# Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

## Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

**2009**

**This Form is Open to Public Inspection**

## Part I Annual Report Identification Information

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

**A** This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

**B** This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

**C** If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

**D** Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

## Part II Basic Plan Information—enter all requested information

**1a** Name of plan
CITADEL INVESTMENT GROUP, L.L.C. RETIREMENT SAVINGS PLAN

**1b** Three-digit plan number (PN) ▶ 002

**1c** Effective date of plan 01/01/2000

**2a** Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.)
CITADEL INVESTMENT GROUP LLC

131 SOUTH DEARBORN
CHICAGO, IL 60603

131 SOUTH DEARBORN
CHICAGO, IL 60603

**2b** Employer Identification Number (EIN)
36-4108019

**2c** Sponsor's telephone number
312-395-2100

**2d** Business code (see instructions)
523900

**Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.**

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

| | | | |
|---|---|---|---|
| **SIGN HERE** | Filed with authorized/valid electronic signature. | 08/27/2010 | STANA GRIM |
| | **Signature of plan administrator** | Date | Enter name of individual signing as plan administrator |
| **SIGN HERE** | | | |
| | **Signature of employer/plan sponsor** | Date | Enter name of individual signing as employer or plan sponsor |
| **SIGN HERE** | | | |
| | **Signature of DFE** | Date | Enter name of individual signing as DFE |

**3a** Plan administrator's name and address (if same as plan sponsor, enter "Same")
CITADEL INVESTMENT GROUP LLC

131 SOUTH DEARBORN
CHICAGO, IL 60603

**3b** Administrator's EIN
36-4108019

**3c** Administrator's telephone number
312-395-2100

**4** If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:
**a** Sponsor's name

**4b** EIN

**4c** PN

| | | | |
|---|---|---|---|
| **5** | Total number of participants at the beginning of the plan year | **5** | 1713 |
| **6** | Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**). | | |
| **a** | Active participants | **6a** | 1275 |
| **b** | Retired or separated participants receiving benefits | **6b** | 0 |
| **c** | Other retired or separated participants entitled to future benefits | **6c** | 592 |
| **d** | Subtotal. Add lines **6a**, **6b**, and **6c** | **6d** | 1867 |
| **e** | Deceased participants whose beneficiaries are receiving or are entitled to receive benefits | **6e** | 1 |
| **f** | Total. Add lines **6d** and **6e** | **6f** | 1868 |
| **g** | Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) | **6g** | 1630 |
| **h** | Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested | **6h** | 55 |
| **7** | Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) | **7** | |

**8a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2E 2F 2G 2J 2K 2T

**b** If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

**9a** Plan funding arrangement (check all that apply)

| | | |
|---|---|---|
| **(1)** | | Insurance |
| **(2)** | | Code section 412(e)(3) insurance contracts |
| **(3)** | X | Trust |
| **(4)** | | General assets of the sponsor |

**9b** Plan benefit arrangement (check all that apply)

| | | |
|---|---|---|
| **(1)** | | Insurance |
| **(2)** | | Code section 412(e)(3) insurance contracts |
| **(3)** | X | Trust |
| **(4)** | | General assets of the sponsor |

**10** Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

**a Pension Schedules**

| | | |
|---|---|---|
| **(1)** | X | **R** (Retirement Plan Information) |
| **(2)** | | **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary |
| **(3)** | | **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary |

**b General Schedules**

| | | |
|---|---|---|
| **(1)** | X | **H** (Financial Information) |
| **(2)** | | **I** (Financial Information – Small Plan) |
| **(3)** | | **A** (Insurance Information) |
| **(4)** | X | **C** (Service Provider Information) |
| **(5)** | X | **D** (DFE/Participating Plan Information) |
| **(6)** | | **G** (Financial Transaction Schedules) |

| SCHEDULE C (Form 5500) | Service Provider Information | OMB No. 1210-0110 |
|---|---|---|
| Department of the Treasury<br>Internal Revenue Service<br>Department of Labor<br>Employee Benefits Security Administration<br>Pension Benefit Guaranty Corporation | This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br>▶ **File as an attachment to Form 5500.** | **2009**<br>**This Form is Open to Public Inspection.** |

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

**A** Name of plan
CITADEL INVESTMENT GROUP, L.L.C. RETIREMENT SAVINGS PLAN

**B** Three-digit plan number (PN) ▶ 002

**C** Plan sponsor's name as shown on line 2a of Form 5500
CITADEL INVESTMENT GROUP LLC

**D** Employer Identification Number (EIN)
36-4108019

## Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

### 1 Information on Persons Receiving Only Eligible Indirect Compensation

**a** Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . [X] Yes [ ] No

**b** If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

FID INV INST OPS CO

04-2647786

**(b)** Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

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**2. Information on Other Service Providers Receiving Direct or Indirect Compensation.** Except for those persons for whom you answered "yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

**(a)** Enter name and EIN or address (see instructions)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

| **(b)** Service Code(s) | **(c)** Relationship to employer, employee organization, or person known to be a party-in-interest | **(d)** Enter direct compensation paid by the plan. If none, enter -0-. | **(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | **(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | **(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | **(h)** Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| 64 65 37 60 | RECORDKEEPER | 3919 | Yes [X] No [ ] | Yes [X] No [ ] | 0 | Yes [X] No [ ] |

**(a)** Enter name and EIN or address (see instructions)

| **(b)** Service Code(s) | **(c)** Relationship to employer, employee organization, or person known to be a party-in-interest | **(d)** Enter direct compensation paid by the plan. If none, enter -0-. | **(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | **(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | **(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | **(h)** Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| | | | Yes [ ] No [ ] | Yes [ ] No [ ] | | Yes [ ] No [ ] |

**(a)** Enter name and EIN or address (see instructions)

| **(b)** Service Code(s) | **(c)** Relationship to employer, employee organization, or person known to be a party-in-interest | **(d)** Enter direct compensation paid by the plan. If none, enter -0-. | **(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | **(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | **(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | **(h)** Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| | | | Yes [ ] No [ ] | Yes [ ] No [ ] | | Yes [ ] No [ ] |

**(a)** Enter name and EIN or address (see instructions)

| **(b)** Service Code(s) | **(c)** Relationship to employer, employee organization, or person known to be a party-in-interest | **(d)** Enter direct compensation paid by the plan. If none, enter -0-. | **(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | **(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | **(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | **(h)** Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| | | | Yes ☐ No ☐ | Yes ☐ No ☐ | | Yes ☐ No ☐ |

**(a)** Enter name and EIN or address (see instructions)

| **(b)** Service Code(s) | **(c)** Relationship to employer, employee organization, or person known to be a party-in-interest | **(d)** Enter direct compensation paid by the plan. If none, enter -0-. | **(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | **(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | **(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | **(h)** Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| | | | Yes ☐ No ☐ | Yes ☐ No ☐ | | Yes ☐ No ☐ |

**(a)** Enter name and EIN or address (see instructions)

| **(b)** Service Code(s) | **(c)** Relationship to employer, employee organization, or person known to be a party-in-interest | **(d)** Enter direct compensation paid by the plan. If none, enter -0-. | **(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | **(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | **(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | **(h)** Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| | | | Yes ☐ No ☐ | Yes ☐ No ☐ | | Yes ☐ No ☐ |

## Part I Service Provider Information (continued)

**3** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| ABDN GLBL FX INC IS - CITI FUND SER<br><br>31-1249295 | 0.25% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| ABF BALANCED INV - STATE STREET BAN<br><br>04-1867445 | 0.35% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| ABF LG CAP VAL INV - STATE STREET B<br><br>04-1867445 | 0.35% |

## Part I Service Provider Information (continued)

**3** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| AF GROWTH OF AMER R5 - AMERICAN FUN<br><br>95-2566717 | 0.05% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| AF GRTH FUND AMER R4 - AMERICAN FUN<br><br>95-2566717 | 0.35% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| AIM BASIC VALUE A - INVESCO AIM INV<br><br>98-0557567 | 0.35% |

## Part I Service Provider Information (continued)

**3** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| AIM CONSTELLATION A - INVESCO AIM I<br><br>98-0557567 | 0.35% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| AIM GBL SM&MDCP GR A - INVESCO TRIM<br><br>98-0557567 | 0.35% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| AIM MIDCAP CORE EQ A - INVESCO AIM<br><br>98-0557567 | 0.35% |

## Part I Service Provider Information (continued)

**3** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| ALGER SMALL CAP I - BOSTON FINANCIA<br><br>04-2526037 | 0.40% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| ALL/BERN SMMDCPVAL A - ALLIANCEBERN<br><br>13-3211780 | 0.35% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| ALLNZ CCM CAP AP ADM - BOSTON FINAN<br><br>04-2526037 | 0.35% |

## Part I Service Provider Information (continued)

**3** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| ALLNZ CCM MID CP ADM - BOSTON FINAN<br><br>04-2526037 | 0.35% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| AM CEN LG CO VAL INV - AMERICAN CEN<br><br>44-0619208 | 0.35% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| AM CENT ULTRA INV - AMERICAN CENTUR<br><br>44-0619208 | 0.35% |

## Part I Service Provider Information (continued)

**3** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| AM CENT VISTA INV - AMERICAN CENTUR<br><br>44-0619208 | 0.35% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| ARIEL APPRECIATION - US BANCORP FUN<br><br>39-0281260 | 0.35% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| ARIEL FUND - US BANCORP FUND SERVIC<br><br>39-0281260 | 0.35% |

## Part I Service Provider Information (continued)

**3** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| ARTISAN INTL - BOSTON FINANCIAL DAT<br><br>04-2526037 | 0.40% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| ARTISAN MID CAP VAL - BOSTON FINANC<br><br>04-2526037 | 0.40% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| BARON ASSET FUND - DST SYSTEMS INC<br><br>43-1581814 | 0.40% |

## Part I Service Provider Information (continued)

**3** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| BARON SMALL CAP - DST SYSTEMS INC<br><br>43-1581814 | 0.40% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| CALV NEWVIS SM CP A - BOSTON FINANC<br><br>04-2526037 | 0.35% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| CALVERT CAP ACC A - BOSTON FINANCIA<br><br>04-2526037 | 0.35% |

## Part I Service Provider Information (continued)

**3** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| CALVERT SIF BALNCD A - BOSTON FINAN<br><br>04-2526037 | 0.35% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| COL CONS HIGH YLD Z - COLUMBIA MANA<br><br>04-2838628 | 0.25% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| COL/ACORN SELECT Z - COLUMBIA MANAG<br><br>04-2838628 | 0.35% |

## Part I Service Provider Information (continued)

**3** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| CS LARGE CAP VALUE A - BOSTON FINAN<br><br>04-2526037 | 0.35% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| CS LG CAP GRTH COM - BOSTON FINANCI<br><br>04-2526037 | 0.35% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| CS MID CAP CORE COM - BOSTON FINANC<br><br>04-2526037 | 0.35% |

## Part I Service Provider Information (continued)

**3** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| DOMINI SOCIAL EQ INV - PNC GLOBAL I<br><br>25-1435979 | 0.40% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| DWS GLOBAL OPPS S - DWS INVESTMENTS<br><br>02-0432775 | 0.35% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| DWS INTERNATIONAL S - DWS INVESTMEN<br><br>02-0432775 | 0.35% |

## Part I Service Provider Information (continued)

**3** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| DWS STRATEGIC VAL A - DWS INVESTMEN<br><br>02-0432775 | 0.35% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| FKLN SMMIDCAP GRTH A - FRANKLIN TEM<br><br>94-3167260 | 0.35% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| HARTFORD GROWTH Y - HARTFORD ADMINI<br><br>41-0679409 | 0.35% |

## Part I Service Provider Information (continued)

**3** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| HARTFORD INTL GRTH Y - HARTFORD ADM<br><br>41-0679409 | 0.35% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| HTFD SM CAP GROWTH Y - HARTFORD ADM<br><br>41-0679409 | 0.35% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| JH SMALL COMPANY A - DST SYSTEMS I<br><br>43-1581814 | 0.40% |

## Part I Service Provider Information (continued)

**3** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| LD ABBETT AFFILTD A - DST SYSTEMS<br><br>43-1581814 | 0.40% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| LD ABBETT SMCP BLD A - DST SYSTEMS<br><br>43-1581814 | 0.40% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| LM CBA AGG GR A - BOSTON FINANCIAL<br><br>04-2526037 | 0.40% |

## Part I Service Provider Information (continued)

**3** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| LM CBA LC GRO A - BOSTON FINANCIAL<br><br>04-2526037 | 0.40% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| LM CM VALUE FI - BOSTON FINANCIAL D<br><br>04-2526037 | 0.40% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| LOOMIS GROWTH A - BOSTON FINANCIAL<br><br>04-2526037 | 0.55% |

## Part I Service Provider Information (continued)

**3** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| LOOMIS SM CAP VAL R - BOSTON FINANC<br><br>04-2526037 | 0.40% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| MANAGERS BOND FUND - PNC GLOBAL INV<br><br>04-2871943 | 0.40% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| MANAGERS SPECIAL EQ - PNC GLOBAL IN<br><br>04-2871943 | 0.40% |

## Part I Service Provider Information (continued)

**3** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| MGRS AMG ES LG CP GR - PNC GLOBAL I<br><br>04-2871943 | 0.40% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| MSIF CAPITAL GRTH P - MORGAN STANLE<br><br>13-3799749 | 0.35% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| MSIF CP FX INC P - JPMORGAN INVESTO<br><br>22-2382028 | 0.25% |

## Part I Service Provider Information (continued)

**3** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| MSIF EMERGING MKTS P - MORGAN STANL<br><br>13-3799749 | 0.35% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| MSIF INTL EQUITY P - MORGAN STANLEY<br><br>13-3799749 | 0.35% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| MSIF MID CAP GRTH P - JPMORGAN INVE<br><br>22-2382028 | 0.35% |

## Part I Service Provider Information (continued)

**3** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| MSIF VALUE P - JPMORGAN INVESTOR SE<br><br>22-2382028 | 0.35% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| MUTUAL GBL DISCVRY A - FRANKLIN TEM<br><br>94-3167260 | 0.35% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| MUTUAL SHARES CL A - FRANKLIN TEMPL<br><br>94-3167260 | 0.35% |

## Part I Service Provider Information (continued)

**3** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| NB CORE BOND INV - STATE STREET BAN ONE LINCOLN STREET BOSTON, MA 02111 | 0.25% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| NB FOCUS TRUST - STATE STREET BANK ONE LINCOLN STREET BOSTON, MA 02111 | 0.35% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| NB GUARDIAN TRUST - STATE STREET BA ONE LINCOLN STREET BOSTON, MA 02111 | 0.35% |

## Part I Service Provider Information (continued)

**3** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| NB HIGH INC BOND INV - STATE STREET ONE LINCOLN STREET BOSTON, MA 02111 | 0.25% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| NB INTL FUND TRUST - STATE STREET B ONE LINCOLN STREET BOSTON, MA 02111 | 0.35% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| NB PARTNERS TRUST - STATE STREET BA ONE LINCOLN STREET BOSTON, MA 02111 | 0.35% |

## Part I Service Provider Information (continued)

**3** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| NB REGENCY TRUST - STATE STREET BAN ONE LINCOLN STREET BOSTON, MA 02111 | 0.35% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| NB SOCIALLY RESP TR - STATE STREET ONE LINCOLN STREET BOSTON, MA 02111 | 0.35% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| OAKMARK EQ & INC I - BOSTON FINANCI<br><br>04-2526037 | 0.35% |

## Part I Service Provider Information (continued)

**3** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |
| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. | |
| OAKMARK FUND I - BOSTON FINANCIAL D<br><br>04-2526037 | 0.35% | |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |
| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. | |
| PIM GLBBND AD UNHDGD - BOSTON FINAN<br><br>04-2526037 | 0.25% | |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |
| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. | |
| PIMCO HIGH YIELD ADM - BOSTON FINAN<br><br>04-2526037 | 0.25% | |

## Part I Service Provider Information (continued)

**3** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| PIMCO LOW DUR ADM - BOSTON FINANCIA<br><br>04-2526037 | 0.25% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| PIMCO LT US GOVT ADM - BOSTON FINAN<br><br>04-2526037 | 0.25% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| PIMCO REAL RTN BD AD - BOSTON FINAN<br><br>04-2526037 | 0.25% |

## Part I Service Provider Information (continued)

**3** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| PIMCO TOT RETURN ADM - BOSTON FINAN<br><br>04-2526037 | 0.25% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| RAINIER SM/MID CAP - US BANCORP FUN<br><br>39-0281260 | 0.35% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| ROYCE OPPORTUNITY S - BOSTON FINANC<br><br>04-2526037 | 0.45% |

## Part I Service Provider Information (continued)

**3** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| ROYCE TOT RETURN SER - BOSTON FINAN<br><br>04-2526037 | 0.45% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| ROYCE VALUE PLUS SER - BOSTON FINAN<br><br>04-2526037 | 0.45% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| RS PARTNERS A - BOSTON FINANCIAL DA<br><br>04-2526037 | 0.55% |

## Part I Service Provider Information (continued)

**3** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| RS SMALL CAP GRTH A - BOSTON FINANC<br><br>04-2526037 | 0.55% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| RS VALUE A - BOSTON FINANCIAL DATA<br><br>04-2526037 | 0.55% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| TCW SELECT EQUITY N - US BANCORP FU<br><br>39-0281260 | 0.50% |

## Part I Service Provider Information (continued)

**3** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| TEMPLETON DEV MKTS A - FRANKLIN TEM<br><br>94-3167260 | 0.35% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| TEMPLETON FOREIGN A - FRANKLIN TEMP<br><br>94-3167260 | 0.35% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| TEMPLETON GROWTH A - FRANKLIN TEMPL<br><br>94-3167260 | 0.35% |

## Part I Service Provider Information (continued)

**3** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| TEMPLETON WORLD A - FRANKLIN TEMPLE<br><br>94-3167260 | 0.35% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| TMPL FOREIGN SM CO A - FRANKLIN TEM<br><br>94-3167260 | 0.35% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| TMPL GLOBAL BOND A - FRANKLIN TEMPL<br><br>94-3167260 | 0.25% |

## Part I Service Provider Information (continued)

**3** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| TOUCHSTN SC SEL GR Z - JPMORGAN CHA<br><br>13-3379014 | 0.40% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| VAN KAMPEN EQ INC A - VAN KAMPEN IN PO BOX 219286<br>KANSAS, MO 64121 | 0.35% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| VIRTUS MID-CAP VAL A - VP DISTRIBUT<br><br>06-0847856 | 0.50% |

## Part I Service Provider Information (continued)

**3** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| VIRTUS SM-CAP CORE I - VP DISTRIBUT<br><br>06-0847856 | 0.35% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| VK GROWTH AND INCOME A - VAN KAMPEN PO BOX 219286<br>KANSAS, MO 64121 | 0.35% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| WA CORE PLUS BOND FI - BOSTON FINAN<br><br>04-2526037 | 0.40% |

## Part I Service Provider Information (continued)

**3** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| WEST ASSET CORE FI - BOSTON FINANCI<br><br>04-2526037 | 0.40% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| WFA C AND B MDCP VAL INV - BOSTON F<br><br>04-2526037 | 0.35% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| WFA MIDCP DSCPLD INV - BOSTON FINAN<br><br>04-2526037 | 0.35% |

## Part I Service Provider Information (continued)

**3** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |
| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. | |
| WFA SM CAP VAL INV - BOSTON FINANCI<br><br>04-2526037 | 0.35% | |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |
| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. | |
| WFA SMALL CO VALUE A - BOSTON FINAN<br><br>04-2526037 | 0.35% | |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| | | |
| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. | |
| | | |

## Part II Service Providers Who Fail or Refuse to Provide Information

**4** Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

| **(a)** Enter name and EIN or address of service provider (see instructions) | **(b)** Nature of Service Code(s) | **(c)** Describe the information that the service provider failed or refused to provide |
|---|---|---|
| | | |

| **(a)** Enter name and EIN or address of service provider (see instructions) | **(b)** Nature of Service Code(s) | **(c)** Describe the information that the service provider failed or refused to provide |
|---|---|---|
| | | |

| **(a)** Enter name and EIN or address of service provider (see instructions) | **(b)** Nature of Service Code(s) | **(c)** Describe the information that the service provider failed or refused to provide |
|---|---|---|
| | | |

| **(a)** Enter name and EIN or address of service provider (see instructions) | **(b)** Nature of Service Code(s) | **(c)** Describe the information that the service provider failed or refused to provide |
|---|---|---|
| | | |

| **(a)** Enter name and EIN or address of service provider (see instructions) | **(b)** Nature of Service Code(s) | **(c)** Describe the information that the service provider failed or refused to provide |
|---|---|---|
| | | |

| **(a)** Enter name and EIN or address of service provider (see instructions) | **(b)** Nature of Service Code(s) | **(c)** Describe the information that the service provider failed or refused to provide |
|---|---|---|
| | | |

## Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

| | |
|---|---|
| **a** Name: | **b** EIN: |
| **c** Position: | |
| **d** Address: | **e** Telephone: |

Explanation:

| | |
|---|---|
| **a** Name: | **b** EIN: |
| **c** Position: | |
| **d** Address: | **e** Telephone: |

Explanation:

| | |
|---|---|
| **a** Name: | **b** EIN: |
| **c** Position: | |
| **d** Address: | **e** Telephone: |

Explanation:

| | |
|---|---|
| **a** Name: | **b** EIN; |
| **c** Position: | |
| **d** Address: | **e** Telephone: |

Explanation:

| | |
|---|---|
| **a** Name: | **b** EIN; |
| **c** Position: | |
| **d** Address: | **e** Telephone: |

Explanation:

# SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

## DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

**2009**

**This Form is Open to Public Inspection.**

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

**A** Name of plan
CITADEL INVESTMENT GROUP, L.L.C. RETIREMENT SAVINGS PLAN

**B** Three-digit plan number (PN) ▶ 002

**C** Plan or DFE sponsor's name as shown on line 2a of Form 5500
CITADEL INVESTMENT GROUP LLC

**D** Employer Identification Number (EIN)
36-4108019

**Part I** **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

**a** Name of MTIA, CCT, PSA, or 103-12 IE: FID MGD INC PORT

**b** Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| 04-3022712-024 | C | 259456 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| | | |

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| | | |

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| | | |

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| | | |

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| | | |

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

## Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

# SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

## Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

**2009**

**This Form is Open to Public Inspection**

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

**A** Name of plan
CITADEL INVESTMENT GROUP, L.L.C. RETIREMENT SAVINGS PLAN

**B** Three-digit plan number (PN) ▶ 002

**C** Plan sponsor's name as shown on line 2a of Form 5500
CITADEL INVESTMENT GROUP LLC

**D** Employer Identification Number (EIN)
36-4108019

## Part I Asset and Liability Statement

**1** Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

| Assets | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|
| **a** Total noninterest-bearing cash | 1a | | |
| **b** Receivables (less allowance for doubtful accounts): | | | |
| **(1)** Employer contributions | 1b(1) | 5550595 | 6252831 |
| **(2)** Participant contributions | 1b(2) | | |
| **(3)** Other | 1b(3) | | |
| **c** General investments: | | | |
| **(1)** Interest-bearing cash (include money market accounts & certificates of deposit) | 1c(1) | 8048256 | 11443373 |
| **(2)** U.S. Government securities | 1c(2) | | |
| **(3)** Corporate debt instruments (other than employer securities): | | | |
| **(A)** Preferred | 1c(3)(A) | | |
| **(B)** All other | 1c(3)(B) | | |
| **(4)** Corporate stocks (other than employer securities): | | | |
| **(A)** Preferred | 1c(4)(A) | | |
| **(B)** Common | 1c(4)(B) | | |
| **(5)** Partnership/joint venture interests | 1c(5) | | |
| **(6)** Real estate (other than employer real property) | 1c(6) | | |
| **(7)** Loans (other than to participants) | 1c(7) | | |
| **(8)** Participant loans | 1c(8) | 414739 | 504269 |
| **(9)** Value of interest in common/collective trusts | 1c(9) | 132016 | 259456 |
| **(10)** Value of interest in pooled separate accounts | 1c(10) | | |
| **(11)** Value of interest in master trust investment accounts | 1c(11) | | |
| **(12)** Value of interest in 103-12 investment entities | 1c(12) | | |
| **(13)** Value of interest in registered investment companies (e.g., mutual funds) | 1c(13) | 55557836 | 89276183 |
| **(14)** Value of funds held in insurance company general account (unallocated contracts) | 1c(14) | | |
| **(15)** Other | 1c(15) | | |

| | | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|---|
| **1d** | Employer-related investments: | | | |
| | **(1)** Employer securities | 1d(1) | | |
| | **(2)** Employer real property | 1d(2) | | |
| **e** | Buildings and other property used in plan operation | 1e | | |
| **f** | Total assets (add all amounts in lines 1a through 1e) | 1f | 69703442 | 107736112 |
| | **Liabilities** | | | |
| **g** | Benefit claims payable | 1g | | |
| **h** | Operating payables | 1h | | |
| **i** | Acquisition indebtedness | 1i | | |
| **j** | Other liabilities | 1j | | |
| **k** | Total liabilities (add all amounts in lines 1g through1j) | 1k | 0 | 0 |
| | **Net Assets** | | | |
| **l** | Net assets (subtract line 1k from line 1f) | 1l | 69703442 | 107736112 |

## Part II Income and Expense Statement

**2** Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

| | Income | | (a) Amount | (b) Total |
|---|---|---|---|---|
| **a** | **Contributions:** | | | |
| | **(1)** Received or receivable in cash from: **(A)** Employers | 2a(1)(A) | 6226086 | |
| | **(B)** Participants | 2a(1)(B) | 13477795 | |
| | **(C)** Others (including rollovers) | 2a(1)(C) | 1422711 | |
| | **(2)** Noncash contributions | 2a(2) | | |
| | **(3)** Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)** | 2a(3) | | 21126592 |
| **b** | **Earnings on investments:** | | | |
| | **(1)** Interest: | | | |
| | **(A)** Interest-bearing cash (including money market accounts and certificates of deposit) | 2b(1)(A) | 38305 | |
| | **(B)** U.S. Government securities | 2b(1)(B) | | |
| | **(C)** Corporate debt instruments | 2b(1)(C) | | |
| | **(D)** Loans (other than to participants) | 2b(1)(D) | | |
| | **(E)** Participant loans | 2b(1)(E) | 22903 | |
| | **(F)** Other | 2b(1)(F) | | |
| | **(G)** Total interest. Add lines **2b(1)(A)** through **(F)** | 2b(1)(G) | | 61208 |
| | **(2)** Dividends: **(A)** Preferred stock | 2b(2)(A) | | |
| | **(B)** Common stock | 2b(2)(B) | | |
| | **(C)** Registered investment company shares (e.g. mutual funds) | 2b(2)(C) | 1811534 | |
| | **(D)** Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)** | 2b(2)(D) | | 1811534 |
| | **(3)** Rents | 2b(3) | | |
| | **(4)** Net gain (loss) on sale of assets: **(A)** Aggregate proceeds | 2b(4)(A) | | |
| | **(B)** Aggregate carrying amount (see instructions) | 2b(4)(B) | | |
| | **(C)** Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result | 2b(4)(C) | | |

| | | (a) Amount | (b) Total |
|---|---|---|---|
| **2b** (5) Unrealized appreciation (depreciation) of assets: (A) Real estate | 2b(5)(A) | | |
| (B) Other | 2b(5)(B) | | |
| (C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B) | 2b(5)(C) | | |
| (6) Net investment gain (loss) from common/collective trusts | 2b(6) | | 6100 |
| (7) Net investment gain (loss) from pooled separate accounts | 2b(7) | | |
| (8) Net investment gain (loss) from master trust investment accounts | 2b(8) | | |
| (9) Net investment gain (loss) from 103-12 investment entities | 2b(9) | | |
| (10) Net investment gain (loss) from registered investment companies (e.g., mutual funds) | 2b(10) | | 20850052 |
| **c** Other income | 2c | | |
| **d** Total income. Add all **income** amounts in column (b) and enter total | 2d | | 43855486 |
| **Expenses** | | | |
| **e** Benefit payment and payments to provide benefits: | | | |
| (1) Directly to participants or beneficiaries, including direct rollovers | 2e(1) | 5803522 | |
| (2) To insurance carriers for the provision of benefits | 2e(2) | | |
| (3) Other | 2e(3) | | |
| (4) Total benefit payments. Add lines 2e(1) through (3) | 2e(4) | | 5803522 |
| **f** Corrective distributions (see instructions) | 2f | | 10169 |
| **g** Certain deemed distributions of participant loans (see instructions) | 2g | | |
| **h** Interest expense | 2h | | |
| **i** Administrative expenses: (1) Professional fees | 2i(1) | | |
| (2) Contract administrator fees | 2i(2) | | |
| (3) Investment advisory and management fees | 2i(3) | | |
| (4) Other | 2i(4) | 9125 | |
| (5) Total administrative expenses. Add lines 2i(1) through (4) | 2i(5) | | 9125 |
| **j** Total expenses. Add all **expense** amounts in column (b) and enter total | 2j | | 5822816 |
| **Net Income and Reconciliation** | | | |
| **k** Net income (loss). Subtract line 2j from line 2d | 2k | | 38032670 |
| **l** Transfers of assets: | | | |
| (1) To this plan | 2l(1) | | |
| (2) From this plan | 2l(2) | | |

## Part III Accountant's Opinion

**3** Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

**a** The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [ ] Unqualified (2) [ ] Qualified (3) [X] Disclaimer (4) [ ] Adverse

**b** Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

**c** Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: PWC (2) EIN: 13-4008324

**d** The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. (2) [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

## Part IV Compliance Questions

**4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

| | | Yes | No | Amount |
|---|---|---|---|---|
| **a** | Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.) | 4a | X | | 1625 |
| **b** | Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.) | 4b | | X | |
| **c** | Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.) | 4c | | X | |
| **d** | Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.) | 4d | | X | |
| **e** | Was this plan covered by a fidelity bond? | 4e | X | | 5000000 |
| **f** | Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? | 4f | | X | |
| **g** | Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? | 4g | | X | |
| **h** | Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? | 4h | | X | |
| **i** | Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) | 4i | X | | |
| **j** | Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.) | 4j | | X | |
| **k** | Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? | 4k | | X | |
| **l** | Has the plan failed to provide any benefit when due under the plan? | 4l | | X | |
| **m** | If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) | 4m | | X | |
| **n** | If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. | 4n | | X | |

**5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If yes, enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

**5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

| **5b(1)** Name of plan(s) | **5b(2)** EIN(s) | **5b(3)** PN(s) |
|---|---|---|
| | | |
| | | |
| | | |
| | | |

# SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

# Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

**2009**

**This Form is Open to Public Inspection.**

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

**A** Name of plan
CITADEL INVESTMENT GROUP, L.L.C. RETIREMENT SAVINGS PLAN

**B** Three-digit plan number (PN) ▶ 002

**C** Plan sponsor's name as shown on line 2a of Form 5500
CITADEL INVESTMENT GROUP LLC

**D** Employer Identification Number (EIN)
36-4108019

## Part I Distributions

**All references to distributions relate only to payments of benefits during the plan year.**

**1** Total value of distributions paid in property other than in cash or the forms of property specified in the instructions ..... **1** 0

**2** Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 04-6568107

**Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.**

**3** Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. ..... **3**

## Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

**4** Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

**If the plan is a defined benefit plan, go to line 8.**

**5** If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

**If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.**

**6** **a** Enter the minimum required contribution for this plan year ..... **6a**

**b** Enter the amount contributed by the employer to the plan for this plan year ..... **6b**

**c** Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) ..... **6c**

**If you completed line 6c, skip lines 8 and 9.**

**7** Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

**8** If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

## Part III Amendments

**9** If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

## Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

**10** Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

**11** **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

**b** If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

**12** Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

## Part V Additional Information for Multiemployer Defined Benefit Pension Plans

**13** Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

**14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

| | | |
|---|---|---|
| **a** The current year | **14a** | |
| **b** The plan year immediately preceding the current plan year | **14b** | |
| **c** The second preceding plan year | **14c** | |

**15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

| | | |
|---|---|---|
| **a** The corresponding number for the plan year immediately preceding the current plan year | **15a** | |
| **b** The corresponding number for the second preceding plan year | **15b** | |

**16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

| | | |
|---|---|---|
| **a** Enter the number of employers who withdrew during the preceding plan year | **16a** | |
| **b** If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers | **16b** | |

**17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

## Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

**18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

**19** If the total number of participants is 1,000 or more, complete items (a) through (c)

**a** Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

**b** Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

**c** What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

# Citadel Investment Group, L.L.C.
# Retirement Savings Plan
## Financial Statements and Supplemental Schedules
## December 31, 2009 and 2008

# Citadel Investment Group, L.L.C.
# Retirement Savings Plan
## Index


**Page(s)**

**Report of Independent Auditors** ..... 1

**Financial Statements**

Statements of Net Assets Available for Benefits
December 31, 2009 and 2008 ..... 2

Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2009 ..... 3

Notes to Financial Statements
December 31, 2009 and 2008 ..... 4-11

**Supplemental Schedules**

Schedule H, Line 4a - Schedule of Delinquent Participant Contributions
December 31, 2009 ..... 13

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2009 ..... 14-16


**Note:** All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

PRICEWATERHOUSECOOPERS

**PricewaterhouseCoopers LLP**
One North Wacker
Chicago IL 60606
Telephone (312) 298 2000
Facsimile (312) 298 2001

## Report of Independent Auditors

To the Participants and Administrator of
Citadel Investment Group, L.L.C. Retirement Savings Plan

We were engaged to audit the financial statements and supplemental schedule of Citadel Investment Group, L.L.C. Retirement Savings Plan (the "Plan") at December 31, 2009 and December 31, 2008 and for the year ended December 31, 2009, as listed in the accompanying index. These financial statements and schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2009 and December 31, 2008 and for the year ended December 31, 2009 that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and schedule taken as a whole. The form and content of the information included in the financial statements and schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

PricewaterhouseCoopers LLP

Chicago, IL
July 29, 2010

# Citadel Investment Group, L.L.C.
# Retirement Savings Plan
## Statements of Net Assets Available for Benefits
## December 31, 2009 and 2008

| | 2009 | 2008 |
|---|---|---|
| **Assets** | | |
| Investments at fair value (Notes 3 & 5) | $ 100,979,012 | $ 63,738,108 |
| Participant loans | 504,269 | 414,739 |
| Total investments at fair value | 101,483,281 | 64,152,847 |
| Employer contributions receivable | 6,252,831 | 5,550,595 |
| Net assets at fair value | 107,736,112 | 69,703,442 |
| Adjustment from fair value to contract value for fully benefit-responsive investment contracts | 4,825 | 7,121 |
| Net assets available for benefits | $ 107,740,937 | $ 69,710,563 |

The accompanying notes are an integral part of these financial statements.

# Citadel Investment Group, L.L.C.
# Retirement Savings Plan
## Statement of Changes in Net Assets Available for Benefits
## Year Ended December 31, 2009

| | |
|---|---|
| **Additions** | |
| Additions to net assets attributed to: | |
| Investment income: | |
| Net appreciation in fair value of investments | $ 20,850,052 |
| Interest and dividend income | 1,853,642 |
| Interest from participant loans | 22,903 |
| Total investment income | 22,726,597 |
| Contributions: | |
| Employer | 6,226,087 |
| Participant | 13,477,795 |
| Rollover | 1,422,711 |
| Total contributions | 21,126,593 |
| Total additions | 43,853,190 |
| **Deductions** | |
| Deductions from net assets attributed to: | |
| Benefits paid to participants | 5,803,522 |
| Corrective distributions | 10,169 |
| Administrative expenses | 9,125 |
| Total deductions | 5,822,816 |
| Net increase | 38,030,374 |
| **Net assets available for benefits** | |
| Beginning of year | 69,710,563 |
| End of year | $ 107,740,937 |

The accompanying notes are an integral part of these financial statements.

## 1. Description of Plan

The following description of the Citadel Investment Group, L.L.C. Retirement Savings Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

### General

The Plan is a defined contribution savings plan established by Citadel Investment Group, L.L.C. (the "Company" or "Plan Administrator") on January 1, 2000. Employees of the Company and Omnium LLC, an affiliate of the Company, who have reached age 21, are eligible to become participants in the Plan. Fidelity Management Trust Company serves as trustee of the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 , as amended. ("ERISA").

### Contributions

Participants elect to make annual pretax or Roth contributions up to a maximum of 60% of their total eligible compensation for the year ended December 31, 2009, subject to certain Internal Revenue Code (the "IRC") limitations. Participants are eligible for a discretionary matching contribution from the Company if they are employed as of the last day of the Plan year and upon completion of 1,000 hours of service during the Plan year. Discretionary contributions, which were a dollar for dollar match of a participant's contribution up to 4% of the participant's eligible compensation, were made by the Company for the year ended December 31, 2009.

### Participant Accounts

Individual accounts are maintained for each Plan participant. Each participant's account is credited with the participant's contribution, allocations of Company discretionary contributions and Plan earnings, and charged with any withdrawals by the participant and allocations of Plan losses. Allocations are based on participant earnings or account balances, as applicable, or as defined in the Plan agreement. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

### Investments

Participants direct the investment of their accounts into various investment options offered by the Plan. As of December 31, 2009, the Plan offered over 175 mutual funds as investment options for participants.

### Participant Loans

The Plan permits participants to borrow a minimum of $1,000 and a maximum of $50,000 or 50% of the participants' vested account balances, whichever is less. Loans are generally payable within 5 years with the exception of loans to purchase a principal residence, which are payable within 10 years. Loans are secured by the balance of the participants' accounts and interest rates are determined by the Plan administrator. Principal and interest is paid ratably through payroll deductions.

**Vesting and Forfeitures**

Effective January 1, 2008, the Plan's vesting schedule changed from a six year graded vesting schedule to a three year cliff vesting schedule. Participants are fully vested after three years of service. For all new employees hired on or after January 1, 2008, the following three year vesting schedule is applicable:

| Years of Service | Vested Percentage |
|---|---|
| Less than 3 | 0 |
| 3 | 100 |

All employees with less than three years of service as of January 1, 2008 were 'grandfathered' and the following vesting schedule applies:

| Years of Service | Vested Percentage |
|---|---|
| 1 | 10 |
| 2 | 20 |
| 3 | 100 |

Upon termination of employment with the Company or Omnium LLC, participants' nonvested portions of Company discretionary contributions and earnings thereon are forfeited the earlier of (a) after five consecutive one-year breaks in service or (b) in the Plan year that the participant receives a distribution of its entire vested balance. If a terminated employee is re-employed by the Company or Omnium LLC prior to five consecutive one-year breaks in service and (1) did not previously receive a distribution of its vested balance, or (2) received a distribution but repaid the full amount of the distribution to the Plan within five years of being re-employed, the nonvested balance in the participant's individual account prior to termination will be restored to the participant's account and the employee's post-break service will be included in determining the participant's vesting percentage in the pre-break nonvested balance.

Forfeited balances are used to pay select Plan administrative expenses and to offset future Company contributions in accordance with the Plan's provisions. In the event that the Company utilizes forfeited balances that must subsequently be restored to a participant's account, the Company may be required to contribute the restored amount to the Plan in the year that the distribution repayment occurs. The Company used $454,572 of forfeited nonvested accounts to reduce its Company contributions for the year ended December 31, 2009.

**Payment of Benefits**

Upon retirement, death, disability, or termination of service, a participant may elect to receive a lump sum distribution equal to his or her vested account balance. Distributions are also permitted when an employee reaches age 59½. In addition, hardship distributions are permitted if certain criteria are met.

## 2. Summary of Significant Accounting Policies

### Basis of Accounting
The accompanying financial statements of the Plan have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP").

### Use of Estimates
The preparation of financial statements in conformity with GAAP requires the Plan's management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Actual results could differ from those estimates.

### Investment Valuation and Income Recognition
The Plan's investments are stated at fair value. Refer to Note 5 for fair value measurements of Plan investments.

Net appreciation (depreciation) in the fair value of investments consists of gains and losses on investments bought and sold during the year as well as held during the year.

Management fees and operating expenses charged by the advisor of the registered investment funds are deducted from income earned on a daily basis and are not separately reflected. Consequently, management fees and operating expenses are reflected as a reduction of net appreciation or an increase in net depreciation in fair value of investments for such registered investment funds.

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

### Contract Value
Investment contracts held by a defined contribution plan are required to be reported at fair value; however, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts. This is because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in investment contracts through a collective trust. As required, the statements of net assets available for benefits present the fair value of the investment contracts held in the collective trust as well as the adjustment of the fully benefit-responsive investment contracts held in the collective trust from fair value to contract value.

The statement of changes in net assets available for benefits is prepared on a contract value basis.

### Administrative Expenses
The Company pays certain of the Plan's administrative expenses, the remaining of which are borne by the Plan.

### Payment of Benefits
Benefit payments are recorded when paid.

**Recently Issued Accounting Pronouncements**

Effective for reporting periods ending after June 15, 2009, FASB released guidance which expanded disclosures and required that major categories of debt and equity securities in the fair value hierarchy table be determined and disclosed based on the nature and risks of the investments. The Plan adopted this guidance and incorporated the disclosures in Note 5.

In September 2009, the FASB issued new accounting guidance which expands the disclosure requirements for certain investments with a reported net asset value and permits, as a practical expedient, an entity to measure the fair value of such investments on the basis of that net asset value per share or its equivalent without adjustment. The new guidance, which is effective for periods ending after December 31, 2009, requires enhanced disclosures about the nature and risks of investments within its scope, including the nature of any restrictions on an investor's ability to redeem its investment at the measurement date, any unfunded commitments, and the investment strategies of the investee. The Plan adopted this guidance and incorporated the required disclosures in Note 4.

In January 2010, FASB issued new fair value accounting guidance which amends the disclosure requirements regarding the level of disaggregation for each class of assets and liabilities, including requiring separate disclosure of purchases, sales, issuances, and settlements related to Level 3 measurements. The new guidance is effective for periods beginning after December 15, 2009, except for the requirement to disclose Level 3 activity on a gross basis, which will be effective for fiscal years beginning after December 15, 2010. The Plan does not expect the impact of adopting this guidance to be material to the disclosures in the financial statements.

## 3. Information Certified by the Trustee

The investment assets of the Plan at December 31, 2009 and 2008 were held, and all transactions therein were executed, by Fidelity Management Trust Company (the "Trustee"), under the terms of the trust agreement.

In accordance with the provisions of 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the Trustee has certified as complete and accurate all investment information included in the accompanying financial statements and the Schedule H, line 4i- Schedule of Assets (Held at End of Year). Information included in the accompanying financial statements relating to investments and income was prepared by or derived from information prepared by the Trustee of the Plan, and furnished to the Company. The Company has obtained a certification from the Trustee as of December 31, 2009 and 2008, and for the year ended December 31, 2009 that such information is complete and accurate. Such information includes investments at fair value, participant loans, adjustment from fair value to contract value for fully benefit-responsive investment contracts, interest and dividend income, and net depreciation in fair value of investments as shown on the accompanying statements of net assets available for benefits and statement of changes in net assets available for benefits, respectively.

The following is a summary of those investments held at December 31, 2009 and 2008 that represent 5% or more of the Plan's net assets available for benefits:

| | 2009 | 2008 |
|---|---|---|
| Fidelity Diversified International Fund | $ 9,531,539 | $ 6,950,647 |
| Fidelity Retirement Government Money Market Portfolio | 8,082,204 | 6,395,422 |
| Spartan U.S. Equity Index Fund | 7,657,150 | 5,770,610 |

During the year ended December 31, 2009, the Plan's registered investment funds (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $20,850,052 which is reflected in net appreciation in fair value of investments on the statement of changes in net assets available for benefits.

## 4. Investment Contracts

The Plan invests in a collective trust fund, Fidelity Managed Income Portfolio. The collective trust may invest in various benefit-responsive investment contracts, such as short and long-term investment contracts issued by insurance companies ("GICs"), investment contracts issued by commercial banks ("BICs"), synthetic investment contracts or wrap contracts, comprising underlying assets (typically fixed-income securities or bond funds and may include derivative instruments such as futures contracts and swap agreements) and a "wrapper" contract issued by a third party, and cash equivalents represented by units of a money market portfolio (collectively, the "investment contracts"). The wrapper contract is a contract with a third party to provide market and cash flow risk protection to the Plan for the collective trust.

As described in Note 1 to the financial statements, fully benefit-responsive investment instruments are valued at contract value which represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. There are no reserves against contract value for credit risk of the contract issuer or otherwise.

Certain events limit the ability of the collective trust to transact at contract value with the issuer. The Company does not believe that the occurrence of any such event, which would limit the Plan's ability to transact at contract value with participants, is probable.

The average yield of the investment contracts based on interest rate credited to participants was approximately 1.65% and 3.75% at December 31, 2009 and 2008, respectively, which approximates the yield on actual earnings.

## 5. Fair Value Measurements

The accounting guidance for fair value measurements and disclosures of financial instruments establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1 Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

Level 2 Quoted prices in markets that are not considered to be active or financial instruments for which all significant inputs are observable, either directly or indirectly; and

Level 3 Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

An investment's level within the fair value hierarchy is based on the lowest level of any input, individually or in the aggregate that is significant to the fair value measurement.

As of December 31, 2009 compared with December 31, 2008, Plan investments measured at fair value were as follows:

**Assets at fair value as of December 31, 2009**

| | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Unobservable Inputs (Level 3) | Total |
|---|---|---|---|---|
| Registered Investment Funds: | | | | |
| Index Funds | $ 13,692,789 | - | - | $ 13,692,789 |
| Balanced Funds | 16,574,725 | - | - | 16,574,725 |
| Growth Funds | 45,211,096 | - | - | 45,211,096 |
| Fixed Income Funds | 11,202,837 | - | - | 11,202,837 |
| Other Funds | 223,523 | - | - | 223,523 |
| U.S. Government Securities | 13,814,586 | - | - | 13,814,586 |
| **Total Registered Investment Funds** | | | | **100,719,556** |
| **Collective Trust** | - | $ 259,456 | - | **259,456** |
| **Loans to Participants** | - | - | $ 504,269 | **504,269** |
| **Total investments at fair value:** | **$ 100,719,556** | **$ 259,456** | **$ 504,269** | **$ 101,483,281** |

**Assets at fair value as of December 31, 2008**

| | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Unobservable Inputs (Level 3) | Total |
|---|---|---|---|---|
| **Registered Investment Funds** | $ 63,606,092 | - | - | $ 63,606,092 |
| **Collective Trust** | - | $ 132,016 | - | 132,016 |
| **Loans to Participants** | - | - | $ 414,739 | 414,739 |
| **Total investments at fair value:** | **$ 63,606,092** | **$ 132,016** | **$ 414,739** | **$ 64,152,847** |

The following is a description of the valuation methodologies used for the investments measured at fair value, including the general classification of such instruments pursuant to the valuation hierarchy.

**Registered Investment Funds**

The shares of registered investment funds are valued at quoted market prices on an exchange in active markets, which represent the net asset values of shares held by the Plan at year end, and are classified as Level 1 investments.

**Collective Trust**

The collective trust is composed of fully benefit-responsive investment contracts and is classified as a Level 2 investment. The collective trust is not available on an exchange in an active market; however, the fair value is determined based on the underlying investments as traded on an exchange in an active market using the most recent bid prices available, or, if prices are not readily available, securities may be valued by other methods.

**Participant Loans**

Loans to participants are valued at amortized cost, which approximates fair value, and are classified as Level 3 investments.

Changes in the fair value of the Plan's Level 3 investments during the year ended December 31, 2009 were as follows:

| | (Level 3) Assets: Participant Loans |
|---|---|
| Beginning asset balance, January 1, 2009 | $ 414,739 |
| Issuances and settlements, net | 89,530 |
| Ending asset balance, December 31, 2009 | $ 504,269 |

## 6. Party-In-Interest Transactions

Certain Plan investments are shares of registered investment funds managed by the Trustee. Additionally, certain participants have loans outstanding to the Plan. Transactions involving these investments qualify as party-in-interest transactions.

Fees paid by the Plan for investment management services were paid indirectly through the investee mutual funds and are included as a reduction of the return earned on each mutual fund. Administrative expenses paid by the Plan for the year ended December 31, 2009 totaled $9,125 of which $325 was deducted from the Forfeiture Account and $8,800 was borne by the participants as loan set-up/maintenance fees and short-term trading fees. These transactions qualify as party-in-interest transactions.

## 7. Tax Status

The Plan is a Non-Standardized Prototype Plan ("Prototype Plan") sponsored by Fidelity Management and Research Co. and adopted by the Company. Fidelity Management and Research Co. received an opinion letter from the Internal Revenue Service (the "IRS"), dated March 31, 2008, which states that the prototype document satisfies the applicable provisions of the IRC. The Plan has not requested its own determination letter from the IRS. However, the Company believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC and the Plan continues to be tax-exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

## 8. Plan Termination

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. Upon Plan termination, all participants would become 100% vested in their account balances.

## 9. Risks and Uncertainties

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

## 10. Subsequent Events

Management has evaluated the events and transactions that have occurred through July 29, 2010, the date the financial statements were available to be issued, and noted no items requiring adjustment of the financial statements. Effective June 9, 2010, the Company changed its name to Citadel LLC. Effective July 21, 2010, the plan was amended to discontinue the Mutual Fund Window, add five new core funds and make available to employees a self-directed brokerage account option. Fidelity is discontinuing the Mutual Fund Window option for all its clients which made this change necessary.

## 11. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits from the statements of net assets available for benefit to Form 5500:

| | 2009 | 2008 |
|---|---|---|
| Net assets available for benefits per the financial statements | $ 107,740,937 | $ 69,710,563 |
| Less: Adjustments from fair value to contract value for fully benefit-responsive investment contracts | (4,825) | (7,121) |
| Net assets available for benefits per the Form 5500 | $ 107,736,112 | $ 69,703,442 |

The following is a reconciliation of net increase from the statement of changes in net assets available for benefits to Form 5500:

| | |
|---|---|
| Net increase per the financial statements | $ 38,030,374 |
| Add: Adjustments from fair value to contract value for fully benefit-responsive investment contracts | 2,296 |
| Net income per the Form 5500 | $ 38,032,670 |

# SUPPLEMENTAL SCHEDULES

# Citadel Investment Group L.L.C.
# Retirement Savings Plan
## Schedule H, line 4a — Schedule of Delinquent Participant Contributions
## December 31, 2009

Citadel Investment Group, L.L.C. Retirement Savings Plan
Form 5500 Line 4a - Schedule of Delinquent Participant Contributions

| Date Contributions Withheld From Participants | Participant Contributions Transferred Late to Plan | Total that Constitute Nonexempt Prohibited Transactions: Contributions Not Corrected | Total that Constitute Nonexempt Prohibited Transactions: Contributions Corrected Outside VFCP | Total that Constitute Nonexempt Prohibited Transactions: Contributions Pending Correction in VFCP | Total Fully Corrected Under VFCP and PTE 2002-51 |
|---|---|---|---|---|---|
| 2/6/2009 | $ 210.00 | $ - | $ 210.00 | $ - | $ 210.00 |
| 2/6/2009 | $ 740.38 | $ - | $ 740.38 | $ - | $ 740.38 |
| 6/8/2009 | $ 675.00 | $ - | $ 675.00 | $ - | $ 675.00 |

# Citadel Investment Group L.L.C.
# Retirement Savings Plan
## Schedule H, line 4i — Schedule of Assets (Held at End of Year)
## December 31, 2009

| | Identity of Issue, Borrower, Lessor or Similar Party | Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value | Cost | Current Value |
|---|---|---|---|---|
| | Aberdeen Global Fixed Income Fund - Institutional Service | Registered Investment Company | ** | $ 25,182 |
| | American Beacon Intl Eq Investor CL | Registered Investment Company | ** | - |
| | ABF Large Cap Value INV | Registered Investment Company | ** | 12,662 |
| | AF Growth of AMER R5 | Registered Investment Company | ** | 331,125 |
| | AF Growth Fund AMER R4 | Registered Investment Company | ** | - |
| | AIM Basic Value A | Registered Investment Company | ** | 2,345 |
| | AIM Constellation A | Registered Investment Company | ** | 4,095 |
| | AIM Global Small & Mid Cap Growth | Registered Investment Company | ** | 30,705 |
| | AIM Mid Cap Core Equity | Registered Investment Company | ** | 64,436 |
| | Alger Small Cap | Registered Investment Company | ** | 2,619,850 |
| | AllianceBernstein Small/Mid-Cap Value Fund - Class A | Registered Investment Company | ** | 819 |
| | Allianz CCM Capital Appreciation Fund - Administrative Class | Registered Investment Company | ** | 7,374 |
| | Allianz CCM Mid-Cap Fund - Administrative Class | Registered Investment Company | ** | 4,404 |
| | American Century Large Company Value Fund - Investor Class | Registered Investment Company | ** | 10,857 |
| | American Century Ultra Fund - Investor Class | Registered Investment Company | ** | 4,413 |
| | American Century Vista Fund - Investor Class | Registered Investment Company | ** | 62,058 |
| | Ariel Appreciation Fund | Registered Investment Company | ** | 2,616 |
| | Ariel Fund | Registered Investment Company | ** | 7,280 |
| | Artisan International | Registered Investment Company | ** | 130,695 |
| | Baron Asset Fund | Registered Investment Company | ** | 336,323 |
| | Baron Small Cap Fund | Registered Investment Company | ** | 62,788 |
| | Calvert Social Investment Equity | Registered Investment Company | ** | - |
| | Columbia Conservative High Yield | Registered Investment Company | ** | 41,634 |
| | Credit Suisse Large Cap Value | Registered Investment Company | ** | 13,113 |
| | Credit Suisse Large Cap Growth COM | Registered Investment Company | ** | 371 |
| | DWS Global OPPS S | Registered Investment Company | ** | 1,433 |
| | DWS International S | Registered Investment Company | ** | 366 |
| | DWS Strategic Value Fund - Class A | Registered Investment Company | ** | 13,022 |
| * | Fidelity Asset Manager® 20% | Registered Investment Company | ** | 70,280 |
| * | Fidelity Asset Manager® 50% | Registered Investment Company | ** | 95,606 |
| * | Fidelity Asset Manager® 70% | Registered Investment Company | ** | 9,373 |
| * | Fidelity Asset Manager® 85% | Registered Investment Company | ** | 6,389 |
| * | Fidelity Balanced Fund | Registered Investment Company | ** | 510,085 |
| * | Fidelity Blue Chip Growth Fund | Registered Investment Company | ** | 4,379,335 |
| * | Fidelity Blue Chip Value Fund | Registered Investment Company | ** | 186,391 |
| * | Fidelity Canada | Registered Investment Company | ** | 704,498 |
| * | Fidelity Capital Appreciation Fund | Registered Investment Company | ** | 162,228 |
| * | Fidelity Capital & Income | Registered Investment Company | ** | 3,799,107 |
| * | Fidelity Contrafund | Registered Investment Company | ** | 3,254,605 |
| * | Fidelity Convertible Securities Fund | Registered Investment Company | ** | 1,714,677 |
| * | Fidelity Disciplined Equity Fund | Registered Investment Company | ** | 52,648 |
| * | Fidelity Diversified International | Registered Investment Company | ** | 9,531,539 |
| * | Fidelity Dividend Growth | Registered Investment Company | ** | 179,648 |
| * | Fidelity Equity Income | Registered Investment Company | ** | 3,699,799 |
| * | Fidelity Equity Income II | Registered Investment Company | ** | 27,033 |
| * | Fidelity Europe | Registered Investment Company | ** | 199,437 |
| * | Fidelity Europe CAP APP | Registered Investment Company | ** | 103,319 |
| * | Fidelity EXP & Multinational | Registered Investment Company | ** | 285,369 |
| * | Fidelity Fidelity | Registered Investment Company | ** | 93,314 |
| * | Fidelity Fifty | Registered Investment Company | ** | 164,776 |
| * | Fidelity Focused High Income | Registered Investment Company | ** | 157,324 |
| * | Fidelity Focused Stock | Registered Investment Company | ** | 36,108 |
| * | Fidelity Freedom 2000 | Registered Investment Company | ** | 269,204 |
| * | Fidelity Freedom 2005 | Registered Investment Company | ** | 16,716 |
| * | Fidelity Freedom 2010 | Registered Investment Company | ** | 409,257 |
| * | Fidelity Freedom 2015 | Registered Investment Company | ** | 266,990 |
| * | Fidelity Freedom 2020 | Registered Investment Company | ** | 1,693,573 |
| * | Fidelity Freedom 2025 | Registered Investment Company | ** | 783,512 |
| * | Fidelity Freedom 2030 | Registered Investment Company | ** | 2,658,470 |
| * | Fidelity Freedom 2035 | Registered Investment Company | ** | 1,755,743 |
| * | Fidelity Freedom 2040 | Registered Investment Company | ** | 2,311,873 |
| * | Fidelity Freedom 2045 | Registered Investment Company | ** | 701,133 |
| * | Fidelity Freedom 2050 | Registered Investment Company | ** | 263,488 |
| * | Fidelity Freedom Income | Registered Investment Company | ** | 452,667 |
| * | Fidelity Global Balanced | Registered Investment Company | ** | 38,694 |
| * | Fidelity GNMA | Registered Investment Company | ** | 371,827 |
| * | Fidelity Growth Strategies | Registered Investment Company | ** | 4,663,471 |
| * | Fidelity Growth & Income | Registered Investment Company | ** | 78,877 |
| * | Fidelity Growth Company | Registered Investment Company | ** | 297,522 |
| * | Fidelity Independence | Registered Investment Company | ** | 317,943 |

# Citadel Investment Group L.L.C.
# Retirement Savings Plan
## Schedule H, line 4i — Schedule of Assets (Held at End of Year)
## December 31, 2009

| | Identity of Issue, Borrower, Lessor or Similar Party | Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value | Cost | Current Value |
|---|---|---|---|---|
| * | Fidelity Inflation Protected Bond | Registered Investment Company | ** | $ 842,269 |
| * | Fidelity Institutional Short-Intermediate Government | Registered Investment Company | ** | 393,524 |
| * | Fidelity Intermediate Bond | Registered Investment Company | ** | 219,774 |
| * | Fidelity International Capital Appreciation | Registered Investment Company | ** | 35,120 |
| * | Fidelity International Discovery | Registered Investment Company | ** | 621,692 |
| * | Fidelity International Real Estate | Registered Investment Company | ** | 159,560 |
| * | Fidelity International Small Cap | Registered Investment Company | ** | 2,157,165 |
| * | Fidelity Intermediate Government Income | Registered Investment Company | ** | 243,731 |
| * | Fidelity Japan | Registered Investment Company | ** | 188,199 |
| * | Fidelity Large Cap Growth | Registered Investment Company | ** | 56,676 |
| * | Fidelity Large Cap Stock | Registered Investment Company | ** | 145,587 |
| * | Fidelity Large Cap Value | Registered Investment Company | ** | 310,424 |
| * | Fidelity Latin America | Registered Investment Company | ** | 1,832,607 |
| * | Fidelity Leveraged Company Stock | Registered Investment Company | ** | 1,224,329 |
| * | Fidelity Mega Cap Stock | Registered Investment Company | ** | 8,907 |
| * | Fidelity Managed Income Portfolio | Registered Investment Company | ** | 259,456 |
| * | Fidelity Mid Cap Growth | Registered Investment Company | ** | 77,874 |
| * | Fidelity Mid Cap Stock | Registered Investment Company | ** | 163,688 |
| * | Fidelity Mid Cap Value | Registered Investment Company | ** | 154,805 |
| * | Fidelity Mortgage Securities | Registered Investment Company | ** | 79,479 |
| * | Fidelity Nasdaq Composite Index | Registered Investment Company | ** | 120,308 |
| * | Fidelity New Markets Income | Registered Investment Company | ** | 545,594 |
| * | Fidelity OTC Portfolio | Registered Investment Company | ** | 319,739 |
| * | Fidelity Overseas | Registered Investment Company | ** | 97,892 |
| * | Fidelity Pacific Basin | Registered Investment Company | ** | 287,194 |
| * | Fidelity Puritan | Registered Investment Company | ** | 49,899 |
| * | Fidelity Real Estate Income | Registered Investment Company | ** | 84,484 |
| * | Fidelity Real Estate Investment | Registered Investment Company | ** | 373,723 |
| * | Fidelity Short Term Bond | Registered Investment Company | ** | 42,154 |
| * | Fidelity Small Cap Discovery | Registered Investment Company | ** | 92,039 |
| * | Fidelity Small Cap Independent | Registered Investment Company | ** | 88,877 |
| * | Fidelity Small Cap Growth | Registered Investment Company | ** | 149,970 |
| * | Fidelity Small Cap Stock | Registered Investment Company | ** | 221,321 |
| * | Fidelity Small Cap Value | Registered Investment Company | ** | 356,353 |
| * | Fidelity Southeast Asia | Registered Investment Company | ** | 1,104,818 |
| * | Fidelity Stock Selector | Registered Investment Company | ** | 4,527 |
| * | Fidelity Strategic Dividend & Income | Registered Investment Company | ** | 18,465 |
| * | Fidelity Strategic Income | Registered Investment Company | ** | 164,160 |
| * | Fidelity Telecom & Utilities | Registered Investment Company | ** | 321,418 |
| * | Fidelity Total Bond | Registered Investment Company | ** | 265,259 |
| * | Fidelity Trend | Registered Investment Company | ** | 56,982 |
| * | Fidelity Ultrashort Bond | Registered Investment Company | ** | 166,353 |
| * | Fidelity Value | Registered Investment Company | ** | 1,506,840 |
| * | Fidelity Value Strategies | Registered Investment Company | ** | 211,411 |
| * | Fidelity Worldwide | Registered Investment Company | ** | 47,579 |
| * | Fidelity Emerging Markets | Registered Investment Company | ** | 1,634,198 |
| * | Fidelity Government Income | Registered Investment Company | ** | 593,815 |
| * | Fidelity Investment Grade Bond | Registered Investment Company | ** | 357,390 |
| * | Fidelity Low Priced Stock | Registered Investment Company | ** | 1,589,960 |
| * | Fidelity Retirement Government Money Market | Registered Investment Company | ** | 8,082,204 |
| * | Fidelity Retire Money Market | Registered Investment Company | ** | 3,361,168 |
| * | Fidelity US Bond Index | Registered Investment Company | ** | 4,608,231 |
| | Franklin Small-Mid Cap Growth | Registered Investment Company | ** | 31,966 |
| | Hartford Growth | Registered Investment Company | ** | 353 |
| | Hartford International Growth | Registered Investment Company | ** | 4,275 |
| | John Hancock Small Company - Class A | Registered Investment Company | ** | 47,608 |
| | Lord Abbett Small Cap Blend | Registered Investment Company | ** | 13,006 |
| | Leg Mason ClearBridge Aggressive Growth | Registered Investment Company | ** | 9,164 |
| | Leg Masson ClearBridge Large Cap Growth | Registered Investment Company | ** | 1,608 |
| | Legg Mason Capital Management Value | Registered Investment Company | ** | 7,611 |
| | Loomis Growth | Registered Investment Company | ** | 456 |
| | Loomis Small Cap Value | Registered Investment Company | ** | 15,047 |
| | Managers Bond Fund | Registered Investment Company | ** | 42,898 |
| | Managers Special Equity | Registered Investment Company | ** | 2,888 |
| | Managers Value | Registered Investment Company | ** | 0 |
| | Managers AMG Essex Large Cap Growth | Registered Investment Company | ** | 901 |
| | MSIF Capital Growth | Registered Investment Company | ** | 39,064 |
| | MSIF Emerging Markets | Registered Investment Company | ** | 203,812 |
| | MSIF Global Value Equity | Registered Investment Company | ** | 0 |
| | MSIF High Yield | Registered Investment Company | ** | 0 |

# Citadel Investment Group L.L.C.
# Retirement Savings Plan
## Schedule H, line 4i — Schedule of Assets (Held at End of Year)
## December 31, 2009

| | Identity of Issue, Borrower, Lessor or Similar Party | Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value | Cost | Current Value |
|---|---|---|---|---|
| | MSIF International Equity P | Registered Investment Company | ** | $ 8,240 |
| | MSIF Mid Cap Growth P | Registered Investment Company | ** | 58,265 |
| | MSIF Value P | Registered Investment Company | ** | 3,779 |
| | Mutual Global Discovery - Class A | Registered Investment Company | ** | 99,678 |
| | Mutual Shares - Class A | Registered Investment Company | ** | 13,160 |
| | Neuberger Berman Core Bond - Investor Class | Registered Investment Company | ** | 1,292 |
| | Neuberger Berman Focus - Trust Class | Registered Investment Company | ** | 2,138 |
| | Neuberger Berman Genesis - Investor Class | Registered Investment Company | ** | 293 |
| | Neuberger Berman High Income Bond - Investor Class | Registered Investment Company | ** | 60,745 |
| | Neuberger Berman Partners - Trust Class | Registered Investment Company | ** | 28,375 |
| | Neuberger Berman Regency - Trust Class | Registered Investment Company | ** | 7 |
| | Neuberger Berman Socially Responsive - Trust Class | Registered Investment Company | ** | 7,284 |
| | Oakmark Equity & Income - Class I | Registered Investment Company | ** | 445,093 |
| | Oakmark Fund - Class I | Registered Investment Company | ** | 40,786 |
| | PIMCO Global Bond (Unhedged) | Registered Investment Company | ** | 184,984 |
| | PIMCO High Yield - Administrative Class | Registered Investment Company | ** | 349,436 |
| | PIMCO Low Duration - Administrative Class | Registered Investment Company | ** | 53,299 |
| | PIMCO Long Term US Government - Administrative | Registered Investment Company | ** | 410,927 |
| | PIMCO Real Return Bond - Administrative Class | Registered Investment Company | ** | 380,080 |
| | PIMCO Total Return - Administrative Class | Registered Investment Company | ** | 991,827 |
| | Royce Total Return Service | Registered Investment Company | ** | 2,984 |
| | Royce Value Plus Service | Registered Investment Company | ** | 132,788 |
| | RS Partners - Class A | Registered Investment Company | ** | 9,527 |
| | RS Small Cap Growth - Class A | Registered Investment Company | ** | 9,271 |
| | RS Value - Class A | Registered Investment Company | ** | 6,700 |
| * | Spartan International Index | Registered Investment Company | ** | 1,413,924 |
| * | Spartan US Equity Index | Registered Investment Company | ** | 7,657,150 |
| * | Spartan Extended Market Index | Registered Investment Company | ** | 219,904 |
| * | Spartan Total Market Index | Registered Investment Company | ** | 585,085 |
| | TCW Select Equity - Class N | Registered Investment Company | ** | - |
| | Templeton Developing Markets - Class A | Registered Investment Company | ** | 32,282 |
| | Templeton Foreign - Class A | Registered Investment Company | ** | 50,796 |
| | Templeton Growth - Class A | Registered Investment Company | ** | 52,444 |
| | Templeton World - WORLD Class A | Registered Investment Company | ** | 43,605 |
| | Templeton Global Bond - Class A | Registered Investment Company | ** | 352,934 |
| | Touchstone Sands Capital Select Growth - Class Z | Registered Investment Company | ** | 6,923 |
| | Van Kampen Equity Income - Class A | Registered Investment Company | ** | 19,444 |
| | Virtus Mid-Cap Value - Class A | Registered Investment Company | ** | 908 |
| | Virtus Small-Cap Core - Class I | Registered Investment Company | ** | 249 |
| | Van Kampen Growth & Income - Class A | Registered Investment Company | ** | 86,033 |
| | Western Asset Core Plus Bond - Class FI | Registered Investment Company | ** | 829 |
| | Wells Fargo C&B Mid Cap Value | Registered Investment Company | ** | 654 |
| | Wells Fargo Mid Cap Disciplined | Registered Investment Company | ** | 5,402 |
| | Wells Fargo Small Cap Value | Registered Investment Company | ** | 64,818 |
| | Wells Fargo Small Company Value | Registered Investment Company | ** | 1,008 |
| * | Promissory notes - participant loans, 2.29% - 9.5%, maturities 2009 to 2018 | | | 504,269 |
| | Total | | | $ 101,483,281 |

* Represents a permitted party-in-interest.

** Cost information is not required for participant-directed investments and therefore, is not included.

The information in this schedule has been certified as to its completeness and accuracy by Fidelity Management Trust Company.

# Citadel Investment Group L.L.C.
# Retirement Savings Plan
## Schedule H, line 4a — Schedule of Delinquent Participant Contributions
## December 31, 2009

Citadel Investment Group, L.L.C. Retirement Savings Plan
Form 5500 Line 4a - Schedule of Delinquent Participant Contributions

| Date Contributions Withheld From Participants | Participant Contributions Transferred Late to Plan | Total that Constitute Nonexempt Prohibited Transactions: Contributions Not Corrected | Total that Constitute Nonexempt Prohibited Transactions: Contributions Corrected Outside VFCP | Total that Constitute Nonexempt Prohibited Transactions: Contributions Pending Correction in VFCP | Total Fully Corrected Under VFCP and PTE 2002-51 |
|---|---|---|---|---|---|
| 2/6/2009 | $ 210.00 | $ - | $ 210.00 | $ - | $ 210.00 |
| 2/6/2009 | $ 740.38 | $ - | $ 740.38 | $ - | $ 740.38 |
| 6/8/2009 | $ 675.00 | $ - | $ 675.00 | $ - | $ 675.00 |

# SUPPLEMENTAL SCHEDULES

# Citadel Investment Group L.L.C.
# Retirement Savings Plan
## Schedule H, line 4a — Schedule of Delinquent Participant Contributions
## December 31, 2009

Citadel Investment Group, L.L.C. Retirement Savings Plan
Form 5500 Line 4a - Schedule of Delinquent Participant Contributions

| Date Contributions Withheld From Participants | Participant Contributions Transferred Late to Plan | Total that Constitute Nonexempt Prohibited Transactions: Contributions Not Corrected | Total that Constitute Nonexempt Prohibited Transactions: Contributions Corrected Outside VFCP | Total that Constitute Nonexempt Prohibited Transactions: Contributions Pending Correction in VFCP | Total Fully Corrected Under VFCP and PTE 2002-51 |
|---|---|---|---|---|---|
| 2/6/2009 | $ 210.00 | $ - | $ 210.00 | $ - | $ 210.00 |
| 2/6/2009 | $ 740.38 | $ - | $ 740.38 | $ - | $ 740.38 |
| 6/8/2009 | $ 675.00 | $ - | $ 675.00 | $ - | $ 675.00 |

# Citadel Investment Group L.L.C.
# Retirement Savings Plan
## Schedule H, line 4i — Schedule of Assets (Held at End of Year)
## December 31, 2009

| | Identity of Issue, Borrower, Lessor or Similar Party | Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value | Cost | Current Value |
|---|---|---|---|---|
| | Aberdeen Global Fixed Income Fund - Institutional Service | Registered Investment Company | ** | $ 25,182 |
| | American Beacon Intl Eq Investor CL | Registered Investment Company | ** | - |
| | ABF Large Cap Value INV | Registered Investment Company | ** | 12,662 |
| | AF Growth of AMER R5 | Registered Investment Company | ** | 331,125 |
| | AF Growth Fund AMER R4 | Registered Investment Company | ** | - |
| | AIM Basic Value A | Registered Investment Company | ** | 2,345 |
| | AIM Constellation A | Registered Investment Company | ** | 4,095 |
| | AIM Global Small & Mid Cap Growth | Registered Investment Company | ** | 30,705 |
| | AIM Mid Cap Core Equity | Registered Investment Company | ** | 64,436 |
| | Alger Small Cap | Registered Investment Company | ** | 2,619,850 |
| | AllianceBernstein Small/Mid-Cap Value Fund - Class A | Registered Investment Company | ** | 819 |
| | Allianz CCM Capital Appreciation Fund - Administrative Class | Registered Investment Company | ** | 7,374 |
| | Allianz CCM Mid-Cap Fund - Administrative Class | Registered Investment Company | ** | 4,404 |
| | American Century Large Company Value Fund - Investor Class | Registered Investment Company | ** | 10,857 |
| | American Century Ultra Fund - Investor Class | Registered Investment Company | ** | 4,413 |
| | American Century Vista Fund - Investor Class | Registered Investment Company | ** | 62,058 |
| | Ariel Appreciation Fund | Registered Investment Company | ** | 2,616 |
| | Ariel Fund | Registered Investment Company | ** | 7,280 |
| | Artisan International | Registered Investment Company | ** | 130,695 |
| | Baron Asset Fund | Registered Investment Company | ** | 336,323 |
| | Baron Small Cap Fund | Registered Investment Company | ** | 62,788 |
| | Calvert Social Investment Equity | Registered Investment Company | ** | - |
| | Columbia Conservative High Yield | Registered Investment Company | ** | 41,634 |
| | Credit Suisse Large Cap Value | Registered Investment Company | ** | 13,113 |
| | Credit Suisse Large Cap Growth COM | Registered Investment Company | ** | 371 |
| | DWS Global OPPS S | Registered Investment Company | ** | 1,433 |
| | DWS International S | Registered Investment Company | ** | 366 |
| | DWS Strategic Value Fund - Class A | Registered Investment Company | ** | 13,022 |
| * | Fidelity Asset Manager® 20% | Registered Investment Company | ** | 70,280 |
| * | Fidelity Asset Manager® 50% | Registered Investment Company | ** | 95,606 |
| * | Fidelity Asset Manager® 70% | Registered Investment Company | ** | 9,373 |
| * | Fidelity Asset Manager® 85% | Registered Investment Company | ** | 6,389 |
| * | Fidelity Balanced Fund | Registered Investment Company | ** | 510,085 |
| * | Fidelity Blue Chip Growth Fund | Registered Investment Company | ** | 4,379,335 |
| * | Fidelity Blue Chip Value Fund | Registered Investment Company | ** | 186,391 |
| * | Fidelity Canada | Registered Investment Company | ** | 704,498 |
| * | Fidelity Capital Appreciation Fund | Registered Investment Company | ** | 162,228 |
| * | Fidelity Capital & Income | Registered Investment Company | ** | 3,799,107 |
| * | Fidelity Contrafund | Registered Investment Company | ** | 3,254,605 |
| * | Fidelity Convertible Securities Fund | Registered Investment Company | ** | 1,714,677 |
| * | Fidelity Disciplined Equity Fund | Registered Investment Company | ** | 52,648 |
| * | Fidelity Diversified International | Registered Investment Company | ** | 9,531,539 |
| * | Fidelity Dividend Growth | Registered Investment Company | ** | 179,648 |
| * | Fidelity Equity Income | Registered Investment Company | ** | 3,699,799 |
| * | Fidelity Equity Income II | Registered Investment Company | ** | 27,033 |
| * | Fidelity Europe | Registered Investment Company | ** | 199,437 |
| * | Fidelity Europe CAP APP | Registered Investment Company | ** | 103,319 |
| * | Fidelity EXP & Multinational | Registered Investment Company | ** | 285,369 |
| * | Fidelity Fidelity | Registered Investment Company | ** | 93,314 |
| * | Fidelity Fifty | Registered Investment Company | ** | 164,776 |
| * | Fidelity Focused High Income | Registered Investment Company | ** | 157,324 |
| * | Fidelity Focused Stock | Registered Investment Company | ** | 36,108 |
| * | Fidelity Freedom 2000 | Registered Investment Company | ** | 269,204 |
| * | Fidelity Freedom 2005 | Registered Investment Company | ** | 16,716 |
| * | Fidelity Freedom 2010 | Registered Investment Company | ** | 409,257 |
| * | Fidelity Freedom 2015 | Registered Investment Company | ** | 266,990 |
| * | Fidelity Freedom 2020 | Registered Investment Company | ** | 1,693,573 |
| * | Fidelity Freedom 2025 | Registered Investment Company | ** | 783,512 |
| * | Fidelity Freedom 2030 | Registered Investment Company | ** | 2,658,470 |
| * | Fidelity Freedom 2035 | Registered Investment Company | ** | 1,755,743 |
| * | Fidelity Freedom 2040 | Registered Investment Company | ** | 2,311,873 |
| * | Fidelity Freedom 2045 | Registered Investment Company | ** | 701,133 |
| * | Fidelity Freedom 2050 | Registered Investment Company | ** | 263,488 |
| * | Fidelity Freedom Income | Registered Investment Company | ** | 452,667 |
| * | Fidelity Global Balanced | Registered Investment Company | ** | 38,694 |
| * | Fidelity GNMA | Registered Investment Company | ** | 371,827 |
| * | Fidelity Growth Strategies | Registered Investment Company | ** | 4,663,471 |
| * | Fidelity Growth & Income | Registered Investment Company | ** | 78,877 |
| * | Fidelity Growth Company | Registered Investment Company | ** | 297,522 |
| * | Fidelity Independence | Registered Investment Company | ** | 317,943 |