

Omaha School Employees' Retirement System

**Financial Statements
and Supplementary Information
August 31, 2013**

Together with Independent Auditor's Report

Omaha School Employees' Retirement System

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Independent Auditor's Report

To the Board of Education
Omaha School Employees' Retirement System:

Report on the Financial Statements

We have audited the accompanying statement of plan net position of the Omaha School Employees' Retirement System (OSERS), a fiduciary fund of Douglas County School District #0001 (District), as of and for the year ended August 31, 2013, and the related statement of changes in plan net position for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

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

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of OSERS as of August 31, 2013, and the changes in financial position thereof for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter

As discussed in Note 1, the financial statements present only the activity of OSERS and do not purport to, and do not, present fairly the financial position of the District as of August 31, 2013, or the changes in its financial position for the year then ended in conformity with accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to this matter.

The financial statements include investments valued at \$543,915,000 (46% of net position) as of August 31, 2013 whose fair values have been estimated by management in the absence of readily determinable values. A description of the methods used by management is included in Note 1. Because of the inherent uncertainty of valuation, those estimated values may differ significantly from the values that would have been used had a ready market for the investments existed, and the differences could be material.

Other Matters

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis, the schedule of funding progress and the schedule of employer contributions be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated November 8, 2013, on our consideration of OSERS' internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements, and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering OSERS' internal control over financial reporting and compliance.

SEEM JOHNSON, LLP

Omaha, Nebraska,
November 8, 2013.

Omaha School Employees' Retirement System

Management's Discussion and Analysis

Overview

The following overview is a discussion and analysis of the financial activities of the School Employees' Retirement System of Douglas County School District 0001, more commonly known as the Omaha School Employees' Retirement System (OSERS), for the fiscal year ended August 31, 2013. Its purpose is to provide explanation and insights into the information presented in the financial statements, notes to the financial statements, and required supplementary information.

Financial Highlights

Net position in the plan, which represent funds available to pay current and future pension benefits, increased by \$75 million during the fiscal year to \$1,170 million. This 6% increase in net position was due to employee and employer contributions and a continued growth in the market value of the investments held by OSERS.

The plan experienced total additions of over \$170 million, an 10.8% increase over last year. In 2012, the employer contributions were increased by a one-time payment of \$4 million due to a health insurance premium holiday for the month of December 2011. As a result, 2013's employer contributions were lower than in 2012. The primary cause of the additions in 2013 was the continuing economic recovery, which provided greater income and appreciation in the investment portfolio.

Total retirement benefits paid were higher than last year due to increased numbers of retirees who are receiving greater retirement benefits. Administrative expense was down for 2013 because for 2013 the charges paid to the custodial bank were netted against the investment income while in 2012 they were included in the administrative expense.

Overview of the Financial Statements

The discussion and analysis below is intended to assist the reader in better understanding the purpose and meaning of each of the key components of the financial statements, which are comprised of the following:

1. The *Statement of Plan Net Position* presents information about assets and liabilities, with the difference between the two reported as *net position held in trust for pension benefits*. The level of net position reflects the resources available to pay benefits to members when due. Over time, increases and decreases in net position measure whether the financial position of OSERS is improving or deteriorating.
2. The *Statement of Changes in Plan Net Position* presents the results of fund operations during the year and discloses the additions and deductions from net position. It supports the net change that has occurred to the prior year's net position value on the statement of plan net position.
3. The *Notes to the Financial Statements* provide additional information that is essential to gain a full understanding of the data provided in the basic financial statements. The notes provide important and detailed information about OSERS, the pension trust fund, and the statements themselves.
4. The *Required Supplementary Information* consists of data on the funded status of OSERS and the status of contributions from the employer and the State of Nebraska.

Omaha School Employees' Retirement System

Management's Discussion and Analysis

Financial Analysis

The following table shows condensed information from the Statement of Plan Net Position:

	Plan Net Position (Thousands of Dollars)			
	2013	2012	Change	Percent
Total Assets	\$ 1,178,465	1,095,659	82,806	7.55%
Total Liabilities	8,118	94	8,024	85.36%
Net Position	\$ 1,170,347	1,095,565	74,782	6.83%

The following table shows condensed information from the Statement of Changes in Plan Net Position:

	Additions to Plan Net Position (Thousands of Dollars)			
	2013	2012	Change	Percent
Employer Contributions	\$ 29,581	33,191	(3,610)	(10.88)%
Member Contributions and Purchases of Service	30,123	29,556	567	1.92%
State Contributions	5,544	5,392	152	2.82%
Total Contributions and Purchases of Service	65,248	68,139	(2,891)	(4.24)%
Net Investment Income	105,313	85,837	19,476	22.69%
Other Income	89	49	40	81.63%
Total Investment and Other Income	105,402	85,886	19,516	22.72%
Total Additions	\$ 170,650	154,025	16,625	10.79%

	Deductions from Plan Net Position (Thousands of Dollars)			
	2013	2012	Change	Percent
Retirement Benefits	\$ 92,104	87,479	4,625	5.29%
Refunds to Members	3,003	3,142	(139)	(4.42)%
Administrative Expenses	761	967	(206)	(21.30)%
Total Deductions	\$ 95,868	91,588	4,280	4.67%

Omaha School Employees' Retirement System

Management's Discussion and Analysis

Contacting OSERS Financial Management

This financial report is designed to provide the plan sponsor, the Board of Trustees, OSERS membership, contributors, taxpayers and creditors with a general overview of OSERS' finances and to demonstrate OSERS' accountability for the money it receives. If you have any questions about this report or need additional financial information, you may contact the Omaha School Employees' Retirement System by e-mail at osers@ops.org, by phone at 402-557-2102, or by mail at 3215 Cuming Street, Omaha, NE 68131-2024.

Omaha School Employees' Retirement System

Statement of Plan Net Position August 31, 2013 (Thousands of Dollars)

ASSETS:	
Cash and cash equivalents	\$ <u>9,193</u>
Contributions receivable:	
Employer	2,435
Plan members	2,486
Other	<u>525</u>
Total contributions receivable	<u>5,446</u>
Investments:	
Cash equivalents held in investment portfolios	4,426
U.S. government securities	19,776
Municipal bonds	5,683
Domestic corporate bonds	184,382
Domestic common stocks	283,817
International common stocks	84,155
Limited partnerships	543,915
Collective equity funds	<u>34,172</u>
Total investments	<u>1,160,326</u>
Accrued investment income	<u>3,468</u>
Prepaid expenses	<u>32</u>
Total assets	<u>1,178,465</u>
LIABILITIES:	
Accounts payable	139
Accrued payroll and benefits payable	<u>7,979</u>
Total liabilities	<u>8,118</u>
NET POSITION:	
Held in trust for pension benefits	\$ <u><u>1,170,347</u></u>

See Notes to Financial Statements

Omaha School Employees' Retirement System

Statement of Changes in Plan Net Position For the Year Ended August 31, 2013 (Thousands of Dollars)

ADDITIONS:

Contributions:

Plan member contributions	\$	29,197
Employer contributions		29,581
State contributions		<u>5,544</u>

Total contributions 64,322

Investment income:

Interest and dividends		33,996
Net appreciation in fair value of investments		<u>76,353</u>

110,349

Less investment expense (5,036)

Net investment income 105,313

Purchases of service 926

Other 89

Net additions 170,650

DEDUCTIONS:

Retirement benefits		92,104
Refunds to plan members, including interest		3,003
Administrative expenses:		
Personnel costs		405
Professional fees		287
Other		<u>69</u>

Total deductions 95,868

NET INCREASE 74,782

NET POSITION HELD IN TRUST FOR PENSION BENEFITS

Beginning of year 1,095,565

End of year \$ 1,170,347

See Notes to Financial Statements

Omaha School Employees' Retirement System

Notes to Financial Statements August 31, 2013 (Thousands of Dollars)

(1) Summary of Significant Accounting Policies

The following is a summary of the significant accounting policies of the Omaha School Employees' Retirement System (OSERS).

A. *Reporting Entity*

In 1909, the Douglas County School District #0001 (the District) began maintaining a retirement system for its teachers. Subsequently, the District added two more retirement systems, one covering non-teaching school employees and one covering school cafeteria employees. In 1951, the Nebraska State Legislature consolidated the three systems into one new system. The new system, OSERS, is a defined-benefit plan.

OSERS is included as a fiduciary fund of the District. The financial statements present only the financial position and changes in financial position of the Omaha School Employees' Retirement System and do not purport to, and do not present fairly, the financial position of the District, as of August 31, 2013, or the changes in its financial position for the year then ended in conformity with accounting principles generally accepted in the United States of America.

B. *Basic Financial Statements*

The financial transactions of OSERS are included in the fiduciary funds of the District. The fund is accounted for by providing a separate set of self-balancing accounts that comprises its assets, liabilities, net position, additions, and deductions. This fund is used to report assets held in a trustee or agency capacity for others, and therefore, are not available to support the District's programs.

C. *Basis of Accounting/Measurement Focus*

OSERS activity is accounted for on an economic-resources measurement focus using the accrual basis of accounting. Plan member contributions are recognized in the period in which the contributions are due. Employer contributions to OSERS are recognized when due and the employer has made a formal commitment to provide the contributions. Benefits and refunds are recognized when due and payable in accordance with the plan provisions.

D. *Method Used to Value Investments*

OSERS invests in both short-term and long-term securities. Investment managers are utilized to advise the Board of Trustees regarding investments. The market value of the investments will fluctuate as a result of interest rate changes and general economic conditions. Investments are reported at fair value. Securities traded on a national or international exchange are valued at the last reported sales price at current exchange rates. The fair value of real estate investments is based on independent appraisals. Limited partnership investments that do not have an established market are reported at estimated fair value.

E. *Risks and Uncertainties*

Investment securities, in general, are exposed to various risks, such as interest rate risk, credit risk and overall market volatility. The depressed global economic conditions and concern over the security of debt issued by the United States and other sovereign nations has resulted in continued volatility in financial markets and the banking system. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and such changes could materially affect the amounts reported in the financial statements.

Omaha School Employees' Retirement System

Notes to Financial Statements August 31, 2013 (Thousands of Dollars)

F. Net Realized Gains and Losses on Investments and Other

Market value fluctuations and changes in yields make it beneficial to periodically trade securities. These trades are recommended by the investment managers and are intended to maximize growth and earnings. When a trade is executed, the market value is compared to the cost and any difference is recorded as net realized gain or loss. No adjustments are recognized for the anticipated change in growth or yield.

G. Change in Accounting Principle

During 2013, OSERS adopted the provision of GASB Statement No. 63. GASB Statement No. 63 required additional changes such as now referring to "Net Assets" as "Net Position" on the statement of plan net position.

H. Subsequent Events

OSERS considered events occurring through November 8, 2013 for recognition or disclosure in the financial statements as subsequent events. That date is the date the financial statements were available to be issued.

(2) Cash and Investments

A. Legal and Contractual

OSERS investments are governed by State statute 79-9,108 and 79-9,111. These statutes state that the Trustees of OSERS, with approval of the Board of Education, shall invest and reinvest funds of OSERS. The Board of Education shall approve or deny the investments each month. The Trustees shall invest the funds of OSERS in investments of the nature which individuals of prudence, discretion, and intelligence acquire or retain in dealing with property of another. Such investments shall not be made for speculation, but for investment, considering the probable safety of their capital as well as the probable income derived.

The Trustees shall not purchase investments on margin or enter into futures contracts or other contract obligations which require the payment of margin, or enter into any similar contractual arrangement which may result in losses in excess of the amount paid or deposited with respect to investment contracts, unless such transaction constitutes a hedging transaction or is incurred for the purpose of portfolio or risk management for the funds and investments of OSERS. The Trustees may write covered call options or put options. The Trustees may lend any security if cash, United States government obligations, or United States government agency obligations with a market value equal to or exceeding the market value of the security lent are received as collateral.

Omaha School Employees' Retirement System

Notes to Financial Statements August 31, 2013 (Thousands of Dollars)

B. Credit Risk

The credit quality of the bonds held in the portfolio is listed below. Each bond investment manager is required to invest according to investment guidelines, including credit quality, established for them by the Board of Trustees.

Credit Quality Distribution of Securities with Credit Exposures

Treasury	\$	--	--
Agency		--	--
AAA		22,202	12.19%
AA		2,213	1.22%
A		22,173	12.18%
BBB		26,049	14.31%
BB		42,789	23.50%
B		63,150	34.69%
CCC		777	.43%
CC		--	--
C/D		--	--
NR		2,701	1.48%
Total	\$	<u>182,054</u>	<u>100.00%</u>

C. Interest Rate Risk

OSERS does not have a formal policy limiting investment maturities that would help manage its exposure to fair value losses that may result from increasing interest rates.

Maturity (Years)	As a Percentage of Market Value
0 to 4	66.98%
5 to 10	18.87%
Over 10	14.15%

D. Foreign Currency Risk

The exposure to foreign currency is outlined below on a portfolio-wide basis:

Currency	Market Value	Percentage of Portfolio
Australian Dollar	\$ 6,423	0.55%
British Sterling Pound	16,437	1.41
Canadian Dollar	3,218	0.28
Danish Kroner	3,167	0.27
EMU (Euro)	6,494	0.56
Hong Kong Dollar	14,667	1.26
Japanese Yen	16,966	1.46
Singapore Dollar	3,045	0.26
Swedish Krona	3,323	0.28
Swiss Franc (Chf)	10,862	0.94
United States Dollar	1,079,192	92.73
Total	\$ <u>1,163,794</u>	<u>100.00%</u>

OSERS' foreign currency-denominated investments include only securities traded on a national exchange.

Omaha School Employees' Retirement System

Notes to Financial Statements August 31, 2013 (Thousands of Dollars)

E. Investments

The following is a summary of investments at August 31, 2012:

Cash equivalents	\$	4,426
U.S. government securities		19,776
Municipal bonds		5,683
Domestic corporate bonds		184,382
Domestic common stocks		283,817
International common stocks		84,155
Limited partnerships		543,915
Collective equity funds		<u>34,172</u>
Total	\$	<u><u>1,160,326</u></u>

(3) Plan Description and Contribution Information

A. Membership Information

Membership consisted of the following as of September 1, 2012, the date of the latest actuarial valuation:

Retirees and beneficiaries receiving benefits	3,843
Deferred vested plan members	723
Active and leave of absence plan members	<u>7,315</u>
Total	<u><u>11,881</u></u>

B. Plan Description

The employees of the District, OSERS and Educational Service Unit #19 are covered by OSERS. OSERS is a single-employer retirement plan.

In accordance with Nebraska statutes, OSERS is governed by the Board of Education, which is advised by a Board of Trustees composed of three employees, one annuitant, three Board of Education members, two business people and the Superintendent of the District. OSERS is administered by its Executive Director. The State of Nebraska has the authority under which plan obligations may be amended or established.

C. Contributions

Employees of the District, OSERS and Educational Service Unit #19 are required to contribute 9.30% of their annual salary to OSERS. The District, OSERS and Educational Service Unit #19 contribute 9.393% of member salaries or such amount above 9.393% necessary to maintain the solvency of OSERS. For fiscal years beginning July 1, 2009, until July 1, 2014, the State of Nebraska contributes 1% of the employees' compensation. For fiscal years following July 1, 2014, the State of Nebraska will revert to the pre-2009 contribution of 7/10ths of 1% of the employees' compensation. Administrative costs of OSERS are financed through investment earnings.

Omaha School Employees' Retirement System

Notes to Financial Statements August 31, 2013 (Thousands of Dollars)

D. Payment of Benefits and Refunds

Each employee who has completed five or more years of creditable service is eligible to elect a deferred vested service annuity in lieu of a refund of accumulated contributions. OSERS provides for various benefits including normal retirement benefits, early retirement benefits, disability benefits, and pre-retirement and post-retirement survivor benefits. These benefits are paid monthly from OSERS. The benefits under OSERS are based on an average of the highest three years of salary earned by employees during their employment with the District, up to their normal retirement dates. Employees who terminate employment with fewer than five years of creditable service can elect to receive a refund or a rollover of the employee's contributions, plus accrued interest.

(4) Commitments

Commitments outstanding and available for investment on demand by the limited partnerships as of August 31, 2013 were as follows:

Limited Partnership in:

SPC Capital Management	\$	17,138
Stonetree Capital Fund IV		32,930
JP Morgan Global Maritime Fund		19,669
FCP Fund II		16,125
Mariner Real Estate Partners III		11,061
Almanac Realty Securities VI		18,435
JP Morgan India Property Fund II		16,791
	<u>\$</u>	<u>132,149</u>

(5) Funded Status and Funding Progress

The funded status of OSERS as of September 1, 2012, the most recent actuarial valuation date, is as follows:

Actuarial Value of Assets (a)	Actuarial Accrued Liability (AAL) (b)	Unfunded AAL (UAAL) (b-a)	Funded Ratio (a/b)	Covered Payroll (c)	UAAL as a Percentage of Covered Payroll ((b-a)/c)
\$1,155,495	\$1,592,738	\$437,243	72.6%	\$307,258	142.3%

The schedule of funding progress, presented as required supplementary information (RSI) following the notes to the financial statements, presents multiyear trend information about whether the actuarial values of OSERS' assets are increasing or decreasing over time relative to the AALs for benefits.

Additional information as of the latest actuarial valuation is as follows:

- Actuarial valuation date is September 1, 2012.
The actuarial cost method used to determine the annual required contribution (ARC) is the Entry Age Normal Cost Method.
- The assets are shown at actuarial value which is a market-related smoothed value.
- Economic assumptions are:
 - Inflation: 3.0%
 - General wage growth: 4.0%
 - Investment return: 8.0%
 - Salary increases: 4.0% plus merit of 0% to 1.6%
 - Post-retirement benefit increases: 1.5%
- The amortization period is an open 30-year period.

Omaha School Employees' Retirement System

Schedule of Funding Progress August 31, 2013

Actuarial Valuation Date	Actuarial Value of Assets (a)	Actuarial Accrued Liability (AAL) (b)	Unfunded AAL (UAAL) (b-a)	Funded Ratio (a/b)	Covered Payroll (c)	UAAL as a Percentage of Covered Payroll ((b-a)/c)
9/1/2007	1,117,628,000	1,255,527,000	137,899,000	89.0%	272,844,149	50.5%
9/1/2008	1,149,289,000	1,346,999,000	197,710,000	85.3%	272,720,007	72.5%
9/1/2009	1,061,326,000	1,410,318,000	348,992,000	75.3%	287,770,291	121.3%
9/1/2010	1,078,269,000	1,467,850,000	389,581,000	73.5%	302,229,282	128.9%
9/1/2011	1,110,033,000	1,516,284,000	406,251,000	73.2%	310,228,916	131.0%
9/1/2012	1,155,495,000	1,592,738,000	437,243,000	72.6%	307,258,065	142.3%

Omaha School Employees' Retirement System

Schedule of Employer and Non-employer Contributions August 31, 2013

Year Ending	Annual Required Contribution (a)	Total Contribution* (b)	Percentage of ARC Recognized (b/a)
8/31/2007	28,143,388	24,981,000	88.8%
8/31/2008	19,491,557	26,162,000	134.2%
8/31/2009	24,103,114	25,918,000	107.5%
8/31/2010	30,900,224	29,182,000	94.4%
8/31/2011	34,180,566	30,255,000	88.5%
8/31/2012	32,957,547	37,109,000	112.6%

*Includes contributions from the employer and other contributing entities.

**Independent Auditor's Report on Internal Control Over Financial Reporting
and on Compliance and Other Matters Based on an Audit of
Financial Statements Performed in Accordance with
Government Auditing Standards**

To the Board of Education
Omaha School Employees' Retirement System:

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of the Omaha School Employees' Retirement System (OSERS) as of and for the year ended August 31, 2013, and the related notes to the financial statements, which collectively comprise OSERS' basic financial statements, and have issued our report thereon dated November 8, 2013.

Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered OSERS' internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of OSERS' internal control. Accordingly, we do not express an opinion on the effectiveness of OSERS' internal control.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A material weakness is a deficiency, or combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis. A significant deficiency is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control over financial reporting that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control over financial reporting that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether OSERS' financial statements are free of material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit and, accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the entity's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the entity's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

SEIM JOHNSON, LLP

Omaha, Nebraska,
November 8, 2013.