Planning YOUR FUTURE Begins Today




Preparing for
retirement is only
A FEW SIMPLE STEPS AWAY

Conrad Siegel
ACTUARIES

PLAN AHEAD TODAY
to achieve a financially secure retirement

Follow these simple steps to begin working toward your goal of significant retirement savings.

1 Learn the Advantages of a 403(b) Plan

2 Get Started Early

3 Decide How Much to Contribute

4 Identify Your Tolerance for Risk

5 Choose a Method of Investing Your Account

6 Confirm Your Investment Style

To Enroll, turn to the back of this packet and fill out your plan forms, then return them to your employer. Make sure you read your Summary Plan Description for more details on how your plan works.

Questions? If you have any questions, contact a **Conrad Siegel** *Actuaries* representative at 1-800-577-3675 (M-F 8:00 a.m to 6:00 p.m., Eastern time) or your Human Resources Department.

Congratulations! You have taken important steps in controlling your financial future.

Learn the ***ADVANTAGES*** of a 403(b) Plan

1

Savings made easy

The convenience of automatic payroll deductions makes it easy for you to save for your retirement. At predetermined times during the year, you can change the amount you contribute. As your pay increases, you can increase your contributions, giving you the potential to have more money available at retirement.

Professional management

Your account is invested in mutual funds that are monitored by an investment professional, giving you easy access to professional money management from the first dollar that you save.

Lower taxes

Federal income taxes are not withheld from your regular 403(b) contributions. For example, a $100 contribution may only cost you $85 in take-home pay (your actual deduction may be more or less depending on your income tax bracket, number of withholding allowances, etc.).

Ownership

The money you contribute to your 403(b) account always belongs to you. You take it with you when you retire or if you leave your employer.

Employer contributions

If your plan has employer contributions, your 403(b) account can grow even faster.

GET STARTED Early

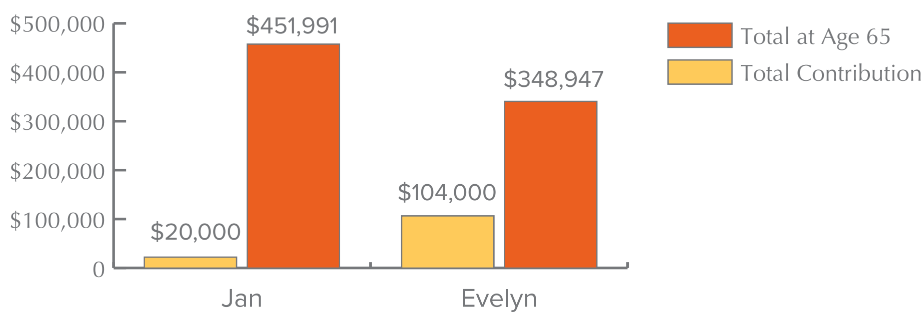
2

One of the basic principles of investing for retirement is to start investing as soon as possible. The amount of time your money is invested can have a considerable impact on the value of your account at retirement. Consider the following two investors who took different paths to retirement.

Jan started making contributions toward her retirement at age 21. She saved $2,000 a year to age 30, then stopped. Her total contribution was $20,000.

Evelyn, on the other hand, started her retirement savings at age 40. She saved $4,000 a year to age 65. Her total contribution was $104,000.

Both of the friends were invested similarly and received an average investment return of 8%. At age 65, Jan's $20,000 had grown to $451,991, and Evelyn's $104,000 had grown to $348,947.



Jan's money was invested for 45 years, while Evelyn's money was invested for only 26 years. So even though Jan contributed $84,000 less, she ended up with over $100,000 more at retirement!

When you are standing at the fork in the road deciding whether to start saving now or later, the more time you have to invest, the longer your investment can grow in value, so . . .

start investing today!

The example presented above is hypothetical and does not represent actual client accounts of **Conrad Siegel** *Actuaries* or **Conrad Siegel** *Investment Advisors, Inc.*

Decide ***HOW MUCH*** to Contribute

3

Do you know how much to save for retirement?

This worksheet is designed to help you decide just that. From the first column of the information chart at the right, find the number of years to your retirement and write it in at the bottom of the chart. Reading across the chart, find the corresponding numbers and write them in the bottom of the chart. You will need this information to complete the worksheet.

Years to Retirement	Income Factor*	Growth Factor**	Savings Factor**
5	13.92	1.47	5.87
10	16.08	2.16	14.49
15	18.72	3.17	27.15
20	21.72	4.66	45.76
25	25.08	6.85	73.11
30	29.16	10.06	113.28
35	33.72	14.79	172.32
40	39.12	21.72	259.06
your information →			

	Sample ***	My Estimate
Step 1: Write down your current annual income	$ 25,000	$ ________
Write down your **Income Factor** from the chart above and multiply your **Income Factor** by your current annual income	x 29.16	x ________
This is what your retirement savings need to be worth in order to replace your income, assuming 20 years of retirement.	$ 729,000	$ ________ A
If you want to account for a potential Social Security benefit at retirement, multiply your income by 0.25 for a rough estimate of your benefit (maximum of $30,156) and subtract from your current income before completing this line. For a more accurate estimate, call your local Social Security office, or go to www.ssa.gov/planners/calculators.htm to use one of their calculators.		
Step 2: Write down the value of any IRAs, retirement plan balances, and other investments	$ 20,000	$ ________
Write down your **Growth Factor** from the chart above and multiply your current savings by your **Growth Factor**	x 10.06	x ________
This is the amount your current savings may be worth at retirement	$ 201,200	$ ________ B
Step 3: Subtract line **B** from line **A**	$ 527,800	$ ________ C
Write down your **Savings Factor** from the chart above and divide Line **C** by your **Savings Factor**	÷ 113.28	÷ ________
This is the amount you need to save each year until you retire	$ 4,659.25	$ ________ D
If you contribute to your retirement plan each week, divide Line **D** by 52 to determine what you need to save each week. If you contribute to your retirement plan every other week, divide Line **D** by 26 to determine what you need to save each pay period. Please keep in mind that this figure does not take into consideration any employer contribution.		$ ________

Congratulations!

You have just figured out how much you need to save for retirement.

*Assume 3% annual inflation.

**Assume 8% annual investment return. Note that your return may be more or less. This worksheet is to be used only as a guide. Actual numbers may vary depending on actual return rates, other investments you may own, actual retirement expenses, and the future level of Social Security benefits.

***Assume 30 years until retirement.

Identify Your *TOLERANCE FOR RISK*

4

Once you decide to take advantage of your retirement plan, you will need to choose the funds in which you want to invest under the plan. Your investment choices will depend on what type of investor you are, or your **Investment Style**—conservative, aggressive, or somewhere in between. This worksheet is designed to help make that decision. Once you know your Investment Style, you can select what investments are best for you. **Read each question below and write the number (1 through 5) that best answers the question in the space provided.**

How old are you?

1 60 or better
2 50-59
3 40-49
4 30-39
5 Younger than 30

YOUR ANSWER: ________

How many years from now do you expect to start withdrawing money from this account?

1 Fewer than 5 years
2 5-10 years
3 11-15 years
4 16-20 years
5 21 years or more

YOUR ANSWER: ________

When it comes to investing in stocks, bonds, or mutual funds, how would you describe yourself?

1 Very inexperienced
2 Somewhat inexperienced
3 Somewhat experienced
4 Experienced
5 Very experienced

YOUR ANSWER: ________

How would your family or best friends describe your attitude toward risk?

1 I avoid risk
2 I am somewhat cautious
3 I am in between (neither cautious nor a risk taker)
4 I am willing to take risks after doing enough research
5 I am a real risk taker

YOUR ANSWER: ________

The following are five different hypothetical investments of $10,000. Given the best and worst case account balances at the end of the first year, I would choose to invest my money in the following:

	Worst Case	Best Case
1 Investment A	$ 10,100	$ 10,500
2 Investment B	$ 9,175	$ 11,425
3 Investment C	$ 8,250	$ 12,350
4 Investment D	$ 7,325	$ 13,275
5 Investment E	$ 6,400	$ 14,200

The maximum gain or loss on an investment is impossible to predict. The ranges shown above are hypothetical and are designed solely to gauge an investor's risk tolerance.

YOUR ANSWER: ________

Add your five answers and enter the
TOTAL HERE

Find your score on the chart below to give you a better understanding of your Investment Style.

5 ······ 10 ······ 15 ······ 20 ······ 25 ······

Conservative	Moderate	Balanced	Growth	Aggressive*

Less Risk — *More Risk*

* Most investors who score at or near 25 on this risk quiz will tend to be most comfortable categorizing themselves as "Growth" investors. Certain individuals who feel that they are very comfortable with the increased risk associated with investing 100% of their retirement plan assets in the stock market may want to consider categorizing themselves as "Aggressive" investors.

Neither the five questions nor your total score is meant to tell you which investment to choose. Rather, this worksheet is intended to help you better understand your objectives and risk tolerance.

Choose a Method of ***INVESTING*** Your Account

5

Investing your account is an important decision. Do you want to choose an investment portfolio where a professional makes decisions for your retirement account, or do you want to create your own portfolio and select investments from a list of funds offered under your plan?

Option A

Professionally Managed Solution – Investment Portfolios

If you would rather have an investment professional decide how to invest your account, you can choose an investment portfolio based on your Investment Style. Each portfolio provides a diversified group of asset classes and is automatically rebalanced each quarter.

1. Go to **Confirm Your Investment Style** (step 6) to confirm your Investment Style.
2. Then complete the Enrollment Form at the back of this booklet. Under the **Investment Election** section, make certain to choose the Investment Portfolio that suits your Investment Style.*

Option B

Employee Managed Solution – Create Your Own Portfolio

You will be creating your own asset allocation for your account, which you should periodically review and rebalance. Based on your Investment Style, you can start with the mix of one of the investment portfolios if you like and modify as necessary.

1. Go to the **Confirm Your Investment Style** (step 6) for guidance on typical asset allocations among the various asset classes.
2. Then complete the **Enrollment Form** at the back of this booklet.*

*If you want to learn more about the investment options available through your plan, please refer to the investment information provided later in this booklet.

Confirm Your *INVESTMENT STYLE*

6

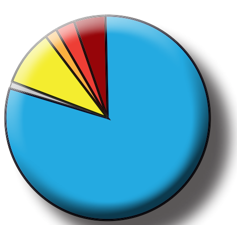
Sample Asset Allocations are shown below based on your Investment Style from Step 4 "Identify Your Tolerance for Risk" in this booklet.

Conservative

The goal of this asset allocation should be current income and preservation of capital. This can be appropriate for those approaching retirement or who otherwise have a relatively short-term investment horizon, and those with uneasiness about fluctuations in account values.

Average Annualized Return*

1993-2012	7.02%
Best Year	20.30%
Worst Year	-6.99%



Asset Allocation

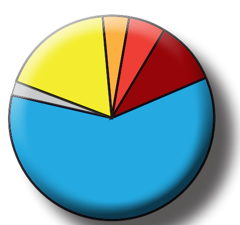
80%	Fixed Income**
9%	Large Cap Stocks
2%	Mid Cap Stocks
3%	Small Cap Stocks
5%	Foreign Stocks
1%	Real Estate

Moderate

The goal of this asset allocation should be current income with a moderate level of asset growth. This can be appropriate for those with an investment time horizon of approximately 5 years and those that realize they can be slightly more aggressive and tolerate some degree of account fluctuation.

Average Annualized Return*

1993-2012	7.56%
Best Year	26.17%
Worst Year	-16.48%



Asset Allocation

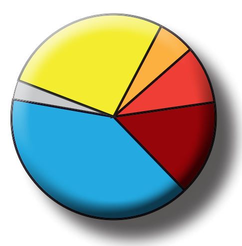
60%	Fixed Income**
18%	Large Cap Stocks
4%	Mid Cap Stocks
6%	Small Cap Stocks
10%	Foreign Stocks
2%	Real Estate

Balanced

The goal of this asset allocation should be a balance of asset growth with a fair amount of current income. This can be appropriate for those with a time horizon of at least 10 years, which is a full market cycle. These individuals realize that retirement is far enough away that they can ride out any account fluctuations.

Average Annualized Return*

1993-2012	7.95%
Best Year	36.14%
Worst Year	-25.37%



Asset Allocation

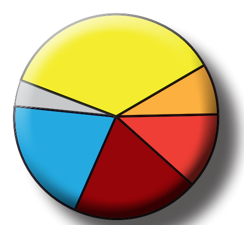
40%	Fixed Income**
27%	Large Cap Stocks
6%	Mid Cap Stocks
9%	Small Cap Stocks
15%	Foreign Stocks
3%	Real Estate

Growth

The goal of this asset allocation should be asset growth. This can be appropriate for those with a long-term investment horizon. These individuals realize that the portfolio will have a higher level of volatility, but that over the long term, this increased volatility can translate into higher returns.

Average Annualized Return*

1993-2012	8.20%
Best Year	46.62%
Worst Year	-33.66%



Asset Allocation

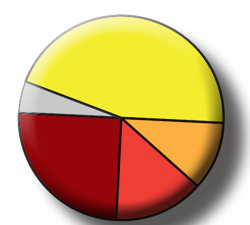
20%	Fixed Income**
36%	Large Cap Stocks
8%	Mid Cap Stocks
12%	Small Cap Stocks
20%	Foreign Stocks
4%	Real Estate

Aggressive

The goal of this asset allocation should be asset growth. Those individuals investing in this manner realize that this portfolio will have the highest level of volatility, but that over the long term, this increased volatility can translate into higher returns.

Average Annualized Return*

1993-2012	8.30%
Best Year	57.67%
Worst Year	-41.43%



Asset Allocation

0%	Fixed Income**
45%	Large Cap Stocks
11%	Mid Cap Stocks
14%	Small Cap Stocks
25%	Foreign Stocks
5%	Real Estate

* Past performance is based on combined returns of the underlying asset classes listed below, as represented by appropriate benchmark indices. The performance numbers assume the allocations are rebalanced quarterly. Comparisons made to the benchmark indices are for illustrative purposes only.

** Fixed Income includes both money market and bonds.

The asset allocations shown above are not recommendations for any particular investment—they are hypothetical asset allocations based on an established approach to investing only.

In applying a particular asset allocation model to your situation, you should consider other assets, income, and investments (e.g. equity in a home, IRA investments, savings accounts, and interests in other qualified and nonqualified plans) in addition to your interest in the plan. It is important to periodically review your investment strategy and the investments that you have selected to ensure that they continue to be consistent with your investment goals. An investor's shares, when redeemed, may be worth more or less than their original cost.

The Academy of Natural Sciences Defined Contribution 403(b) Retirement Plan
Annual Participant Investment Disclosure as of March 31, 2013

Whether you will have adequate savings at retirement will depend in large part on how much you choose to save and how you invest your savings. The following information is being provided to you to assist you in comparing the designated investment options available under your retirement plan, and to meet the Department of Labor's participant disclosure requirements. It shows how these options have performed over time and allows you to compare them with an appropriate benchmark for the same time periods. Past performance does not guarantee how the investment option will perform in the future. Your investment in these options could lose money. If you want additional information about your investment options (including each option's objectives and risks, portfolio holdings and turnover), you can go to the specific Internet web site address shown below, or you can contact **Conrad Siegel** *Actuaries* at 501 Corporate Circle, P.O. Box 5900, Harrisburg, PA 17110, (800) 577-3675. A free paper copy of the information available on the Web sites can be obtained by contacting **Conrad Siegel** *Actuaries* at (800) 577-3675.

HISTORICAL INVESTMENT PERFORMANCE *			**Annualized Performance**		
Fund Name (Ticker)	**Year to Date Performance**	1 Year	5 Year	10 Year	Since Inception
Schwab Retirement Advantage Money (SWIXX)	**0.00%**	**0.01%**	**0.37%**	**1.65%**	**3.03%**
Benchmark – Closest Match: ML US Treasury Bill 3 Mon	0.02%	0.12%	0.35%	1.76%	3.17%
Benchmark – Broad Market: ML US Treasury Bill 3 Mon	0.02%	0.12%	0.35%	1.76%	3.17%

Fund Information

Investment Category: Money Market
Expense Ratio: 0.49%
Total Annual Expense per $1,000 Invested: $4.90
Web Address: http://www.schwab.com

Shareholder Fees and Restrictions†

Front-End Load:	Back-End Load:	12b-1 Fee:	Redemption Fee:
0.00%	0.00%	0.00%	0.00%

Fund Name (Ticker)	**Year to Date Performance**	1 Year	5 Year	10 Year	Since Inception
Short Duration Fixed Income Allocation	**0.18%**	**N/A**	**N/A**	**N/A**	**1.23%**
Benchmark – Closest Match: Barclays Govt/Credit 1-3 Yr TR USD	0.20%	1.10%	2.37%	3.06%	N/A
Benchmark – Broad Market: Barclays Aggregate Bond TR	-0.12%	3.77%	5.47%	5.03%	N/A

Fund Information

Investment Category: Fixed Income
Expense Ratio: 0.33%
Total Annual Expense per $1,000 Invested: $3.30
Web Address: http://www.my-benefit-info.com

Shareholder Fees and Restrictions†

Front-End Load:	Back-End Load:	12b-1 Fee:	Redemption Fee:
N/A	N/A	N/A	0.00%

Fund Name (Ticker)	**Year to Date Performance**	1 Year	5 Year	10 Year	Since Inception
American Century Government Bond (CPTNX)	**-0.08%**	**2.36%**	**4.64%**	**4.44%**	**7.23%**
Benchmark – Closest Match: Spliced Benchmark	-0.11%	2.54%	4.13%	3.86%	N/A
Benchmark – Broad Market: Barclays Aggregate Bond TR	-0.12%	3.77%	5.47%	5.03%	N/A

Fund Information

Investment Category: Intermediate Government
Expense Ratio: 0.48%
Total Annual Expense per $1,000 Invested: $4.80
Web Address: http://www.americancentury.com

Shareholder Fees and Restrictions†

Front-End Load:	Back-End Load:	12b-1 Fee:	Redemption Fee:
0.00%	0.00%	0.00%	0.00%

Fund Name (Ticker)	**Year to Date Performance**	1 Year	5 Year	10 Year	Since Inception
Vanguard Total Bond Market Index (VBTSX)	**-0.06%**	**3.81%**	**5.43%**	**4.99%**	**5.88%**
Benchmark – Closest Match: Barclays Aggregate Bond TR	-0.12%	3.77%	5.47%	5.03%	5.89%
Benchmark – Broad Market: Barclays Aggregate Bond TR	-0.12%	3.77%	5.47%	5.03%	5.89%

Fund Information

Investment Category: Intermediate-Term Bond
Expense Ratio: 0.10%
Total Annual Expense per $1,000 Invested: $1.00
Web Address: http://www.vanguard.com

Shareholder Fees and Restrictions†

Front-End Load:	Back-End Load:	12b-1 Fee:	Redemption Fee:
0.00%	0.00%	0.00%	0.00%

If you sell shares of this fund, you may not purchase back into this fund for 60 days.

The Academy of Natural Sciences Defined Contribution 403(b) Retirement Plan
Annual Participant Investment Disclosure as of March 31, 2013

HISTORICAL INVESTMENT PERFORMANCE * Fund Name (Ticker)	Year to Date Performance	1 Year	Annualized Performance 5 Year	Annualized Performance 10 Year	Annualized Performance Since Inception
Vanguard 500 Index (VIFSX)	**10.60%**	**13.94%**	**5.83%**	**8.49%**	**4.76%**
Benchmark – Closest Match: S&P 500 TR	10.61%	13.96%	5.81%	8.53%	5.09%
Benchmark – Broad Market: S&P 500 TR	10.61%	13.96%	5.81%	8.53%	5.09%

Fund Information

Investment Category: Large Blend
Expense Ratio: 0.05%
Total Annual Expense per $1,000 Invested: $0.50
Web Address: http://www.vanguard.com

Shareholder Fees and Restrictions†

Front-End Load:	Back-End Load:	12b-1 Fee:	Redemption Fee:
0.00%	0.00%	0.00%	0.00%

If you sell shares of this fund, you may not purchase back into this fund for 60 days.

Fund Name (Ticker)	Year to Date Performance	1 Year	5 Year	10 Year	Since Inception
Vanguard Value Index (VVISX)	**12.24%**	**16.87%**	**4.75%**	**9.28%**	**0.83%**
Benchmark – Closest Match: Spliced Benchmark	12.25%	16.94%	4.40%	8.94%	0.65%
Benchmark – Broad Market: S&P 500 TR	10.61%	13.96%	5.81%	8.53%	2.65%

Fund Information

Investment Category: Large Value
Expense Ratio: 0.10%
Total Annual Expense per $1,000 Invested: $1.00
Web Address: http://www.vanguard.com

Shareholder Fees and Restrictions†

Front-End Load:	Back-End Load:	12b-1 Fee:	Redemption Fee:
0.00%	0.00%	0.00%	0.00%

If you sell shares of this fund, you may not purchase back into this fund for 60 days.

Fund Name (Ticker)	Year to Date Performance	1 Year	5 Year	10 Year	Since Inception
Vanguard Growth Index (VIGSX)	**9.28%**	**10.98%**	**7.39%**	**8.50%**	**4.85%**
Benchmark – Closest Match: Spliced Benchmark	9.29%	11.07%	7.46%	8.81%	4.93%
Benchmark – Broad Market: S&P 500 TR	10.61%	13.96%	5.81%	8.53%	2.65%

Fund Information

Investment Category: Large Growth
Expense Ratio: 0.10%
Total Annual Expense per $1,000 Invested: $1.00
Web Address: http://www.vanguard.com

Shareholder Fees and Restrictions†

Front-End Load:	Back-End Load:	12b-1 Fee:	Redemption Fee:
0.00%	0.00%	0.00%	0.00%

If you sell shares of this fund, you may not purchase back into this fund for 60 days.

Fund Name (Ticker)	Year to Date Performance	1 Year	5 Year	10 Year	Since Inception
Vanguard Mid Cap Index (VMISX)	**12.86%**	**15.45%**	**8.06%**	**11.89%**	**4.97%**
Benchmark – Closest Match: Spliced Benchmark	13.34%	15.96%	8.18%	11.20%	5.16%
Benchmark – Broad Market: S&P Midcap 400 TR	13.45%	17.83%	9.85%	12.45%	6.99%

Fund Information

Investment Category: Mid-Cap Blend
Expense Ratio: 0.10%
Total Annual Expense per $1,000 Invested: $1.00
Web Address: http://www.vanguard.com

Shareholder Fees and Restrictions†

Front-End Load:	Back-End Load:	12b-1 Fee:	Redemption Fee:
0.00%	0.00%	0.00%	0.00%

If you sell shares of this fund, you may not purchase back into this fund for 60 days.

Fund Name (Ticker)	Year to Date Performance	1 Year	5 Year	10 Year	Since Inception
Vanguard Small Cap Index (VSISX)	**12.85%**	**18.10%**	**9.78%**	**12.79%**	**6.14%**
Benchmark – Closest Match: MSCI US Small Cap 1750 GR USD	12.85%	18.09%	9.67%	12.89%	6.15%
Benchmark – Broad Market: Russell 2000 TR	12.39%	16.30%	8.24%	11.52%	4.51%

Fund Information

Investment Category: Small Blend
Expense Ratio: 0.10%
Total Annual Expense per $1,000 Invested: $1.00
Web Address: http://www.vanguard.com

Shareholder Fees and Restrictions†

Front-End Load:	Back-End Load:	12b-1 Fee:	Redemption Fee:
0.00%	0.00%	0.00%	0.00%

If you sell shares of this fund, you may not purchase back into this fund for 60 days.

The Academy of Natural Sciences Defined Contribution 403(b) Retirement Plan
Annual Participant Investment Disclosure as of March 31, 2013

HISTORICAL INVESTMENT PERFORMANCE * Fund Name (Ticker)	Year to Date Performance	1 Year	Annualized Performance 5 Year	10 Year	Since Inception
Vanguard Total Int'l Stock Index (VTSGX)	**3.00%**	**8.73%**	**-0.61%**	**10.65%**	**4.75%**
Benchmark – Closest Match: Spliced Benchmark	3.17%	8.37%	-1.44%	9.39%	3.43%
Benchmark – Broad Market: MSCI EAFE NR USD	5.13%	11.26%	-0.89%	9.69%	4.62%

Fund Information

Investment Category: Foreign Large Blend
Expense Ratio: 0.16%
Total Annual Expense per $1,000 Invested: $1.60
Web Address: http://www.vanguard.com

Shareholder Fees and Restrictions†

Front-End Load:	Back-End Load:	12b-1 Fee:	Redemption Fee:
0.00%	0.00%	0.00%	0.00%

If you sell shares of this fund, you may not purchase back into this fund for 60 days.

Fund Name (Ticker)	Year to Date Performance	1 Year	5 Year	10 Year	Since Inception
DFA International Small Cap Value (DISVX)	**7.91%**	**13.03%**	**1.67%**	**14.37%**	**7.43%**
Benchmark – Closest Match: Spliced Benchmark	8.43%	13.29%	2.06%	10.62%	N/A
Benchmark – Broad Market: MSCI EAFE NR USD	5.13%	11.26%	-0.89%	9.69%	4.92%

Fund Information

Investment Category: Foreign Small/Mid Value
Expense Ratio: 0.71%
Total Annual Expense per $1,000 Invested: $7.10
Web Address: http://www.dfaus.com

Shareholder Fees and Restrictions†

Front-End Load:	Back-End Load:	12b-1 Fee:	Redemption Fee:
0.00%	0.00%	0.00%	0.00%

Fund Name (Ticker)	Year to Date Performance	1 Year	5 Year	10 Year	Since Inception
DFA Emerging Markets Core Equity (DFCEX)	**-0.87%**	**3.79%**	**3.40%**	**N/A**	**11.29%**
Benchmark – Closest Match: MSCI EM NR USD	-1.62%	1.96%	1.09%	17.05%	10.84%
Benchmark – Broad Market: MSCI EAFE NR USD	5.13%	11.26%	-0.89%	9.69%	4.22%

Fund Information

Investment Category: Diversified Emerging Mkts
Expense Ratio: 0.68%
Total Annual Expense per $1,000 Invested: $6.80
Web Address: http://www.dfaus.com

Shareholder Fees and Restrictions†

Front-End Load:	Back-End Load:	12b-1 Fee:	Redemption Fee:
0.00%	0.00%	0.00%	0.00%

Fund Name (Ticker)	Year to Date Performance	1 Year	5 Year	10 Year	Since Inception
DFA Real Estate Securities (DFREX)	**7.55%**	**14.24%**	**6.81%**	**12.05%**	**10.50%**
Benchmark – Closest Match: DJ US Select REIT TR USD	7.04%	13.19%	6.07%	12.10%	11.16%
Benchmark – Broad Market: S&P 500 TR	10.61%	13.96%	5.81%	8.53%	8.65%

Fund Information

Investment Category: Real Estate
Expense Ratio: 0.22%
Total Annual Expense per $1,000 Invested: $2.20
Web Address: http://www.dfaus.com

Shareholder Fees and Restrictions†

Front-End Load:	Back-End Load:	12b-1 Fee:	Redemption Fee:
0.00%	0.00%	0.00%	0.00%

Fund Name (Ticker)	Year to Date Performance	1 Year	5 Year	10 Year	Since Inception
Conrad Siegel Conservative Portfolio	**1.90%**	**4.46%**	**N/A**	**N/A**	**5.23%**
Benchmark – Closest Match: Blend of Various Indexes	1.87%	4.50%	N/A	N/A	5.15%
Benchmark – Broad Market: S&P 500 TR	10.61%	13.96%	5.81%	8.53%	13.75%

Fund Information

Investment Category: Investment Portfolio
Expense Ratio: 0.35%
Total Annual Expense per $1,000 Invested: $3.50
Web Address: http://www.my-benefit-info.com

Shareholder Fees and Restrictions†

Front-End Load:	Back-End Load:	12b-1 Fee:	Redemption Fee:
N/A	N/A	N/A	0.00%

The Academy of Natural Sciences Defined Contribution 403(b) Retirement Plan
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HISTORICAL INVESTMENT PERFORMANCE *			**Annualized Performance**		
Fund Name (Ticker)	**Year to Date Performance**	1 Year	5 Year	10 Year	Since Inception
Conrad Siegel Moderate Portfolio	**3.78%**	**6.96%**	**N/A**	**N/A**	**7.71%**
Benchmark – Closest Match: Blend of Various Indexes	3.77%	6.97%	N/A	N/A	7.64%
Benchmark – Broad Market: S&P 500 TR	10.61%	13.96%	5.81%	8.53%	13.75%

Fund Information

Investment Category: Investment Portfolio
Expense Ratio: 0.30%
Total Annual Expense per $1,000 Invested: $3.00
Web Address: http://www.my-benefit-info.com

Shareholder Fees and Restrictions†

Front-End Load:	Back-End Load:	12b-1 Fee:	Redemption Fee:
N/A	N/A	N/A	0.00%

Conrad Siegel Balanced Portfolio	**5.63%**	**9.25%**	**N/A**	**N/A**	**9.83%**
Benchmark – Closest Match: Blend of Various Indexes	5.65%	9.21%	N/A	N/A	9.77%
Benchmark – Broad Market: S&P 500 TR	10.61%	13.96%	5.81%	8.53%	13.75%

Fund Information

Investment Category: Investment Portfolio
Expense Ratio: 0.26%
Total Annual Expense per $1,000 Invested: $2.60
Web Address: http://www.my-benefit-info.com

Shareholder Fees and Restrictions†

Front-End Load:	Back-End Load:	12b-1 Fee:	Redemption Fee:
N/A	N/A	N/A	0.00%

Conrad Siegel Growth Portfolio	**7.52%**	**11.51%**	**N/A**	**N/A**	**11.90%**
Benchmark – Closest Match: Blend of Various Indexes	7.56%	11.47%	N/A	N/A	11.88%
Benchmark – Broad Market: S&P 500 TR	10.61%	13.96%	5.81%	8.53%	13.75%

Fund Information

Investment Category: Investment Portfolio
Expense Ratio: 0.22%
Total Annual Expense per $1,000 Invested: $2.20
Web Address: http://www.my-benefit-info.com

Shareholder Fees and Restrictions†

Front-End Load:	Back-End Load:	12b-1 Fee:	Redemption Fee:
N/A	N/A	N/A	0.00%

Conrad Siegel Aggressive Portfolio	**9.29%**	**13.54%**	**N/A**	**N/A**	**13.48%**
Benchmark – Closest Match: Blend of Various Indexes	9.35%	13.45%	N/A	N/A	13.53%
Benchmark – Broad Market: S&P 500 TR	10.61%	13.96%	5.81%	8.53%	13.75%

Fund Information

Investment Category: Investment Portfolio
Expense Ratio: 0.18%
Total Annual Expense per $1,000 Invested: $1.80
Web Address: http://www.my-benefit-info.com

Shareholder Fees and Restrictions†

Front-End Load:	Back-End Load:	12b-1 Fee:	Redemption Fee:
N/A	N/A	N/A	0.00%

The Academy of Natural Sciences Defined Contribution 403(b) Retirement Plan
Annual Participant Investment Disclosure as of March 31, 2013

Please visit www.my-benefit-info.com for a glossary of investment terms relevant to the investment options under this plan. This glossary is intended to help you better understand your options.

The cumulative effect of fees and expenses can substantially reduce the growth of your retirement savings. Visit the Department of Labor's Web site for an example showing the long-term effect of fees and expenses at http://www.dol.gov/ebsa/publications/401k_employee.html. Fees and expenses are only one of many factors to consider when you decide to invest in an option. You may also want to think about whether an investment in a particular option, along with your other investments, will help you achieve your financial goals.

A fund prospectus for most investment funds can be downloaded and viewed via the Internet at the Web site addresses shown. In addition, you may request a fund prospectus by contacting Benefit Information Services at 1-800-577-3675, or by e-mailing bis@conradsiegel.com. Be sure to include your name, address, and plan name.

***** N/A appears under investment performance when the fund's inception is more recent than the time period listed. If an investment option has an inception date of less than one year, the Since Inception return is not annualized.

†Front-end and back-end loads are almost always waived for retirement plans. If you see an 'N/A' in the Shareholder Fees and Restrictions section, please visit www.my-benefit-info.com for more information.

The foregoing information represents the performance of the identified funds as reported by independent sources we believe to be reliable, but we do not guarantee the accuracy of such information. The foregoing performance does not represent the investment performance of any actual portfolio, but rather the performance of mutual funds and index funds that are available to the participants of your employee benefit plan. Performance of individual portfolios varies based upon the combination of funds included in a particular portfolio. Participants individual fund performance may vary. Performance information is provided by Charles Schwab Bank, Vanguard, Galliard Capital Management, Wells Fargo, and/or Morningstar, Inc.

A blended benchmark may be used for comparison purposes for funds that invest in both stocks and bonds. The blended benchmark consists of an appropriate mix of indexes in accordance with the particular fund's split between stocks and bonds.

It is the intent to use meaningful benchmarks for comparison purposes. Spliced benchmarks may be used when more than one benchmark has been utilized for the fund over the presented time period.

The Academy of Natural Sciences Defined Contribution 403(b) Retirement Plan
Annual Participant Plan Disclosure

The following information is being provided to you to meet the Department of Labor's disclosure requirements.

How to Make an Election

After reviewing the Annual Participant Investment Disclosure, if you are interested in making investment changes, these changes can be made daily at www.my-benefit-info.com or by calling (800) 577-3675.

Administrative Costs

The administrative service provider, Custodian, and investment advisor charge for the services they provide to the Plan. There may also be legal and auditing charges. These costs are generally paid by your employer. In the future, if it is decided to have the Plan pay any of these costs, they will be allocated to participants' accounts on a pro rata basis.

Certain costs will be deducted from your account if or when you request a particular service, as follows:

- An amount of $150.00 will be deducted from your account as payment of any loan origination fee.

Plan Administrator

The Plan Administrator is available to answer any questions about the Plan. The Plan Administrator is:

David Rusenko
1900 Benjamin Franklin Parkway
Philadelphia, PA 19103
Telephone:

The Academy of Natural Sciences Defined Contribution 403(b) Retirement Plan
Investment Option Descriptions

Fund Name (Ticker)	Investment Objective/Strategy
Schwab Retirement Advantage Money (SWIXX)	The Fund seeks to provide current income and stability of investment value while allowing the investment to be easily converted to cash. The Fund invests in high-quality short-term investments, such as certificates of deposit (CDs) and bank notes. Money is invested in only U.S. and foreign securities with the highest credit ratings, which typically carry low risk.
Short Duration Fixed Income Allocation	The Allocation seeks current income by investing in up to five underlying fixed income funds. The five funds are the Schwab Government Money Market Fund (25% - 75%), the Vanguard Short-Term Investment Grade Fund (0%-50%), the Vanguard GNMA Fund (0%- 50%), the DFA One-Year Fixed Income Fund (0%-50%), and the Eaton Vance Floating Rate Advantage Fund A (0%-25%). The Short Duration Fixed Income Allocation is expected under most market conditions to maintain a short-term maturity and duration.
American Century Government Bond (CPTNX)	The Fund seeks to provide current income. The Fund invests at least 80% of its assets in U.S. government bonds, including U.S. Treasury bonds and other bonds issued or backed by the U.S. government. The Fund may also invest in government debt associated with mortgage loans. Income is generated from bond interest paid by the government.
Vanguard Total Bond Market Index (VBTSX)	The Fund seeks to track the performance of its benchmark, the Barclays Capital US Aggregate Bond Index. The Fund invests by sampling the index, meaning that it holds a range of securities that, in the aggregate, approximates the full Index of key risk factors and other characteristics. All of the Fund's investments will be selected through the sampling process, and at least 80% of the Fund's assets will be invested in bonds held in the index. The Fund's management looks to maintain a dollar-weighted average maturity consistent with that of the Index.
Vanguard 500 Index (VIFSX)	The Fund seeks to provide performance that is similar to that of the Standard & Poor's 500 Index (a group of 500 leading U.S. companies from a broad range of industries meant to represent a cross-section of the stock market). The Fund invests substantially all of its assets in the stocks that make up the Index. The Fund may also make certain investments that it believes will help minimize the Fund's operating expenses.
Vanguard Value Index (VVISX)	The Fund seeks to track the performance of a benchmark index that measures the investment return of large-capitalization value stocks by employing a "passive management" - or indexing - investment approach. The Fund attempts to replicate the target index by investing all, or substantially all, of its assets in the stocks that make up the index.
Vanguard Growth Index (VIGSX)	The Fund seeks to track the performance of a benchmark index that measures the investment return of large-capitalization growth stocks. The Fund employs a “passive management”—or indexing—investment approach designed to track the performance of the MSCI US Prime Market Growth Index, a broadly diversified index predominantly made up of growth stocks of large U.S. companies. The Fund 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.

The Academy of Natural Sciences Defined Contribution 403(b) Retirement Plan
Investment Option Descriptions

Fund Name (Ticker)	Investment Objective/Strategy
Vanguard Mid Cap Index (VMISX)	The Fund seeks to provide returns similar to those of the MSCI (Morgan Stanley Capital International) U.S. Mid Cap 450 Index (a broadly-diversified group of 450 widely-traded stocks of medium-sized companies in the U.S. that is meant to represent a cross-section of mid-cap stocks). The Fund invests substantially all of its assets in the companies that make up the Index. The Fund may also make certain investments that it believes will help minimize the Fund's operating expenses.
Vanguard Small Cap Index (VSISX)	The Fund seeks to track the performance of the MSCI U.S. Small Cap 1750 index which measures the investment return of small-capitalization stocks. The Fund 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.
Vanguard Total Int'l Stock Index (VTSGX)	The Fund seeks to track the performance of a benchmark index that measures the investment return of stocks issued by companies located in developed and emerging markets, excluding the United States. The Fund employs a “passive management”—or indexing—investment approach designed to track the performance of the MSCI All Country World ex. USA Investable Market Index.
DFA International Small Cap Value (DISVX)	The Fund seeks to provide long-term capital appreciation. The Fund invests in value stocks of small companies located outside of the U.S. These are stocks that the Fund believes are undervalued and may increase in value over time. Value stocks tend to trade at lower prices relative to the net worth of the company.
DFA Emerging Markets Core Equity (DFCEX)	The Fund seeks to provide long-term investment growth. It invests mainly in a broad and diverse group of securities, with an increased exposure to securities of small cap issuers and securities that it considers to be value securities. The goal is to take advantage of these new markets while they are still experiencing a lot of growth, before they become an established market. The Fund currently invests in companies in Brazil, Chile, China, Czech Republic, Hungary, India, Indonesia, Israel, Malaysia, Mexico, Philippines, Poland, South Africa, South Korea, Taiwan, Thailand, and Turkey.
DFA Real Estate Securities (DFREX)	The Fund seeks to provide long-term capital appreciation. The Fund invests in Real Estate Investment Trusts ("REITs"), which are securities that sell like stocks on the major exchanges and invest in real estate directly, either through properties or mortgages. The Fund seeks stocks that it believes are under-priced and are likely to increase in value over time.

The Academy of Natural Sciences Defined Contribution 403(b) Retirement Plan
Investment Option Descriptions

Fund Name (Ticker)	Investment Objective/Strategy
Conrad Siegel Conservative Portfolio	The Portfolio is based on the following allocation: 20% Schwab Retirement Advantage Money Fund, 60% American Century Government Bond Fund, 2% Vanguard Growth Index Fund Signal Shares, 4% Vanguard 500 Index Fund Signal Shares, 2% Vanguard Value Index Fund Signal Shares, 2% Vanguard Mid Cap Index Fund Signal Shares, 3% Vanguard Small Cap Index Fund Signal Shares, 3% Vanguard Total International Stock Index Fund Signal Shares, 2% DFA International Small Cap Value Fund, 1% DFA Emerging Markets Core Equity Fund, 1% DFA Real Estate Securities Fund. The Portfolio is rebalanced on the third Wednesday of the third month of each calendar quarter. The Portfolio is currently benchmarked to a proportionate blend of the benchmarks of the underlying funds.
Conrad Siegel Moderate Portfolio	The Portfolio is based on the following allocation: 10% Schwab Retirement Advantage Money Fund, 50% American Century Government Bond Fund, 5% Vanguard Growth Index Fund Signal Shares, 8% Vanguard 500 Index Fund Signal Shares, 5% Vanguard Value Index Fund Signal Shares, 4% Vanguard Mid Cap Index Fund Signal Shares, 6% Vanguard Small Cap Index Fund Signal Shares, 5% Vanguard Total International Stock Index Fund Signal Shares, 3% DFA International Small Cap Value Fund, 2% DFA Emerging Markets Core Equity Fund, 2% DFA Real Estate Securities Fund. The Portfolio is rebalanced on the third Wednesday of the third month of each calendar quarter. The Portfolio is currently benchmarked to a proportionate blend of the benchmarks of the underlying funds.
Conrad Siegel Balanced Portfolio	The Portfolio is based on the following allocation: 5% Schwab Retirement Advantage Money Fund, 35% American Century Government Bond Fund, 7% Vanguard Growth Index Fund Signal Shares, 13% Vanguard 500 Index Fund Signal Shares, 7% Vanguard Value Index Fund Signal Shares, 7% Vanguard Mid Cap Index Fund Signal Shares, 8% Vanguard Small Cap Index Fund Signal Shares, 7% Vanguard Total International Stock Index Fund Signal Shares, 5% DFA International Small Cap Value Fund, 3% DFA Emerging Markets Core Equity Fund, 3% DFA Real Estate Securities Fund. The Portfolio is rebalanced on the third Wednesday of the third month of each calendar quarter. The Portfolio is currently benchmarked to a proportionate blend of the benchmarks of the underlying funds.
Conrad Siegel Growth Portfolio	The Portfolio is based on the following allocation: 20% American Century Government Bond Fund, 10% Vanguard Growth Index Fund Signal Shares, 17% Vanguard 500 Index Fund Signal Shares, 10% Vanguard Value Index Fund Signal Shares, 9% Vanguard Mid Cap Index Fund Signal Shares, 11% Vanguard Small Cap Index Fund Signal Shares, 9% Vanguard Total International Stock Index Fund Signal Shares, 6% DFA International Small Cap Value Fund, 4% DFA Emerging Markets Core Equity Fund, 4% DFA Real Estate Securities Fund. The Portfolio is rebalanced on the third Wednesday of the third month of each calendar quarter. The Portfolio is currently benchmarked to a proportionate blend of the benchmarks of the underlying funds.

The Academy of Natural Sciences Defined Contribution 403(b) Retirement Plan
Investment Option Descriptions

Fund Name (Ticker)	Investment Objective/Strategy
Conrad Siegel Aggressive Portfolio	The Portfolio is based on the following allocation: 12% Vanguard Growth Index Fund Signal Shares, 21% Vanguard 500 Index Fund Signal Shares, 12% Vanguard Value Index Fund Signal Shares, 11% Vanguard Mid Cap Index Fund Signal Shares, 14% Vanguard Small Cap Index Fund Signal Shares, 12% Vanguard Total International Stock Index Fund Signal Shares, 8% DFA International Small Cap Value Fund, 5% DFA Emerging Markets Core Equity Fund, 5% DFA Real Estate Securities Fund. The Portfolio is rebalanced on the third Wednesday of the third month of each calendar quarter. The Portfolio is currently benchmarked to a proportionate blend of the benchmarks of the underlying funds.

Conrad Siegel Investment Advisors, Inc. ("CSIA") is an SEC registered investment advisor with its prinipal place of business in the Commonwealth of Pennsylvania. CSIA and its representatives are in compliance with the current notice filing registration requirements imposed upon registered investment advisors by those states in which CSIA maintains clients. CSIA may only trasact business in those states in which it is noticed filed, or qualifies for an exemption or exclusion from notice filing reqirements.

For additional information about CSIA, including a description of its services and fees, refer to the Investment Advisor Public Disclosure web site (www.advisorinfo.sec.gov) or contact us directly and request our disclosure statement as set forth on Form ADV isning the contact information below.

SUMMARY PLAN DESCRIPTION

OF

THE ACADEMY OF NATURAL SCIENCES DEFINED CONTRIBUTION 403(b) RETIREMENT PLAN (As Amended Effective July 1, 2011)

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SUMMARY PLAN DESCRIPTION
OF
THE ACADEMY OF NATURAL SCIENCES
DEFINED CONTRIBUTION 403(b) RETIREMENT PLAN

INTRODUCTION

This document is called a "Summary Plan Description" ("SPD") and is intended to summarize the major aspects of The Academy of Natural Sciences 403(b) Defined Contribution Retirement Plan (the "Plan").

The information set forth in this SPD describes the major aspects of the Plan as in effect on and after July 1, 2011. The information in this SPD may not apply to employees who terminated employment prior to July 1, 2011. Any questions concerning your rights under the Plan must be resolved by reference to the official Plan document as in effect at the relevant time. Nothing in this SPD should be construed as an employment contract between you and The Academy of Natural Sciences (the "Academy").

A copy of the official Plan document is on file at the Academy's Human Resources office and you, your beneficiaries, or your legal representatives may read it during normal office hours or may request a copy. If you have any questions regarding either the Plan or this SPD, you should contact the Academy's Human Resources Director (the "HR Director"). Contact information for the HR Director is listed in Article 11 at the end of this SPD. **In the event of any discrepancy between the terms of the Plan and this SPD, the Plan document, as in effect at the relevant time, will control.**

The Plan is subject to the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), the Internal Revenue Code of 1986, as amended (the "Code"), and other Federal and state laws that may affect your rights.

What type of plan is the Plan?

The Plan is a defined contribution plan that operates under §403(b) of the Code, under which employees of tax-exempt organizations can enter into salary reduction agreements with their employers.

What benefits does the Plan provide?

The Plan offers several features that make saving for retirement easy and affordable:

1. Tax Deferral on Your Salary Reduction Contributions

By entering into a salary reduction agreement with the Academy, you will be saving and investing a portion of your salary before it is taxed. In other words, a portion of your salary that normally would be taxed will instead be contributed to the Plan on a pre-tax basis. Although your contributions are subject to Social Security taxes, saving in this manner will lower your current income taxes.

2. Academy Contributions

The Academy will contribute Matching Contributions into the Plan on behalf of eligible participants. In addition, for the years 2010 through 2014, the Academy will make Grandfathered Contributions on behalf of certain eligible participants. Also, for 2011, the Academy will contribute a Special 2011 Contribution. These contributions are fully vested on the date of contribution, which means that amounts contributed to your account are yours regardless of whether you remain employed by the Academy until you retire. The contributions are not taxed until they are distributed from your account.

3. Tax Deferral on Earnings

As a Plan participant, your account's earnings grow tax-deferred until you withdraw your money from the Plan. This tax-deferred compounding allows your account to grow faster because all of your earnings are reinvested without being reduced by taxes.

ARTICLE 1

PARTICIPATION IN THE PLAN

When can I become a participant in the Plan?

Before you become a participant in the Plan, there are certain rules that you must satisfy. First, you must satisfy the Plan's eligibility requirements. The Plan has different eligibility requirements for making employee Before-Tax Contributions and for receiving an allocation of employer Matching Contributions, Grandfathered Contributions, and the Special 2011 Contribution. These requirements are described in the next section.

You must make Before-Tax Contributions and satisfy certain eligibility requirements to be eligible to receive employer Matching Contributions. (You also must satisfy certain eligibility requirements to receive Grandfathered Contributions, but if you are eligible you may receive such contributions even if you do not make Before-Tax Contributions.)

Only common-law employees of the Academy are eligible to participate in the Plan. Leased employees and other individuals who are classified by the Academy as independent contractors or in any other category which is not a common-law employee, as reflected in the official payroll and personnel records of the Academy, are not eligible to participate in the Plan.

What are the eligibility requirements for the Plan?

If you were working for the Academy on January 1, 2010, you became eligible to make Before-Tax Contributions on that date. Otherwise, you will become eligible to make Before-Tax

Contributions when your employment with the Academy begins. If you were hired before July 1, 2011, you must submit a salary reduction agreement in order to begin making Before-Tax Contributions; your Before-Tax Contributions will begin as soon as practicable after you submit your salary reduction agreement. If you are hired on or after July 1, 2011, you will automatically be deemed to have elected to make Before-Tax Contributions equal to 2% of your compensation unless you elect a different contribution amount or elect not to contribute.

If you are eligible to make Before-Tax Contributions to the Plan, you will also be eligible receive Matching Contributions, provided you have reached the first anniversary of your date of hire by the Academy and you are at least age 21.

As explained below, you will be eligible for the Special 2011 Contribution if you were working for the Academy on December 31, 2010, and you complete at least 1,000 hours of service during 2011.

You will be eligible to receive Grandfathered Contributions under the Plan if, as of January 1, 2010, you had either (i) reached age 49 and earned at least ten years of service under The Academy of Natural Sciences Pension Plan (the "Pension Plan"), or (ii) reached age 45 and completed at least 15 years of service under the Pension Plan. (Refer to the most recent SPD for the Pension Plan for a description of how years of service are determined.)

What happens if I'm a Plan participant, I quit employment with the Academy, and then I'm rehired?

If you are a former Plan participant and you are rehired, you will immediately participate in the Plan in the same manner as prior to your termination. However, you must complete a new salary reduction agreement to make deferrals (and to be eligible for Matching Contributions, if you have reached the first anniversary of your initial date of hire).

ARTICLE 2

CONTRIBUTIONS AND INVESTMENTS

EMPLOYEE BEFORE-TAX CONTRIBUTIONS

How do I choose to contribute (or not contribute) to the Plan?

You may elect to contribute any whole percentage of your compensation to the Plan, or you may elect not to contribute to the Plan, by filing an election form with the Plan Administrator (see page 20 for information regarding the Administrator). As stated above, if you are hired on or after July 1, 2011, you will automatically be deemed to have elected to contribute 2% of your compensation to the Plan unless you file an election form electing a different percentage or electing not to contribute.

The amount you contribute to the Plan on a before-tax basis will be deducted from your pay in accordance with a procedure established by the Plan's Administrator. The Administrator will allocate the amount you defer to a Plan account maintained on your behalf.

You will always be 100% vested in the amount that you contribute to the Plan. This means that you will always be entitled to your entire contribution amount. This money will, however, be affected by any investment gains or losses. If there is a gain, the balance in your account will increase. Of course, if there is a loss, the balance in your account will decrease. Your interest in your account cannot be forfeited for any reason.

How often may I modify the amount I contribute?

You may modify or terminate your salary reduction election (or deemed election) at any time. Your ability to modify your agreement may be subject to such reasonable restrictions as are established by the Administrator. For your election change to be effective for a particular pay period, you must submit a change form by the deadline established by the Administrator. You may modify your election by filing a new salary reduction election with the HR Director on a form provided by the HR Director. Your salary reduction election will be legally binding and irrevocable with respect to salary paid while the agreement is in effect.

May I "roll over" payments from other retirement plans?

At the discretion of the Administrator, you may be permitted to deposit into the Plan distributions you have received from certain other employer-sponsored retirement plans. Such a deposit is called a "rollover." Rollovers of after-tax amounts to the Plan are not allowed.

Your rollover will be placed in a separate account called a "Rollover Account." You will always be 100% vested in your Rollover Account. This means that you will always be entitled to all amounts in your Rollover Account, and they will be distributable to you at the same time and in the same manner as amounts attributable to your Before-Tax Contributions. Any investment gains or losses will affect your Rollover Account. If there is a gain, the balance in your Rollover Account will increase. Of course, if there is a loss from an investment, the balance in your Rollover Account will decrease.

How much may I contribute to the Plan?

The Code limits the amount that you may contribute to the Plan each year. All participants generally are subject to the Code dollar limit, but there are also two special rules that allow some participants to contribute more than the IRS dollar limit based on their age (the Age 50 Rule) or how long they have worked for the Academy (the 15-Year Rule). The Code dollar limit and the two special rules are described in the next three paragraphs. If you satisfy the requirements, you may be able to take advantage of *both* the Age 50 Rule and the 15-Year Rule. The HR Director can help you determine how these rules apply to you.

Dollar Limit

As a participant, you may contribute a percentage of your compensation to the Plan on a pre-tax basis each year instead of receiving that amount in cash. However, your total Before-Tax Contributions in any taxable year may not exceed a dollar limit that is set under the Code. The dollar limit is $16,500 for 2011 and $17,000 for 2012. The dollar limit may increase from time to time in the future for cost-of-living changes. For more information, contact the HR Director.

15-Year Rule

Depending on your length of service with the Academy (15 years or more), you may be eligible to make additional contributions to the Plan in excess of the Code dollar limit. If you have worked for the Academy for at least 15 years, contact the HR Director about your eligibility to make additional contributions under the 15-Year Rule.

Your length of service for purposes of the 15-Year Rule is measured under rules set forth in the Code. Generally, you receive partial credit for year during which you work part-time, or during which you work full-time for part of the year.

Age 50 Rule

If you will be at least age 50 by the end of that Plan Year and your Before-Tax Contributions are limited by the Code (such as the $16,500 cap on Before-Tax Contributions in 2011), you will be eligible to make additional Before-Tax Contributions to the Plan (called "catch-up contributions"). (Even if you are eligible to make contributions under the 15-Year Rule, you may also be eligible to make catch-up contributions under the Age 50 Rule.) If you are eligible to make catch-up contributions, you will receive notice of your eligibility and will be given the opportunity to elect the additional deferral if you choose to participate. You will not be eligible to make the catch-up contributions unless you have elected to defer the maximum amount permitted by the Code ($16,500 in 2011 and $17,000 in 2012). For 2011 and 2012, the maximum catch-up contribution is $5,500, which, when combined with the dollar limit applicable to your regular Before-Tax Contributions, would allow you to contribute a total of $22,000 to the Plan during 2011 and $22,500 during 2012. Catch-up contributions are treated in the same manner as other Before-Tax Contributions for purposes of the Plan.

These limits may be adjusted from time to time. For more information, contact the HR Director.

What other limits apply to my Before-Tax Contributions?

The total amount of employee and employer contributions made to the Plan on your behalf for any year may not exceed a limit imposed by the tax laws. This limit is $49,000 in 2011 and $50,000 in 2012, and may be adjusted from time to time for increases in the cost of living.

What is the definition of "compensation"?

For purposes of the Plan, the term "compensation" has a special meaning. Compensation is defined as your total compensation during a Plan Year from the Academy, including your salary reduction contributions to any plan or arrangement maintained by Academy (such as this Plan, a cafeteria plan, or a qualified transportation benefit plan).

The Code limits the amount of compensation that can be considered for purposes of contributions to the Plan. The limit is $249,000 in 2011 and $250,000 in 2012. This limit may be adjusted from time to time for increases in the cost of living.

What if I make salary reduction contributions to another employer's retirement plan during the same year I contribute to the Plan?

You should be aware that the annual dollar limit is an aggregate limit that applies to all Salary Reduction Contributions (except age 50 catch-up contributions and 15-Year Rule contributions) that you make under this Plan and any elective deferrals you make under other cash or deferred arrangements (including other tax-sheltered 403(b) annuity contracts, simplified employee pensions, or 401(k) plans in which you may be participating). Generally, if your total elective deferrals (except age 50 catch-up contributions and 15-Year Rule contributions) under all of these arrangements for a calendar year exceed the annual dollar limit, the excess must be included in your income for the year. (Similarly, your total age 50 catch-up contributions cannot exceed the annual dollar limit on age 50 catch-up contributions.) For this reason, it is recommended that you request in writing that these excess deferrals be returned to you. If you fail to request such a return, you may be taxed a second time when the excess contribution is ultimately distributed from the Plan.

You must decide which plan or arrangement you would like to have return the excess. If you decide that the excess should be distributed from this Plan, you should communicate this in writing to the HR Director no later than the March 1 following the end of the calendar year in which you made such excess contributions. The Administrator may then cause the excess deferral and any earnings to be returned to you by April 15.

EMPLOYER CONTRIBUTIONS

Am I entitled to Matching Contributions, Grandfathered Contributions, and the Special 2011 Contribution?

You must meet the eligibility requirements described above (see the question in Article 1, "What are the eligibility requirements for the Plan?") to be eligible for Matching Contributions, Grandfathered Contributions, or the Special 2011 Contribution. In addition, in order to receive an allocation of Matching Contributions or Grandfathered Contributions for a Plan Year (calendar year), you generally must complete at least 1,000 hours of service (see the question in Article 8, "What is an Hour of Service?") during the Plan Year and still be working for the Academy at the end of the Plan Year. However, these requirements do not apply if you leave the Academy during the Plan Year after reaching age 65 or due to death or disability (as defined in the Plan).

In order to receive an allocation of the Special 2011 Contribution, you must complete at least 1,000 hours of service during 2011 and must have been working for the Academy on December 31, 2010.

What are Matching Contributions?

Matching Contributions will be based on the compensation you receive after you become eligible for Matching Contributions. The Academy will determine each Plan Year, in its sole discretion, the total amount to be contributed to the Plan as Matching Contributions, and will also determine how the Matching Contributions will be allocated among eligible participants. However, you will only receive an allocation of Matching Contributions for a Plan Year if you have made Before-Tax Contributions for that Plan Year. (Also, the amount of Matching Contributions may be determined based on the amount of your Before-Tax Contributions for the Plan Year.) Your Matching Contributions are 100% vested when they are allocated to your account.

What are Grandfathered Contributions?

Grandfathered Contributions are contributions made by the Academy for certain former participants in the Pension Plan, which was frozen effective December 31, 2009. For each Plan Year from 2010 through 2014, the Academy will contribute for each eligible Participant an amount equal to 3% of his or her compensation for that Plan Year. If you meet the eligibility requirements, you will receive an allocation of Grandfathered Contributions regardless of whether you have made Before-Tax Contributions for that Plan Year. Your Grandfathered Contributions are 100% vested when they are allocated to your account.

What is the Special 2011 Contribution?

The Special 2011 Contribution is a contribution made by the Academy for 2011 on behalf of each eligible Participant equal to 2% of his or her compensation for the previous year (2010). The Special 2011 Contribution is being made in lieu of Matching Contributions for 2010. However, if you meet the eligibility requirements, you will receive an allocation of the Special 2011 Contribution regardless of whether you made Before-Tax Contributions during 2010 or 2011. Your Special 2011 Contribution is 100% vested when it is allocated to your account.

When are the Academy's contributions made?

The Academy will make any Matching and Grandfathered Contributions for a Plan Year shortly after the end of the Plan Year. The Special 2011 Contribution will be made shortly after the end of 2011. Matching Contributions, Grandfathered Contributions, and the Special 2011 Contribution are allocated to your Employer Contributions Account.

Are there limits on the Academy's contributions?

As noted above, the total amount of employee and employer contributions made to the Plan on your behalf for any year may not exceed a limit imposed by the tax laws. This limit is $49,000 in 2011 and $50,000 in 2012, and is adjusted from time to time for increases in the cost of living.

In addition, Matching Contributions on behalf of certain highly compensated employees may be limited under the Code. The HR Director will notify you if these limits apply to you.

INVESTMENT

How are contributions invested?

The Administrator selects the investment alternatives that are available under the Plan and may establish rules for investment of your account balance. You can invest your accounts in any of the funds offered through the Plan or in a combination of the funds in percentage multiples as determined by the Administrator. You may make separate investment elections for your existing account balance and for the new contributions coming into your accounts. You may change your investment election at any time. To change your investment election, go to www.my-benefit-info.com to use the Web Access Service, or call 1-800-930-401k to use the Phone Access Service and make investment election changes to your account. You will need your password to access your account. (A password is provided soon after you are initially eligible to participate in the Plan.) If you access your account via the Web Access Service, you will be asked to set up your account with a custom username and password for future logins. Once you access your account, you will be able to change your investment elections for future contributions and initiate fund transfers involving your existing account balance.

The Plan is intended to comply with ERISA §404(c) and the regulations thereunder. Under this provision, you are provided with detailed information about the investment funds offered under the Plan so you can make informed decisions about how to invest your money. Because you direct the investment of your accounts under the Plan, the Plan fiduciaries (the people responsible for running the Plan) are not responsible for losses that result from your or your beneficiary's investment choices. You bear the risk of the investment alternatives you select, and the value of your accounts will fluctuate based on the performance of your selected investments. Therefore, it is wise to give your investment decisions thoughtful consideration and to diversify your Plan investments. If reliable sources of financial counsel are available to you, they may be of great value in helping you make sound decisions.

The investment funds may charge certain expenses to your accounts, and such expenses may reduce your overall investment returns. Information regarding the investment funds is covered in the prospectus for each fund, which will be provided to you. If you would like information about the investment alternatives available under the Plan, please contact Thomas Reese of Conrad Siegel Actuaries at 717-652-5633 or the HR Director.

ARTICLE 3

RETIREMENT BENEFITS

When will I receive payments from the Plan?

The Plan is designed to help you save for retirement. You are always entitled to 100% of your account balance, regardless of your length of service.

Distributions of your Before-Tax Contributions (including any loan offsets, as described below) are not permitted before age 59½, *except* in the event of:

1. Death;

2. Disability (as defined in the Plan); or

3. Separation from service.

If you so elect, the Administrator will direct that your benefits be distributed to you after you separate from service, become disabled, or reach age 59½. If your benefit under the Plan (not counting the amount in your Rollover Account) exceeds $5,000, you must give written consent before a distribution may be made. (See the question in Article 5, "How will my benefits be paid when I terminate employment?" for a further explanation of how benefits are paid from the Plan.)

If your benefit under the Plan (not counting the amount in your Rollover Account) does not exceed $5,000, the Administrator will direct the distribution of your benefit to you (or your beneficiary) in a lump sum as soon as practicable after you separate from service (or die). If your account balance is greater than $1,000 and you do not choose to receive your distribution in cash or to roll over your distribution to another eligible employee plan or individual retirement arrangement, your account will be transferred to an individual retirement plan and held for your benefit until you elect its distribution.

ARTICLE 4

DISABILITY BENEFITS

How is "disability" determined?

Under the Plan, disability is defined as a physical or mental condition resulting from bodily injury, disease, or mental disorder which renders you incapable of continuing any gainful occupation and which constitutes total disability under the Federal Social Security Act.

What happens if I become disabled?

If you become disabled while you are a participant, payment of your Plan account will be made to you as if you had retired. (See the question in Article 5, "How will my benefits be paid when I terminate employment?", for a further explanation of distribution of your account because of disability.)

ARTICLE 5

FORM OF BENEFIT PAYMENT

How will my benefits be paid when I terminate employment?

Your benefits under the Plan will be paid to you (or your beneficiary) in a single lump-sum payment. The rules under this Article 5 apply to all distributions you will receive from the Plan, whether by reason of retirement, termination, or any other event that may result in a distribution of benefits.

May I delay the receipt of benefits?

Yes. If you elect to delay the receipt of benefits, you generally must receive payment by the April 1 following the calendar year in which you reach age 70½ or retire, whichever is later.

ARTICLE 6

DEATH BENEFITS

What happens if I die while working for the Academy?

Your beneficiary will be entitled to 100% of your account balance upon your death.

Who is my beneficiary?

If you are married at the time of your death, your spouse will be the beneficiary of your account unless you have elected another beneficiary prior to your death in writing on the form provided by the Administrator. If you wish to designate a beneficiary other than your spouse to receive your account, however, your spouse must consent to waive any right to your account. Your spouse's consent must be in writing, be witnessed by a notary public or the Administrator, acknowledge the specific nonspouse beneficiary, and indicate the financial effect of the waiver. (For purposes of the Plan, your "spouse" is the person to whom you are legally married for purposes of Federal law.)

If you are not married at the time of your death, your estate will be the beneficiary of your account unless you have elected another beneficiary prior to your death in writing on the form provided by the Administrator.

How and when will the death benefit be paid?

The death benefit will be distributed in a single lump sum as soon as practicable after your death.

ARTICLE 7

TAX TREATMENT OF DISTRIBUTIONS

Are distributions from the Plan taxed?

Whenever you receive a distribution from the Plan, it normally will be subject to Federal income taxes and may also be subject to state and local income taxes, depending on your state of residence.

Can I reduce or defer tax on my distribution?

You may reduce, or defer, in whole or in part, the tax due on your distribution through use of one of the following methods:

1. ***Distribution Rollover***. You may receive your lump-sum distribution and then roll over any eligible portion of it to an individual retirement account or annuity (IRA) or another employer-sponsored retirement plan that accepts rollovers. This will result in no tax being due until you begin withdrawing funds from the IRA or other employer-sponsored retirement plan. The rollover of the distribution, however, MUST be made within strict time frames (normally, within 60 days after you receive your distribution). Under certain circumstances, all or a portion of a distribution may not qualify for this rollover treatment. In addition, most distributions that are not directly rolled over (as described in paragraph 2 below) will be subject to mandatory Federal income tax withholding at a rate of 20%. This will reduce the amount that you actually receive. For this reason, if you wish to roll over all or a portion of your distribution amount, the direct rollover option described in paragraph 2 below may be a better choice.

2. ***Direct Rollover***. You may request for most lump-sum distributions that a direct rollover of all or a portion of your distribution amount be made either to an IRA or to another employer-sponsored retirement plan that is willing to accept the direct rollover. A direct rollover will result in no tax being due until you withdraw funds from the IRA or other employer-sponsored retirement plan. Under certain circumstances, all or a portion of the amount to be distributed may not qualify for direct rollover (*e.g.*, a distribution of less than $200 may not be eligible for a direct rollover).

WHENEVER YOU RECEIVE A DISTRIBUTION, THE ADMINISTRATOR WILL DELIVER TO YOU A MORE DETAILED EXPLANATION OF THESE ROLLOVER OPTIONS. HOWEVER, THE RULES THAT GOVERN WHETHER YOUR DISTRIBUTION QUALIFIES FOR FAVORABLE TAX TREATMENT ARE VERY COMPLEX. YOU SHOULD CONSULT WITH A QUALIFIED TAX ADVISOR BEFORE MAKING A CHOICE.

ARTICLE 8

SERVICE RULES

What is an Hour of Service?

You will be credited with an Hour of Service for:

1. Each hour for which you are directly or indirectly compensated by the Academy for the performance of duties during the Plan Year;

2. Each hour for which you are directly or indirectly compensated by the Academy for reasons other than the performance of duties (such as vacation, holidays, sickness, disability, layoff, military duty, jury duty, or leave of absence during the Plan Year); and

3. Each hour of back pay awarded or agreed to by the Academy (with no duplication of hours for hours already credited).

In general, you cannot receive more than 501 hours of service for any one period where you do not perform any job duties. However, if you were on a qualified military leave and you return within the time frame required by law, you may receive more than 501 hours of service for your time away.

If the Academy keeps records of your actual hours worked, you will be credited with those hours. Otherwise, you will be credited with the following number of hours for each payroll period:

Payroll Period	Number of Hours
Daily	10
Weekly	45
Biweekly	90
Semimonthly	95
Monthly	190

Will my military service count as service with the Academy?

If you are absent from work due to a qualified military leave (as defined under the Uniformed Services Employment and Reemployment Rights Act of 1994 ("USERRA")) and you later return to work for the Academy within the time prescribed by law, your qualified military leave will be considered service with the Academy for Plan purposes. If this law may affect your Plan service, ask the HR Director for further details.

ARTICLE 9

LOANS AND WITHDRAWALS

May I borrow money from my Plan account?

You may apply to the HR Director for a loan from your Plan account. Your application must be in writing on forms provided by the Administrator. The Administrator also may request that you provide additional information, such as financial statements, tax returns, and credit reports. After considering your application, the Administrator will, in its discretion, determine whether or not you qualify for the loan.

What are the loan rules and requirements?

There are various rules and requirements that apply to all loans under the Plan. These rules are outlined in this section. In addition, the Academy will establish a written loan program ("Loan Policies and Procedures") that explains these requirements in more detail. You can request a copy of the Loan Policies and Procedures from the HR Director. Generally, the rules for loans include the following:

1. Loans must be made available to all participants and their beneficiaries on a uniform and nondiscriminatory basis.

2. All loans must be adequately secured. You may use up to 50% of your account balance under the Plan as security for the loan.

3. All loans must bear a reasonable rate of interest. The interest rate must be one a bank or other professional lender would charge for making a loan in similar circumstances. This rate shall be established and reviewed periodically by the Administrator. Currently, the interest rate is the prime lending rate on the date the loan application is filed, as announced in *The Wall Street Journal*, plus one percentage point.

4. Generally, all loans must have a term that does not exceed five years. However, if you use the loan to acquire your principal residence, you may repay the loan over a term that does not exceed 15 years. Loan repayments may be suspended for any part of any period during which you are absent from work due to a qualified military leave (as defined under USERRA).

5. You may have only one outstanding loan at a time.

6. The amount that the Plan may loan to you is limited by rules under the Code. All loans will be limited to the lesser of:

   (a) $50,000, reduced by the highest outstanding balance of any Plan loan made to you during the one-year period ending on the day before such loan is made; or

(b) 50% of your account balance.

7. If you fail to make a payment by the last day of the calendar quarter following the calendar quarter in which the payment was due, your loan will be considered to be in default. The entire outstanding loan balance (including principal and interest) will become immediately due and payable, or will constitute a deemed distribution, as applicable.

8. Plan loans are subject to a one-time $150 loan origination and administrative fee.

9. You may be able to suspend repayments while you are on a military leave or other leave of absence.

10. For more information, please review the Plan Loan Policies and Procedures or contact the HR Director.

May I take an in-service withdrawal from my Plan account?

Generally, you may not withdraw money from your Plan account while you are still working for the Academy unless you have reached age 59½. However, if you have an immediate and heavy financial need, you may withdraw your Before-Tax Contributions (including catch-up contributions), but not including any investment earnings thereon, to the extent needed to meet that need. For purposes of the Plan, an "immediate and heavy financial need" includes:

1. Expenses for (or necessary to obtain) unreimbursable medical care for you, your spouse, one of your dependents, or your designated Plan beneficiary.

2. Costs directly related to the purchase your principal residence (not including mortgage payments).

3. Payment of unreimbursable tuition, related educational fees, and room and board expenses for up to the next twelve months of post-secondary education for you, your spouse, your child, your dependent, or your designated Plan beneficiary.

4. Payments necessary to avoid eviction from your principal residence or foreclosure on the mortgage on your principal residence.

5. Payment of burial or funeral expenses for your deceased parent, spouse, child, dependent, or designated Plan beneficiary.

6. Qualifying expenses for the repair of damage to your principal residence.

The amount distributed may not exceed the amount of the need (including any amounts necessary to pay any Federal, state, or local income taxes or penalties reasonably expected to result from the distribution). Before receiving an in-service withdrawal, you must have obtained all other distributions and nontaxable loans to which you are entitled under any plan of the Academy. In addition, you must stop making Before-Tax Contributions (including catch-up contributions) to this Plan or any other plan of the Academy or a related employer for six months after you receive the withdrawal.

ARTICLE 10

YOUR RIGHTS AND OBLIGATIONS

Is my account protected from the claims of my creditors?

As a general rule, your account balance cannot be assigned or alienated. This means your account may not be sold, used as collateral for a loan, given away, or otherwise transferred. In addition, no creditors (except the IRS) may attach, garnishee, or otherwise interfere with your account.

Are there any exceptions to the general rule?

There is one major exception to the general rule. The Administrator may be required by law to recognize obligations you incur as a result of court ordered child support or alimony payments. The Administrator must honor a "qualified domestic relations order." A "qualified domestic relations order" ("QDRO") is defined as a decree or order issued by a court that obligates you to pay child support or alimony, or otherwise allocates a portion of your Plan account to your spouse, former spouse, child or other dependent. If the Administrator receives a QDRO applicable to your account, all or a portion of your benefits may be used to satisfy the obligation. The Administrator will determine the validity of any domestic relations order received in accordance with the QDRO procedures it has developed. Copies of the QDRO procedures are available upon request and free of charge to you, your spouse, or your designated representative by contacting the HR Director.

May the Plan be amended?

The Academy has the right to amend this Plan at any time. Any such amendment must be adopted by formal action of the Academy's Board of Trustees and executed by an officer authorized to act on behalf of the Academy. In no event, however, will any amendment:

1. Authorize or permit any part of the Plan assets to be used for purposes other than the exclusive benefit of Plan participants or their beneficiaries; or

2. Cause any reduction in the vested amount credited to your account.

What happens if the Plan is discontinued or terminated?

The Academy has the right to terminate the Plan at any time. Upon termination, all amounts credited to your account will continue to be 100% vested. A complete discontinuance of contributions by the Academy will constitute a termination.

Accounts under the Plan are not covered by the insurance program of the Pension Benefit Guaranty Corporation because your Plan benefits are determined solely by the amount in your individual account and are not intended to fund a specific benefit at retirement.

What are my rights under ERISA?

As a participant in the Plan, you are entitled to certain rights and protections under the Employee Retirement Income Security Act of 1974 ("ERISA"). ERISA provides that, as a participant, you are entitled to:

Receive Information About Your Plan and Benefits

1. Examine, without charge, all Plan documents, including:

    (a) Insurance contracts; and

    (b) Copies of all documents filed by the Plan with the U.S. Department of Labor, such as annual reports.

    This examination may take place at the Administrator's office and at other specified employment locations of the Academy. (See Article 11, "GENERAL INFORMATION ABOUT THE PLAN").

2. Obtain, upon written request to the HR Director or Administrator, copies of documents governing the operation of the Plan, including insurance contracts, and copies of the latest annual report (Form 5500 Series) and updated summary plan description. The HR Director or Administrator may make a reasonable charge for copies.

3. Receive a summary of the Plan's annual financial report. The Administrator is required by law to furnish each participant with a copy of this summary annual report.

4. Obtain a statement telling you whether you have a right to receive a retirement benefit at Normal Retirement Age (age 65) and, if so, what your benefits would be at Normal Retirement Age if you stop working under the Plan now. If you do not have a right to a pension, the statement will tell you how many years you have to work to get a right to a pension. THIS STATEMENT MUST BE REQUESTED IN WRITING AND IS NOT REQUIRED TO BE GIVEN MORE THAN ONCE EVERY TWELVE MONTHS. The Plan will provide this statement free of charge.

Prudent Actions by Plan Fiduciaries

In addition to creating rights for Plan participants, ERISA imposes duties upon the people who are responsible for the operation of the Plan. The people who operate your Plan, called "fiduciaries" of the Plan, have a duty to do so prudently and in the interest of you and other Plan participants and beneficiaries. No one, including your employer or any other person, may fire you or otherwise discriminate against you in any way to prevent you from obtaining a retirement benefit or exercising your rights under ERISA.

Enforce Your Rights

If your claim for a retirement benefit is denied or ignored in whole or in part, you have the right to know why this was done, to obtain copies of documents relating to the decision without charge, and to appeal any denial, all within certain time schedules.

Under ERISA, there are steps you can take to enforce the above rights. For instance, if you request a copy of Plan documents and do not receive them within 30 days, you may file suit in a Federal court. In such a case, the court may require the Administrator to provide the materials and pay you up to $110.00 a day until you receive the materials, unless the materials were not sent because of reasons beyond the control of the Administrator. If you have a claim for benefits that is denied or ignored, in whole or in part, you may file suit in a state or Federal court. In addition, if you disagree with the Plan's decision or lack thereof concerning the qualified status of a domestic relations order, you may file suit in Federal court.

If it should happen that the Plan's fiduciaries misuse the Plan's money, or if you are discriminated against for asserting your rights, you may seek assistance from the U.S. Department of Labor, or you may file suit in a Federal court. The court will decide who should pay court costs and legal fees. If you are successful, the court may order the person you have sued to pay these costs and fees. If you lose, the court may order you to pay these costs and fees, for example, if it finds your claim is frivolous.

Assistance with Your Questions

If you have any questions about the Plan, you should contact the HR Director. If you have any questions about this statement or about your rights under ERISA, or if you need assistance in obtaining documents from the HR Director or Administrator, you should contact the nearest office of the Employee Benefits Security Administration (EBSA), U.S. Department of Labor, listed in your telephone directory, or the Division of Technical Assistance and Inquiries, EBSA, U.S. Department of Labor, 200 Constitution Avenue N.W., Washington, DC 20210. You may also obtain certain publications about your rights and responsibilities under ERISA by calling the publications hotline of the EBSA.

What if my claim for benefits is denied?

Generally, benefits are paid to participants and their beneficiaries without the necessity of formal claims by contacting the HR Director and completing a distribution election form. However, in the event that you or your beneficiaries believe you are entitled to benefits other than those indicated by the Administrator, then such a request should be made in writing to the HR Director. (See Article 11, "GENERAL INFORMATION ABOUT THE PLAN.")

Your request will be considered a claim for Plan benefits, and it will be subject to a full and fair review by a representative designated by the Administrator (the "Claims Coordinator").

If your claim is wholly or partially denied, the Claims Coordinator will furnish you with a written or electronic notice of the adverse benefit determination. This written or electronic notice must be provided to you within a reasonable period of time, but no later than 90 days after the Claims Coordinator receives your claim, unless special circumstances require an extension of time for processing the claim. If such an extension is required, the Claims Coordinator will provide you with written or electronic notice of the extension before the end of the 90-day period, describing the circumstances that require the extension and the date by which the Claims Coordinator expects to issue his or her determination. The extension will not exceed 90 days after the end of the initial 90-day period.

If the Claims Coordinator wholly or partially denies your claim for benefits, the Claims Coordinator will notify you in writing or electronically of the adverse benefit determination within the time period discussed above. The notice will be written in a manner designed for you to understand and will include the following information:

1. The specific reason or reasons for the adverse benefit determination;

2. Specific references to those Plan provisions on which the adverse benefit determination is based;

3. A description of any additional information or material necessary to perfect your claim and an explanation of why such material or information is necessary;

4. Appropriate information as to the steps to be taken if you or your beneficiary wish to submit your claim for review; and

5. An explanation of the Plan's review procedures and the time limits applicable to each provision, including a statement of your right to bring a civil action under ERISA §502(a) following an adverse benefit determination on appeal.

If your claim has been denied and you wish to appeal the adverse benefit determination, you must follow the claim appeal procedure before you file a suit in Federal court.

What is the appeal procedure?

Upon an adverse benefit determination regarding your claim for benefits, you or your beneficiary may file an appeal for review, in writing, with the Administrator as described below:

1. You must file the appeal <u>no later than 60 days</u> after you receive written notification of the denial of your claim for benefits.

2. You may review all pertinent documents relating to the denial of your claim and submit any written comments, documents, records, and other information relating to your claim for benefits to the Administrator.

3. Your claim for review must be given a full and fair review. If your claim is denied, the Administrator must provide you with written or electronic notice of this adverse benefit determination within 60 days after the Administrator's receipt

of your written claim for review. This 60-day period may be extended if special circumstances require an extension of time for processing. This extension may be made only if the Administrator provides you written notice of the extension within the 60-day period. If there is an extension, a decision shall be made as soon as possible, but no later than 120 days after the Administrator receives your claim for review.

4. The Administrator's decision on your claim for review will be communicated to you in writing in a manner designed for you to understand and will include (i) specific reasons for any adverse benefit determination; (ii) specific references to the pertinent Plan provisions on which the decision was based; (iii) a statement that you are entitled to receive, upon request and free of charge, reasonable access to and copies of all documents, records, and other information relevant to your claim; and (iv) a statement of your right to bring an action under ERISA §502(a). The Administrator's decision will be final, conclusive, and binding on all persons.

5. If the Administrator's decision on review is not furnished to you within the time limitations described above, your claim will be deemed denied on review.

6. If benefits are provided or administered by an insurance company, insurance service, or other similar organization which is subject to regulation under the insurance laws, the claim procedure relating to those benefits may provide for review. If so, that company, service, or organization will be the entity to which claims are addressed. If you have any questions regarding the proper person or entity to address claims, contact the Administrator.

May I file a legal action against the Plan?

If you have followed the above claims and appeals procedure and your appeal has been denied, or if you have not received a claim or appeal determination during the time periods set forth above, you may file a legal action against the Plan. Any action in connection with the Plan must be filed in Federal district court in Philadelphia, Pennsylvania.

However, no legal action may be maintained against the Plan, the Academy, the Administrator, or its delegate if the action is filed more than two years after the final decision of the Administrator or its delegate on a claim or an appeal of an adverse benefit determination under the Plan's claims or claim review procedures. In addition, if the applicable analogous Pennsylvania statute of limitations has run or will run before the end of the two-year period, the Pennsylvania statute will control.

What if my claim involves a determination of disability?

Special rules apply if your claim involves a determination of disability. Contact the HR Director for more information.

ARTICLE 11

GENERAL INFORMATION ABOUT THE PLAN

This Article consists of general information about the Plan that you may need to know.

1. General Plan Information

Plan Name: The full name of the Plan is The Academy of Natural Sciences Defined Contribution 403(b) Retirement Plan.

Plan Number: The Academy has assigned Plan Number 003 to the Plan.

Effective Date: The original effective date of the Plan was January 1, 2010. This SPD reflects the Plan provisions in effect on and after July 1, 2011.

Plan Year: The Plan's financial records are maintained based on a twelve-month period of time. This is known as the Plan Year. The Plan Year begins on January 1 and ends on December 31.

Investment Alternatives: Amounts contributed to the Plan may be invested only in an investment arrangement authorized for §403(b) plans. Information about the available investment options is available from the Administrator. The Plan is intended to comply with ERISA §404(c), which means that the Plan's fiduciaries are not responsible for losses that may result from your investment choices because you direct the investment of your accounts under the Plan.

Type of Plan: Defined contribution §403(b) plan.

Governing Law: The Plan is governed by the laws of the Commonwealth of Pennsylvania, to the extent not preempted by Federal law.

2. Employer Information

The Academy's name, address, and Federal employer identification number (EIN) are:

The Academy of Natural Sciences
1900 Benjamin Franklin Parkway
Philadelphia, PA 19103
EIN: 23-1352000

3. Administrator Information

The Treasurer of the Academy serves as Administrator of the Plan. The name, address, and business telephone number of the Administrator are:

David Lazar, Sr., Treasurer
The Academy of Natural Sciences
1900 Benjamin Franklin Parkway
Philadelphia, PA 19103
215-299-1000

The Administrator keeps the records for the Plan and is responsible for the administration of the Plan. The Administrator has discretionary authority to construe the terms of the Plan and make determinations on questions that may affect your eligibility for benefits.

The Administrator has delegated to the Assistant Treasurer and the HR Director certain responsibilities under the Plan. The name, address, and business telephone number of the HR Director are:

David Rusenko, Assistant Treasurer
The Academy of Natural Sciences
1900 Benjamin Franklin Parkway
Philadelphia, PA 19103
215-299-1000

Barbara Krupka, Human Resources Director
The Academy of Natural Sciences
1900 Benjamin Franklin Parkway
Philadelphia, PA 19103
215-299-1000

The HR Director will answer any questions you may have about the Plan.

4. Service of Legal Process

The name and address of the Plan's agent for service of legal process are:

David Rusenko, Assistant Treasurer
The Academy of Natural Sciences
1900 Benjamin Franklin Parkway
Philadelphia, PA 19103

Service of legal process also may be made upon the Administrator.

5. Type of Administration

The Plan is administered by the Treasurer of the Academy.

The Academy of Natural Sciences
Defined Contribution 403(b) Retirement Plan
Notice Regarding Default Investments

As a plan participant, you may choose how your contributions are invested. This election will apply to your 403(b) contributions and any contributions that we make on your behalf.

If you make no investment election, your account(s) will be invested in the Conrad Siegel Balanced Portfolio.

The Conrad Siegel Balanced Portfolio is a professionally managed portfolio. This portfolio is qualified to be a default investment fund under the Department of Labor's regulations. More information about the Conrad Siegel Balanced Portfolio, including its internal fees and expenses, is enclosed.

You may transfer money from the Conrad Siegel Balanced Portfolio to another fund and/or change the way you want future contributions invested by logging on to www.my-benefit-info.com or by calling a customer service representative at 1-800-577-3675. There are no restrictions on transferring money from the Conrad Siegel Balanced Portfolio. No fee will be charged for the transfer. Before making an investment decision you should carefully consider the fund's investment objective, risks, charges and expenses.

For More Information

You can obtain information on your Plan account and all the Plan's investment options by logging on to www.my-benefit-info.com, or by contacting a customer service representative at 1-800-577-3675 during normal business hours.

THE ACADEMY OF NATURAL SCIENCES DEFINED CONTRIBUTION 403(b) RETIREMENT PLAN ENROLLMENT / ELECTION FORM

Name ____ University ID _______________________

(First) (M.I.) (Last)

Complete Part A and B, sign and date the form in Part C, and return it to your Human Resources Dept.

Part A
Salary Deferral Election

☐ I hereby authorize my employer to defer a portion of my compensation as indicated below by contributing this deferral to the Plan on my behalf in accordance with the terms of the Plan.

I elect to contribute _______________% of compensation to the Plan.

Note: You may not contribute more than the maximum dollar amount ($17,500 for 2013) permitted by law on an annual basis. Participants attaining at least age 50 during the calendar year are permitted a special catch-up amount ($5,500 for 2013).

The authority for deferral of my compensation will continue until I revoke it in writing. In making such election, I do so voluntarily and agree to be bound by all the terms and conditions of the Plan.

☐ I do **not** desire to make salary deferral contributions at this time.

Automatic Enrollment – If this is your **Initial Enrollment** and you do not complete and return this form, you will be automatically enrolled. The Plan Administrator will have 2% of your compensation deposited to your 403(b) Elective Deferral Account each payroll period. If you want more or less of your compensation contributed, complete the authorization above. If you do not wish to have any 403(b) contributions deferred from your compensation, check the "do not desire" box, sign, and return this form to the Plan Administrator.

Part B
Investment Election

I hereby direct that my future contributions be invested as indicated below. This investment election will remain in effect until I designate a new election. Subsequent changes to the investment of my account may be made using **Conrad Siegel** *Actuaries'* website (www.my-benefit-info.com) or calling (800) 577-3675.

Instructions:

If you choose "Create My Own Portfolio," input a percentage for each fund in which you wish to invest (use 1% increments, and ensure the column totals to 100%). Read the Automatic Rebalancing section below, and decide if you want to have your account rebalanced on a quarterly basis. If so, check the "YES" box; if not, leave the box blank.

If you choose a "Conrad Siegel Investment Portfolio," choose ONLY ONE portfolio by checking the box at the top of the appropriate column. All Conrad Siegel Investment Portfolios are automatically rebalanced on a quarterly basis. Read the Automatic Rebalancing section below for details.

			Investment Portfolios (Predetermined Investment Percentages)				
Fund Name	**Asset Class**	Create My Own Portfolio ❑	Conservative Portfolio* ❑	Moderate Portfolio* ❑	Balanced Portfolio* ❑	Growth Portfolio* ❑	Aggressive Portfolio* ❑
Schwab Retirement Advantage Money	Money Market		0%	0%	0%	0%	0%
Short Duration Fixed Income Allocation	Fixed Income		48%	36%	24%	12%	0%
American Century Government Bond	Intermediate Government		32%	24%	16%	8%	0%
Vanguard Total Bond Market Index	Intermediate Term Bond		0%	0%	0%	0%	0%
Vanguard 500 Index	Large Cap Blend		4%	8%	13%	17%	21%
Vanguard Value Index	Large Cap Value		2%	5%	7%	10%	12%
Vanguard Growth Index	Large Cap Growth		2%	5%	7%	10%	12%
Vanguard Mid Cap Index	Mid Cap Blend		2%	4%	7%	9%	11%
Vanguard Small Cap Index	Small Cap Blend		3%	6%	8%	11%	14%
Vanguard Total Int'l Stock Index	Foreign Large Cap Blend		3%	5%	7%	9%	12%
DFA International Small Cap Value	Foreign Small/Mid Value		2%	3%	5%	6%	8%
DFA Emerging Markets Core Equity	Emerging Markets		1%	2%	3%	4%	5%
DFA Real Estate Securities	Real Estate		1%	2%	3%	4%	5%
		100%	100%	100%	100%	100%	100%

*Each of the five investment portfolios allocates your account among the Plan's investment options according to the designated percentages listed in its column.

Automatic Rebalancing – Rebalancing provides a consistent long-term approach to retirement investing by maintaining relatively stable balances in the Plan's investment funds as a percentage of your entire portfolio. If you selected a Conrad Siegel Investment Portfolio above, on the third Wednesday of the third month of each calendar quarter, your account will be automatically realigned so that your existing account is rebalanced according to the percentages designated above.

You may also elect Automatic Rebalancing if you chose "Create My Own Portfolio" above. To do so, check the box below to have your account automatically rebalanced to the percentages shown above on the third Wednesday of the third month of each calendar quarter.

❑ YES! I chose "Create My Own Portfolio" above, and would like to sign up for the Automatic Rebalancing service.

Part C
Your Authorization

I authorize the Plan Administrator to implement the elections I have indicated on this form and to administer my account in accordance with the provisions of this form. If I have elected a investment portfolio with predetermined investment percentages, or if I have selected Automatic Rebalancing for the "Create My Own Portfolio" option, I further authorize and direct that my account be rebalanced quarterly as described in Part B.

Signature ____ Date _________________________

The Academy of Natural Sciences Defined Contribution 403(b) Retirement Plan
Beneficiary Designation

Part A – Participant Information

Name ____________________ Social Security No. ____________

Part B – Beneficiary Designation

Having read "Your Death Benefit and Beneficiary Designation Rights" in Part D and revoking any prior designation, I hereby designate the following person(s) to receive the death benefits due under the Plan, reserving the right to change this beneficiary designation from time to time. If I am married, I understand that my spouse is entitled to the whole death benefit unless he/she waives this right by completing Part C. If I am currently unmarried, I understand that this Beneficiary Designation is void upon my marriage.

Primary Beneficiary(ies):

	Name	Social Security No.	Date of Birth	Relationship	Percentage %
1.					
2.					
3.					
4.					
					100%

The contingent beneficiary(ies) will only receive a benefit if none of the primary beneficiaries survive you.

Contingent Beneficiary(ies):

	Name	Social Security No.	Date of Birth	Relationship	Percentage %
1.					
2.					
3.					
4.					
					100%

Note: *Unless you state otherwise, if you name more than one primary beneficiary and one of them dies before you do, his/her share will be divided proportionately among the remaining surviving beneficiaries. This method of payment is called pro rata. Contact the Plan Administrator for further explanation and guidance on how to complete this form.*

Sign and date this form below and return to the Plan Administrator. If you are married and you did not designate your spouse as sole Primary Beneficiary, your spouse must complete Part C – Spousal Consent in order for this designation to be valid.

Marital Status
(Check One)

❑ Married (includes separated)
❑ Not Married (includes divorced and widowed)

____________________ ____________________
Date Participant's Signature

Part C – Spousal Consent to Waive Survivor Benefits

If you, the spouse of the participant, sign this consent, the participant cannot change the beneficiary named in this Beneficiary Designation unless you agree to the new beneficiary by signing a new consent. However, the participant can name you as the sole primary beneficiary (with the contingent beneficiary of his/her choice) without getting your consent.

I, ____________________________________, the spouse of ____________________________________, hereby irrevocably consent to my spouse's Beneficiary Designation as set forth in Part B. I understand that I am entitled to receive my spouse's full account balance under the Plan and that, by consenting to his/her Part B election, I forfeit my right to receive such benefit upon the death of my spouse except as provided in Part B. I understand that I do not have to sign this form.

I am signing this form voluntarily. If I refuse to sign, then I will receive my spouse's full account balance if my spouse dies before his/her account is distributed from the Plan.

_________________________________ ____

Date Spouse's Signature

Sworn to and subscribed before me after a proper proof of identity this _______ day of ______________, _____

in the State of _________________________________, County of ____________________________.

_________________________________ My Commission Expires: ______________

Notary Public (SEAL)

Part D – Your Death Benefit and Beneficiary Designation Rights

If you die before your account is distributed, the Plan will pay a death benefit equal to 100% of your total Plan account(s). If you are married, your spouse is entitled to receive 100% of your total Plan account(s). You may designate someone else as the beneficiary of all or a part of your total Plan account(s) with your spouse's written, notarized consent. For example, if you name your spouse and child as the primary beneficiary, your spouse will receive less than 100%. Therefore, the designation is void unless your spouse consents.

You should complete a new Beneficiary Designation immediately after any change in marital status.

Guide to Completion of the Beneficiary Designation Form

These instructions will assist you in making your designation clear to everyone.

- For each person named, you are to provide the name, date of birth, Social Security number, relationship and percentage to be awarded. If a named person changes his or her name through marriage or otherwise, you should update your form. The date of birth helps us identify minor children and provide descriptions of benefits available. The Social Security number will let us find the person if he or she does not know to contact us for the benefit. The relationship of the person to you controls the forms of payment that the Plan can offer. If the person is not a relative, simply write, "Friend."
- Name only people, your estate, a trust, or a charity.
- To name your estate, simply write, "Estate."
- To name a trust, provide the name and address of the trustee and the title of the trust agreement. For example, if your name were James Jones and your will provided for a trust to be administered by the First National Bank, the box should read as shown below.

Primary Beneficiary(ies):

Name	Social Security No.	Date of Birth	Relationship	Percentage %
1. *First National Bank, or its successor, as Trustee under the Trust under the Will of James Jones,*				
2. *including any amendments to the Trust*		*First National Bank*		
3.		*P.O. Box 900*		
4.		*Smallville, PA 17199*		
				100%

- If you neglect to fill in the percentages, the death benefit will be divided equally among the primary beneficiaries that survive you. If no primary beneficiaries survive you, the death benefit will be divided equally among the persons named as the contingent beneficiaries.
- Unequal divisions should be shown as follows:

Primary Beneficiary(ies):

Name	Social Security No.	Date of Birth	Relationship	Percentage %
1. *Mary Elizabeth Smith Jones*	*555-55-5555*	*06/15/1947*	*Wife*	*75%*
2. *Martha May Jones Oliver*	*888-55-8888*	*09/12/1980*	*Daughter*	*25%*
3.				
4.				
				100%

- The percentages in the Primary Beneficiary box must add up to 100%. The percentages in the Contingent Beneficiary box must add up to 100%.
- Pro rata designation – To name more than one person and then provide that if someone dies, the survivors are to share the benefit among them, print "pro rata" in the box. If pro rata is used, the contingent beneficiaries will only receive a benefit if none of the primary beneficiaries survive you. If you name more than one person in a box, this is what the Plan will do if you write nothing more.

Primary Beneficiary(ies):

Name	Social Security No.	Date of Birth	Relationship	Percentage %
1. *Martha May Jones Oliver*	*888-55-8888*	*09/12/1980*	*Daughter*	*25%*
2. *Frederick Blake Jones*	*999-55-9999*	*12/1/1975*	*Son*	*25%*
3. *Lisa Lee Jones*	*777-55-7777*	*11/10/1995*	*Daughter*	*50%*
4.				
		Pro Rata		100%

In this example, if Frederick dies, Martha and Lisa will divide the benefit with Martha receiving one-third and Lisa receiving two-thirds. Frederick's children will receive nothing.

- Per stirpes designation – To name more than one person and also provide that if one person dies, that person's share is to be paid to the person's children or that person's estate, print "per stirpes" in the box. If per stirpes is used, you may wish to leave the contingent beneficiary box blank or name the persons who would receive the benefit if the per stirpes designation became effective.

Primary Beneficiary(ies):

	Name	Social Security No.	Date of Birth	Relationship	Percentage %
1.	*Martha May Jones Oliver*	*888-55-8888*	*09/12/1980*	*Daughter*	*25%*
2.	*Frederick Blake Jones*	*999-55-9999*	*12/1/1975*	*Son*	*25%*
3.	*Lisa Lee Jones*	*777-55-7777*	*11/10/1995*	*Daughter*	*50%*
4.					
		Per Stirpes			100%

Contingent Beneficiary(ies):

Name	Social Security No.	Date of Birth	Relationship	Percentage %

In this example, if Frederick dies, Martha will receive 25%, Lisa will receive 50%, and Frederick's children will receive his 25%.

If You Fail to Complete a Valid Form – If you fail to properly designate a beneficiary, or if all of the beneficiaries you indicate predecease you, the Plan will distribute your benefit in accordance with the Plan document's default provision.

If There Has Been a Divorce – If there is a qualified domestic relations order in force with respect to you, your Beneficiary Designation form will apply only to any death benefit not required to be paid to the alternate payee under the order.