>204,497,903</b>	<b>149,366,464</b>
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	597,405	1,121,274
<b>Net assets available for plan benefits</b>	<b>\$205,095,308</b>	<b>\$150,487,738</b>

See notes to financial statements.

## BOK FINANCIAL 401(k) PLAN

## STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year ended December 31, 2009

Investment income:	
Net appreciation in value of investments	\$31,881,227
Interest and dividends	2,215,308
Total investment income	34,096,535
Contributions:	
Participants	17,870,683
Employer	12,665,602
Rollovers	1,179,608
Total contributions	31,715,893
Deductions from net assets:	
Benefit payments	11,197,465
Administrative expenses	7,393
Total deductions	11,204,858
Net increase	54,607,570
Net assets available for benefits:	
Beginning of year	150,487,738
End of year	\$205,095,308

See notes to financial statements.

BOK FINANCIAL 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2009 and 2008

Note 1 – Description of Plan

The following description of the BOK Financial 401(k) Plan (the Plan) provides only general information. Participants should refer to the Summary Plan Description or the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all employees of BOK Financial Corporation (BOKF) and its subsidiaries and affiliates (collectively, the Employer or Company). An eligible employee may enter the Plan on the first day of the month following the date the employee has completed one full month of service. All new eligible employees are automatically enrolled in the Plan at a 3% contribution rate unless the employee designates on the enrollment form not to participate or to participate at another allowable contribution rate. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

Bank of Oklahoma N.A. (Plan Administrator), subsidiary of BOKF, holds and manages the assets of the Plan, maintains participant account records and makes distributions to Plan participants.

Effective October 6, 2008, the Company amended its existing BOK Financial Thrift Plan for Salaried Employees by adopting the Bank of Oklahoma, N.A. Defined Contribution Prototype Plan and Trust as a restated plan and combined with the BOK Financial Thrift Plan for Hourly Employees to form the Plan.

Contributions

Participants may elect to contribute a percentage of their compensation up to the maximum allowable by federal regulation (up to \$16,500 in 2009) on a pre-tax basis pursuant to a salary reduction agreement filed with the Plan Administrator. In addition, participants may make after-tax contributions, which shall not exceed 6% of each participant's compensation; however, the combination of pre-tax and after-tax contributions cannot be more than the annual legal limit on the total amount that may be contributed to this type of plan (up to \$16,500 in 2009). Participants may also make Roth 401(k) contributions to the Plan not to exceed the annual legal limit. Participants who attained age 50 on or before December 31, 2009, were allowed to make a pre-tax catch-up contribution of an additional \$5,500 above the maximum allowable by federal regulation.

Participants may elect investment in any of 11 registered investment companies, the Bank of Oklahoma, N.A. Managed Allocation Portfolios (MAP) Target Funds which are collective investment funds, the Bank of Oklahoma, N.A. Strategic Allocation Fund (SAF) which is a collective investment fund, and BOKF Common Stock. Participants may also elect a self-directed option that allows them to invest in a variety of marketable securities in accordance with the Plan document. During 2009, the Company approved the replacement of the Cavanal Hill Intermediate Bond Fund with the existing Pimco Total Return Institutional Fund.



The Employer makes a matching contribution to the Plan in either cash or in shares of BOKF Common Stock. In 2009, the entire matching contribution of \$12,665,602 was made in cash.

For each dollar of a participant's contribution, up to 6% of compensation per pay period, based on the participant's years of service, the Employer makes a matching contribution that increases as follows:

Years of Service	Matching Percentage
Less than four years	50 %
Four to nine years	100 %
Ten to fourteen years	150 %
Fifteen or more years	200 %

Matching contributions for the 2009 plan year are limited to a maximum of \$29,400 based on the participant's years of service and the Internal Revenue Code annual compensation limit. The Company also makes a special contribution for participants making less than \$40,000. This special contribution (Qualified Non-Elective Contribution) is \$750 for participants making less than \$30,000 and phases out for participants making \$30,000 to \$40,000. The aggregate special contribution for the 2009 plan year was \$1,000,400.

The Employer may, at its sole discretion, make an additional discretionary contribution to the Plan. There was no discretionary contribution in 2009.

#### Participant accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Employer's contribution and (b) Plan earnings and charged with administrative expenses, if applicable. Allocations are based on participant earnings or account balances, as defined by the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

#### Vesting

Participants vest in Employer matching contributions based upon years of service, as defined by the Plan. Participants are 100% vested upon completion of five years of service and are immediately vested in their deferred (pre-tax), Roth 401(k) and after-tax contributions, and the actual earnings thereon.

#### Participant loans

Participants may borrow against their accounts in amounts of not less than \$1,000 and not to exceed the lesser of \$50,000 or 50% of the participant's vested account balance. Loans will bear interest based on the current banking prime rate when the loan is requested and may not exceed a five-year term, unless the proceeds are used to acquire the primary residence of the participant, in which case the maximum term may be 25 years. Repayment is made by payroll withholdings, and the maximum number of loans a participant may have outstanding at one time is two. The loans are secured by the balance in the participant's account. Interest rates are based on the Chase prime rate and range from 3.25% to 11% at December 31, 2009.

#### Payment of benefits



A participant, who terminates employment with a vested account balance of less than \$1,000, including rollover contributions, will receive a lump-sum payment. If the participant's vested balance exceeds

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\$1,000, but is less than \$5,000 (including rollover contributions), and the participant has not elected to receive payment directly, transfer to another eligible retirement plan or a direct rollover, the Plan will pay the distribution in a direct rollover to an individual retirement account designated by the Plan Administrator. Balances over \$5,000 are not distributed without the participant's consent.

#### Forfeitures

At December 31, 2009 and 2008, \$3,170 and \$108,519, respectively, of investments at fair value in the statements of net assets available for benefits represented unallocated forfeitures. Such amounts are invested in the Cavanal Hill Cash management Fund. These accounts are first used to pay for administrative expenses and any remaining amounts are used to reduce future employer contributions. The Employer paid all such eligible administrative expenses in 2009; therefore, the forfeited nonvested account balances of \$214,868 were used to reduce employer contributions.

#### Plan termination

The Employer expects to continue the Plan indefinitely. However, the Employer reserves the right to discontinue the Plan or to amend the Plan, in whole or in part, from time-to-time. In the event of Plan termination, participants will become 100% vested in their accounts.

### Note 2 – Summary of Significant Accounting Policies

#### Basis of accounting

The financial statements of the Plan are prepared on the accrual basis of accounting. Benefit payments are recorded when paid.

#### Administrative expenses

The participants pay loan origination fees and fees related to self-directed common stocks, bonds and registered investment companies. The Employer pays all other administrative expenses, which were \$716,798 in 2009.

#### Excess contributions payable

As of December 31, 2009 and 2008, the Plan recorded liabilities of \$33,124 and \$1,416, respectively, related to contributions in excess of amounts allowed by the Internal Revenue Service. The amounts payable at December 31, 2009, will be refunded to participants by December 31, 2010, as required by the Internal Revenue Code. The amounts payable to participants as of December 31, 2008 were refunded by December 31, 2009.

#### Investment valuation and income recognition

Investments are reported at fair value. Fair value is the price that would be received to sell the investment in an orderly transaction between market participants at the measurement date. See Note 3 for discussion of fair value measurements.

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



As described in Accounting Standards Codification (ASC) 962, Plan Accounting – Defined Contribution Pension Plans (formerly Financial Accounting Standards Board Staff Position, AAG INV-1 and SOP 94-4-1, Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans), investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. Contract value represents contributions made, plus earnings, less withdrawals and administrative expenses. The Plan's investments include the SEI Stable Asset Fund, a collective trust that invests in a variety of fully benefit-responsive investment contracts. The statements of net assets available for benefits present the fair value of the SEI Stable Asset Fund and the adjustment from fair value to contract value, and the statement of changes in net assets available for benefits excludes the changes in fair value for the SEI Stable Asset Fund.

#### Use of estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

#### Reclassifications

Certain prior year amounts have been reclassified to conform with the 2009 presentation.

#### Note 3 – Investments

Investments representing 5% or more of plan net assets

The following presents investments at fair value that represent 5% or more of the Plan's net assets:

	December 31,	
	2009	2008
BOKF Common Stock Fund	\$26,371,069	\$21,000,318
Caval Hill Cash Management Fund	16,188,876	17,523,637
Caval Hill Intermediate Bond Fund	-	7,931,488
SEI Stable Asset Fund*	12,302,723	11,548,152
Neuberger and Berman Genesis Trust Fund	22,768,266	17,419,722
Dodge and Cox Stock Fund	20,855,766	14,632,341
Vanguard Institutional Index	17,738,930	13,179,762
Pimco Total Return Institutional Fund	13,520,525	-
Investments that represent less than 5% in 2009 and 2008	73,594,979	44,972,298
<b>Total investments</b>	<b>203,341,134</b>	<b>148,207,718</b>
<b>Adjustment from fair value to contract value for SEI Stable Asset Fund</b>	<b>597,405</b>	<b>1,121,274</b>
	<b>\$203,938,539</b>	<b>\$149,328,992</b>

\*SEI Stable Asset Fund at contract value was \$12,900,128 and \$12,669,426 at December 31, 2009 and 2008, respectively.

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The Plan's investments are held by a bank-administered trust fund at Bank of Oklahoma, N.A. Trust Division (the Trustee). During 2009, the Plan's investments (including investments purchased and sold, as well as held during the year) appreciated in fair value as follows:

	Net Appreciation in Fair Value of Investments
BOKF Common Stock Fund	\$ 5,208,407
Registered investment companies	21,064,200
Self-directed common stocks	327,081
Self-directed registered investment companies	295,121
Self-directed bonds	11,453
Collective investment trusts	4,974,965
	\$ 31,881,227

Participants should refer to the fund prospectus or other investment document for information on a fund's investment risk, objective, fees and expenses.

#### Fair value of financial instruments

ASC 820, Fair Value Measurements (formerly FASB 157), defines fair value, establishes a consistent framework for measuring fair value and establishes a fair-value hierarchy based on the observability of inputs used to ensure fair value. These different levels of valuation hierarchy are described below:

- Level 1 –Quoted prices in active markets for identical, unrestricted assets or liabilities;
- Level 2 –Quoted prices for similar assets or liabilities in active markets or inputs other than quoted prices that are observable; and
  - Level 3 –Significant unobservable prices or inputs.

Following is a description of the valuation methodologies used for assets measured at fair value:

BOKF common stock, other common stocks and bonds: Valued at the closing price reported on the active market on which the individual securities are traded.

Registered investment companies: Valued at the net asset value (NAV) of shares held by the Plan at year end.

Collective investment trusts: Valued at the NAV of shares held by the Plan at year end. The NAV is provided by the collective investment trusts' trustee, which is Bank of Oklahoma, N.A., and is derived from market quotes for identical assets.

Stable asset fund: Fair value is determined by the independent fund manager, which is derived from quoted prices for similar assets or liabilities in active markets or other observable quoted prices.

Participant loans: Valued at amortized cost, which approximates fair value.



The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value at December 31, 2009:

	Assets at Fair Value as of December 31, 2009			
	Level 1	Level 2	Level 3	Total
BOKF common stock fund, other commons stocks, bonds and registered investment companies	\$ 148,028,198	\$-	\$-	\$ 148,028,198
Collective investment trusts	-	36,607,069	-	36,607,069
Stable asset fund	-	12,302,723	-	12,302,723
Participant loans	-	-	6,403,144	6,403,144
<b>Total assets at fair value</b>	<b>\$ 148,028,198</b>	<b>\$ 48,909,792</b>	<b>\$ 6,403,144</b>	<b>\$ 203,341,134</b>

The following table presents a reconciliation of Level 3 assets measured at fair value for the period January 1, 2009 to December 31, 2009:

	Participant Loans
Balance, beginning of year	\$5,230,652
Issuances and settlements, net	1,172,492
<b>Balance, end of year</b>	<b>\$6,403,144</b>

#### Note 4 – Stable Asset Fund

As described in Note 2, the Plan's investments include the SEI Stable Asset Fund (the Fund), a collective investment trust that invests in a variety of fully benefit responsive investment contracts such as guaranteed investment contracts (GICs), synthetic GICs, and separate account contracts issued by insurance companies and other financial institutions.

Traditional GICs are backed by the general account of the issuer and the Fund deposits a lump sum with the issuer and receives a guaranteed interest rate for a specified time. The issuer guarantees that all qualified participant withdrawals will occur at contract value (principal plus accrued interest). GICs generally do not permit issuers to terminate the agreement prior to the scheduled maturity date.

Separate account contracts are similar to traditional GICs, except that the underlying assets are held in a separate account contract for the benefit of the Fund. A synthetic GIC is an investment contract issued by an insurance company or bank, backed by a portfolio of bonds as well as other fixed income securities that are owned by the Fund. The issuer guarantees that all qualified separate account contracts and synthetic GIC withdrawals will occur at contract value.

The Fund expects that each unit will have a constant value of \$1.00, but there can be no assurance that a unit's value will remain constant at \$1.00. Unanticipated events such as a GIC issuer's inability to meet its obligations or significant withdrawal requests by participants in the Fund, could affect the recoverability of assets including the underlying investment securities of synthetic GICs.

The issuing companies' ability to meet their own obligations under the contracts may be affected by changes in Federal and state laws and regulations governing these industries, as well as the development of unfavorable economic



conditions and trends impacting the industries or specific companies that are party to the contracts. A substantial portion of the Fund's investment securities underlying synthetic GICs at December 31, 2009 were invested in commingled bond funds, mortgage-backed securities and asset-

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backed securities. Therefore, the Fund may be subject to greater risk than a fund that does not invest in these industries.

As described in Note 2, the statements of net assets available for benefits present the fair value of the Fund and the adjustment from fair value to contract value. The fair value of the Fund was \$12,302,723 and \$11,548,152 at December 31, 2009 and 2008, respectively. The adjustment from fair value to contract value was \$597,405 and \$1,121,274 at December 31, 2009 and 2008, respectively.

#### Note 5 – Income Tax Status

The Plan has received a determination letter from the Internal Revenue Service (IRS) dated March 31, 2008, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Subsequent to this determination by the Internal Revenue Service, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan Administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan, as amended, is qualified and the related trust is tax-exempt.

The portion of a participant's compensation contributed to the Plan as a pre-tax contribution and the Employers' matching contribution are generally not subject to Federal income tax when such contributions are credited to participant accounts. These amounts and any investment earnings may be included in the participant's gross taxable income for the year in which such amounts are withdrawn from the Plan.

#### Note 6 – Reconciliation of Financial Statements to the Form 5500

The following reconciles net assets available for benefits per the financial statements to the Form 5500:

	December 31,	
	2009	2008
Net assets available for benefits per the financial statements	\$205,095,308	\$150,487,738
Adjustment from contract value to fair value for fully benefit responsive contracts	(597,405 )	(1,121,274 )
Less: benefits payable	(12,654 )	(19,934 )
Net assets available for benefits per the Form 5500	\$204,485,249	\$149,346,530

The following is a reconciliation of net appreciation in value of investments per the financial statements to the Form 5500:

	December 31, 2009
Net appreciation in value of investments per the financial statements	\$31,881,227
Adjustment from contract value to fair value for fully benefit responsive contracts at end of year	(597,405 )
Adjustment from contract value to fair value for fully benefit responsive contracts at beginning of year	1,121,274

Net appreciation in value of investments to participants per the Form 5500

\$32,405,096

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The following is a reconciliation of benefit payments per the financial statements to the Form 5500:

	Year ended December 31, 2009
Benefit payments per the financial statements	\$ 11,197,465
Add: benefits payable at end of year	12,654
Less: benefits payable at beginning of year	(19,934 )
<b>Benefit payments to participants per the Form 5500</b>	<b>\$ 11,190,185</b>

Benefits payable are recorded on the Form 5500 for payments to participants that have been processed and approved for payment prior to December 31, but not yet paid.

#### Note 7 – 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 such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

#### Note 8 – Related Parties

The Plan holds investments in funds that are part of the Cavanal Hill mutual fund family.

Cavanal Hill Investment Management, Inc., a wholly owned subsidiary of Bank of Oklahoma, N.A. (BOK), is the administrator to and investment advisor for the Cavanal Hill Funds, a diversified, open-ended investment company established as a business trust under the Investment Company Act of 1940. BOK is custodian of investments owned by the Cavanal Hill Funds and BOSCO, Inc., a subsidiary of BOKF, is distributor of the Funds. A BOK executive officer serves on the Cavanal Hill Funds' board of trustees and BOK officers serve as president and secretary of the Cavanal Hill Funds. A majority of the members of the Cavanal Hill Funds' board of trustees are, however, independent of BOK and the Cavanal Hill Funds are managed by its board of trustees. Participants should refer to the Cavanal Hill Funds prospectus for additional information.

A portion of the Plan's assets are invested in BOKF stock. Since BOKF is the Plan Sponsor, investments involving BOKF stock qualify as party-in-interest transactions.

The Plan is authorized to include Bank of Oklahoma, N.A. Managed Allocation Portfolio (MAP) Target Funds as investment options. The MAP Funds include six different managed funds designed to meet different risk tolerances and years to retirement. The portfolios are comprised of different asset classes, capitalizations and investment styles. The Plan is authorized to include the Bank of Oklahoma, N.A. International Strategic Allocation Fund (SAF) as an international investment option. Cavanal Hill serves as investment advisor and BOK serves as custodian and administrator to the MAP Funds and SAF.

All the above transactions are exempt from prohibited transactions rules.

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SUPPLEMENTAL SCHEDULE

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## BOK FINANCIAL 401(k) PLAN

FORM 5500 SCHEDULE H; LINE 4i – SCHEDULE OF ASSETS  
(HELD AT END OF YEAR)

EIN: 73-0780382 PLAN #:002

December 31, 2009

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investments, Including Maturity Date, Rate of Interest, or Maturity Value	(e) Current Value
*	BOK Financial Corporation	BOKF Common Stock	\$26,371,069
*	Cavalan Hill Funds	Cash Management Fund	16,188,876
	SEI Funds	Stable Asset Fund	12,302,723
	American	Balanced Fund	5,376,435
		Growth Fund of America	9,088,525
	Neuberger and Berman	Genesis Trust Fund	22,768,266
	Dodge and Cox	Stock Fund	20,855,766
	Vanguard	Institutional Index	17,738,930
		Mid-Cap Index	2,762,141
	Columbia	Midcap Value Z Fund	4,049,820
	T Rowe Price	New Horizons	3,967,411
	Pimco	Total Return Institutional Fund	13,520,525
*	Bank of Oklahoma, N.A. Managed Allocation Portfolio (MAP)	MAP 2010 Fund	3,871,893
		MAP 2020 Fund	8,456,925
		MAP 2030 Fund	7,509,621
		MAP 2040 Fund	5,607,260
		MAP 2050 Fund	1,321,740
		MAP 2060 Fund	225,874
*	Bank of Oklahoma, N.A. Strategic Allocation Fund (SAF)	International Strategic Allocation Fund	9,613,756
			5,340,434

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Self-directed common stocks, bonds and registered investment companies	Common stocks, bonds and registered investment companies	
* Participant loans	Interest rates range from 3.25% to 11% for all of 2009	6,403,144
		\$203,341,134

\*Indicates Party-in-interest to the Plan.

Column (d) is not applicable as all investments are participant directed.