

|                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                                                                                                                                              |
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| <b>Form 5500</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security<br>Administration<br><br>Pension Benefit Guaranty Corporation | <b>Annual Return/Report of Employee Benefit Plan</b><br><br>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).<br><br><p style="text-align: center;">▶ <b>Complete all entries in accordance with the instructions to the Form 5500.</b></p> | OMB Nos. 1210-0110<br>1210-0089<br><br><div style="text-align: center; font-size: 1.5em; font-weight: bold;">2009</div><br><br><b>This Form is Open to Public Inspection</b> |
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|                                                                                                          |                                                                                                                                                                                                                                           |
|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part I</b>                                                                                            | <b>Annual Report Identification Information</b>                                                                                                                                                                                           |
| For calendar plan year 2009 or fiscal plan year beginning <u>01/01/2009</u> and ending <u>12/31/2009</u> |                                                                                                                                                                                                                                           |
| <b>A</b> This return/report is for:                                                                      | <input type="checkbox"/> a multiemployer plan; <input type="checkbox"/> a multiple-employer plan; or<br><input checked="" type="checkbox"/> a single-employer plan; <input type="checkbox"/> a DFE (specify) ____                         |
| <b>B</b> This return/report is:                                                                          | <input type="checkbox"/> the first return/report; <input type="checkbox"/> the final return/report;<br><input type="checkbox"/> an amended return/report; <input type="checkbox"/> a short plan year return/report (less than 12 months). |
| <b>C</b> If the plan is a collectively-bargained plan, check here. . . . .                               | <input type="checkbox"/>                                                                                                                                                                                                                  |
| <b>D</b> Check box if filing under:                                                                      | <input type="checkbox"/> Form 5558; <input checked="" type="checkbox"/> automatic extension; <input type="checkbox"/> the DFVC program;<br><input type="checkbox"/> special extension (enter description)                                 |

|                                                                                                                                                                                                                                              |                                                                                                                                                                                                                                                                                                                                        |                                                                     |                                                             |                                                             |  |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------------------------------|-------------------------------------------------------------|--|
| <b>Part II</b>                                                                                                                                                                                                                               | <b>Basic Plan Information</b> —enter all requested information                                                                                                                                                                                                                                                                         |                                                                     |                                                             |                                                             |  |
| <b>1a</b> Name of plan<br><u>H.H. BROWN SHOE COMPANY, INC. 401(K) PLAN FOR WHOL</u>                                                                                                                                                          | <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;"><b>1b</b> Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2"><b>1c</b> Effective date of plan<br/><u>01/01/1989</u></td> </tr> </table>                        | <b>1b</b> Three-digit plan number (PN) ▶                            | <u>001</u>                                                  | <b>1c</b> Effective date of plan<br><u>01/01/1989</u>       |  |
| <b>1b</b> Three-digit plan number (PN) ▶                                                                                                                                                                                                     | <u>001</u>                                                                                                                                                                                                                                                                                                                             |                                                                     |                                                             |                                                             |  |
| <b>1c</b> Effective date of plan<br><u>01/01/1989</u>                                                                                                                                                                                        |                                                                                                                                                                                                                                                                                                                                        |                                                                     |                                                             |                                                             |  |
| <b>2a</b> Plan sponsor's name and address (employer, if for a single-employer plan)<br>(Address should include room or suite no.)<br><br><u>H.H. BROWN SHOE COMPANY</u><br><br><br><u>124 WEST PUTNAM AVE.</u><br><u>GREENWICH, CT 06830</u> | <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td><b>2b</b> Employer Identification Number (EIN)<br/><u>04-1127910</u></td> </tr> <tr> <td><b>2c</b> Sponsor's telephone number<br/><u>203-661-2424</u></td> </tr> <tr> <td><b>2d</b> Business code (see instructions)<br/><u>316210</u></td> </tr> </table> | <b>2b</b> Employer Identification Number (EIN)<br><u>04-1127910</u> | <b>2c</b> Sponsor's telephone number<br><u>203-661-2424</u> | <b>2d</b> Business code (see instructions)<br><u>316210</u> |  |
| <b>2b</b> Employer Identification Number (EIN)<br><u>04-1127910</u>                                                                                                                                                                          |                                                                                                                                                                                                                                                                                                                                        |                                                                     |                                                             |                                                             |  |
| <b>2c</b> Sponsor's telephone number<br><u>203-661-2424</u>                                                                                                                                                                                  |                                                                                                                                                                                                                                                                                                                                        |                                                                     |                                                             |                                                             |  |
| <b>2d</b> Business code (see instructions)<br><u>316210</u>                                                                                                                                                                                  |                                                                                                                                                                                                                                                                                                                                        |                                                                     |                                                             |                                                             |  |

**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<br>HERE | Filed with authorized/valid electronic signature. | 10/08/2010 | J. SCOTT BOHLING                                             |
|              | Signature of plan administrator                   | Date       | Enter name of individual signing as plan administrator       |
| SIGN<br>HERE | Filed with authorized/valid electronic signature. | 10/08/2010 | J. SCOTT BOHLING                                             |
|              | Signature of employer/plan sponsor                | Date       | Enter name of individual signing as employer or plan sponsor |
| SIGN<br>HERE |                                                   |            |                                                              |
|              | Signature of DFE                                  | Date       | Enter name of individual signing as DFE                      |

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2009)  
v.092307.1

|                                                                                                                                                                       |                                                                                                               |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|
| <b>3a</b> Plan administrator's name and address (if same as plan sponsor, enter "Same")<br>H.H. BROWN SHOE COMPANY<br><br>124 WEST PUTNAM AVE.<br>GREENWICH, CT 06830 | <b>3b</b> Administrator's EIN<br>04-1127910<br><br><b>3c</b> Administrator's telephone number<br>203-661-2424 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                                                       |                                   |     |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----|
| <b>4</b> 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:<br><br><b>a</b> Sponsor's name | <b>4b</b> EIN<br><br><b>4c</b> PN |     |
| <b>5</b> Total number of participants at the beginning of the plan year                                                                                                                                               | <b>5</b>                          | 608 |
| <b>6</b> Number of participants as of the end of the plan year (welfare plans complete only lines <b>6a</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ).                                                                |                                   |     |
| <b>a</b> Active participants.....                                                                                                                                                                                     | <b>6a</b>                         | 508 |
| <b>b</b> Retired or separated participants receiving benefits.....                                                                                                                                                    | <b>6b</b>                         | 7   |
| <b>c</b> Other retired or separated participants entitled to future benefits.....                                                                                                                                     | <b>6c</b>                         | 78  |
| <b>d</b> Subtotal. Add lines <b>6a</b> , <b>6b</b> , and <b>6c</b> .....                                                                                                                                              | <b>6d</b>                         | 593 |
| <b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....                                                                                                             | <b>6e</b>                         | 0   |
| <b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> .....                                                                                                                                                               | <b>6f</b>                         | 593 |
| <b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....                                                                        | <b>6g</b>                         | 497 |
| <b>h</b> Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....                                                                            | <b>6h</b>                         | 10  |
| <b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) .....                                                                                  | <b>7</b>                          |     |

**8a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:  
 2E 2J 2F 2G 2K 3D 2S 2T

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

|                                                                                                                                                                                                                                                                                                          |                                                                                                                                                                                                                                                                                                          |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>9a</b> Plan funding arrangement (check all that apply)<br>(1) <input checked="" type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor | <b>9b</b> Plan benefit arrangement (check all that apply)<br>(1) <input checked="" type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> 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) ☒ **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) ☒ **H** (Financial Information)  
 (2) ☐ **I** (Financial Information – Small Plan)  
 (3) ☒ 1 **A** (Insurance Information)  
 (4) ☒ **C** (Service Provider Information)  
 (5) ☒ **D** (DFE/Participating Plan Information)  
 (6) ☐ **G** (Financial Transaction Schedules)

|                                                                                                                                                                                                                                         |                                                                                                                                                                                                                                                                                                                                    |                                                                                                |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------|
| <div>SCHEDULE A<br/>(Form 5500)<br/><div>Department of the Treasury<br/>Internal Revenue Service</div><div>Department of Labor<br/>Employee Benefits Security Administration</div><div>Pension Benefit Guaranty Corporation</div></div> | <div>Insurance Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div> <div>▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).</div> | <div>OMB No. 1210-0110</div> <div>2009</div> <div>This Form is Open to Public Inspection</div> |
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|                                                                                            |                                                      |     |
|--------------------------------------------------------------------------------------------|------------------------------------------------------|-----|
| For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009 |                                                      |     |
| A Name of plan<br>H.H. BROWN SHOE COMPANY, INC. 401(K) PLAN FOR WHOL                       | B Three-digit plan number (PN) ▶                     | 001 |
| C Plan sponsor's name as shown on line 2a of Form 5500.<br>H.H. BROWN SHOE COMPANY         | D Employer Identification Number (EIN)<br>04-1127910 |     |

|        |                                                                           |                                                                                                                                                                    |
|--------|---------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Part I | Information Concerning Insurance Contract Coverage, Fees, and Commissions | Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A. |
|--------|---------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|

1 Coverage Information:

(a) Name of insurance carrier  
MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY

| (b) EIN    | (c) NAIC code | (d) Contract or identification number | (e) Approximate number of persons covered at end of policy or contract year | Policy or contract year |            |
|------------|---------------|---------------------------------------|-----------------------------------------------------------------------------|-------------------------|------------|
|            |               |                                       |                                                                             | (f) From                | (g) To     |
| 04-1590850 | 65935         | SF 9485                               | 593                                                                         | 01/01/2009              | 12/31/2009 |

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

|                                      |                               |
|--------------------------------------|-------------------------------|
| (a) Total amount of commissions paid | (b) Total amount of fees paid |
| 0                                    | 0                             |

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

| (b) Amount of sales and base commissions paid | Fees and other commissions paid |             | (e) Organization code |
|-----------------------------------------------|---------------------------------|-------------|-----------------------|
|                                               | (c) Amount                      | (d) Purpose |                       |
|                                               |                                 |             |                       |

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

| (b) Amount of sales and base commissions paid | Fees and other commissions paid |             | (e) Organization code |
|-----------------------------------------------|---------------------------------|-------------|-----------------------|
|                                               | (c) Amount                      | (d) Purpose |                       |
|                                               |                                 |             |                       |

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

| (b) Amount of sales and base commissions paid | Fees and other commissions paid |             | (e) Organization code |
|-----------------------------------------------|---------------------------------|-------------|-----------------------|
|                                               | (c) Amount                      | (d) Purpose |                       |
|                                               |                                 |             |                       |

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

| (b) Amount of sales and base commissions paid | Fees and other commissions paid |             | (e) Organization code |
|-----------------------------------------------|---------------------------------|-------------|-----------------------|
|                                               | (c) Amount                      | (d) Purpose |                       |
|                                               |                                 |             |                       |

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

| (b) Amount of sales and base commissions paid | Fees and other commissions paid |             | (e) Organization code |
|-----------------------------------------------|---------------------------------|-------------|-----------------------|
|                                               | (c) Amount                      | (d) Purpose |                       |
|                                               |                                 |             |                       |

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

| (b) Amount of sales and base commissions paid | Fees and other commissions paid |             | (e) Organization code |
|-----------------------------------------------|---------------------------------|-------------|-----------------------|
|                                               | (c) Amount                      | (d) Purpose |                       |
|                                               |                                 |             |                       |

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

| (b) Amount of sales and base commissions paid | Fees and other commissions paid |             | (e) Organization code |
|-----------------------------------------------|---------------------------------|-------------|-----------------------|
|                                               | (c) Amount                      | (d) Purpose |                       |
|                                               |                                 |             |                       |

**Part II Investment and Annuity Contract Information**

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

|                                                                                                        |          |          |
|--------------------------------------------------------------------------------------------------------|----------|----------|
| <b>4</b> Current value of plan's interest under this contract in the general account at year end ..... | <b>4</b> |          |
| <b>5</b> Current value of plan's interest under this contract in separate accounts at year end .....   | <b>5</b> | 14912045 |

**6** Contracts With Allocated Funds:**a** State the basis of premium rates ▶

|                                                                                                                                                                                                                |           |  |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|--|
| <b>b</b> Premiums paid to carrier .....                                                                                                                                                                        | <b>6b</b> |  |
| <b>c</b> Premiums due but unpaid at the end of the year .....                                                                                                                                                  | <b>6c</b> |  |
| <b>d</b> If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. ....<br>Specify nature of costs ▶ | <b>6d</b> |  |

**e** Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity  
(3) ☐ other (specify) ▶

**f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

**a** Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee  
(3) ☐ guaranteed investment (4) ☒ other ▶ GROUP ANNUITY CONTRACT

|                                                        |           |         |
|--------------------------------------------------------|-----------|---------|
| <b>b</b> Balance at the end of the previous year ..... | <b>7b</b> | 9816233 |
|--------------------------------------------------------|-----------|---------|

|                                                                       |              |         |  |
|-----------------------------------------------------------------------|--------------|---------|--|
| <b>c</b> Additions: (1) Contributions deposited during the year ..... | <b>7c(1)</b> | 2366060 |  |
| (2) Dividends and credits .....                                       | <b>7c(2)</b> | 0       |  |
| (3) Interest credited during the year .....                           | <b>7c(3)</b> | 378152  |  |
| (4) Transferred from separate account .....                           | <b>7c(4)</b> | 0       |  |
| (5) Other (specify below) .....                                       | <b>7c(5)</b> | 171226  |  |

▶ LN INT, LN PRIN, TRANS ASSETS, TRAN

|                           |              |         |
|---------------------------|--------------|---------|
| (6) Total additions ..... | <b>7c(6)</b> | 2915438 |
|---------------------------|--------------|---------|

|                                                                               |           |          |
|-------------------------------------------------------------------------------|-----------|----------|
| <b>d</b> Total of balance and additions (add <b>b</b> and <b>c(6)</b> ) ..... | <b>7d</b> | 12731671 |
|-------------------------------------------------------------------------------|-----------|----------|

**e** Deductions:

|                                                                                 |              |         |  |
|---------------------------------------------------------------------------------|--------------|---------|--|
| (1) Disbursed from fund to pay benefits or purchase annuities during year ..... | <b>7e(1)</b> | 738794  |  |
| (2) Administration charge made by carrier .....                                 | <b>7e(2)</b> | 24074   |  |
| (3) Transferred to separate account .....                                       | <b>7e(3)</b> | 2380238 |  |
| (4) Other (specify below) .....                                                 | <b>7e(4)</b> | 56895   |  |

▶ LN DISTRIB

|                            |              |         |
|----------------------------|--------------|---------|
| (5) Total deductions ..... | <b>7e(5)</b> | 3200001 |
|----------------------------|--------------|---------|

|                                                                                             |           |         |
|---------------------------------------------------------------------------------------------|-----------|---------|
| <b>f</b> Balance at the end of the current year (subtract <b>e(5)</b> from <b>d</b> ) ..... | <b>7f</b> | 9531670 |
|---------------------------------------------------------------------------------------------|-----------|---------|

**Part III Welfare Benefit Contract Information**

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organization(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

**8** Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)     
 **b** ☐ Dental     
 **c** ☐ Vision     
 **d** ☐ Life insurance  
**e** ☐ Temporary disability (accident and sickness)     
 **f** ☐ Long-term disability     
 **g** ☐ Supplemental unemployment     
 **h** ☐ Prescription drug  
**i** ☐ Stop loss (large deductible)     
 **j** ☐ HMO contract     
 **k** ☐ PPO contract     
 **l** ☐ Indemnity contract  
**m** ☐ Other (specify) ▶

**9** Experience-rated contracts:

|                                                                                                                                                   |                 |                 |  |
|---------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|-----------------|--|
| <b>a</b> Premiums: (1) Amount received.....                                                                                                       | <b>9a(1)</b>    |                 |  |
| (2) Increase (decrease) in amount due but unpaid.....                                                                                             | <b>9a(2)</b>    |                 |  |
| (3) Increase (decrease) in unearned premium reserve.....                                                                                          | <b>9a(3)</b>    |                 |  |
| (4) Earned ((1) + (2) - (3)).....                                                                                                                 |                 | <b>9a(4)</b>    |  |
| <b>b</b> Benefit charges (1) Claims paid.....                                                                                                     | <b>9b(1)</b>    |                 |  |
| (2) Increase (decrease) in claim reserves.....                                                                                                    | <b>9b(2)</b>    |                 |  |
| (3) Incurred claims (add (1) and (2)).....                                                                                                        |                 | <b>9b(3)</b>    |  |
| (4) Claims charged.....                                                                                                                           |                 | <b>9b(4)</b>    |  |
| <b>c</b> Remainder of premium: (1) Retention charges (on an accrual basis) --                                                                     |                 |                 |  |
| (A) Commissions.....                                                                                                                              | <b>9c(1)(A)</b> |                 |  |
| (B) Administrative service or other fees.....                                                                                                     | <b>9c(1)(B)</b> |                 |  |
| (C) Other specific acquisition costs.....                                                                                                         | <b>9c(1)(C)</b> |                 |  |
| (D) Other expenses.....                                                                                                                           | <b>9c(1)(D)</b> |                 |  |
| (E) Taxes.....                                                                                                                                    | <b>9c(1)(E)</b> |                 |  |
| (F) Charges for risks or other contingencies.....                                                                                                 | <b>9c(1)(F)</b> |                 |  |
| (G) Other retention charges.....                                                                                                                  | <b>9c(1)(G)</b> |                 |  |
| (H) Total retention.....                                                                                                                          |                 | <b>9c(1)(H)</b> |  |
| (2) Dividends or retroactive rate refunds. (These amounts were <input type="checkbox"/> paid in cash, or <input type="checkbox"/> credited.)..... |                 | <b>9c(2)</b>    |  |
| <b>d</b> Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....                                |                 | <b>9d(1)</b>    |  |
| (2) Claim reserves.....                                                                                                                           |                 | <b>9d(2)</b>    |  |
| (3) Other reserves.....                                                                                                                           |                 | <b>9d(3)</b>    |  |
| <b>e</b> Dividends or retroactive rate refunds due. (Do not include amount entered in c(2).).....                                                 |                 | <b>9e</b>       |  |

**10** Nonexperience-rated contracts:

|                                                                                                                                                                                                                                 |            |  |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> Total premiums or subscription charges paid to carrier.....                                                                                                                                                            | <b>10a</b> |  |
| <b>b</b> If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount. .... | <b>10b</b> |  |

Specify nature of costs ▶

**Part IV Provision of Information**

**11** Did the insurance company fail to provide any information necessary to complete Schedule A? ..... ☐ Yes ☒ No

**12** If the answer to line 11 is "Yes," specify the information not provided. ▶

|                                                                                                                                                                                                                                              |                                                                                                                                                                                                                             |                                         |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|
| <div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury<br/>Internal Revenue Service</div> <div>Department of Labor<br/>Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div> | <div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div> | 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

|                                                                                                      |                                                                         |
|------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|
| <div>A Name of plan</div> <div>H.H. BROWN SHOE COMPANY, INC. 401(K) PLAN FOR WHOL</div>              | <div>B Three-digit plan number (PN)</div> <div>▶</div> <div>001</div>   |
|                                                                                                      |                                                                         |
| <div>C Plan sponsor's name as shown on line 2a of Form 5500</div> <div>H.H. BROWN SHOE COMPANY</div> | <div>D Employer Identification Number (EIN)</div> <div>04-1127910</div> |

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)..... ☐ 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

(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)

MASSACHUSETTS MUTUAL LIFE INS. CO.

04-1590850

| <b>(b)</b><br>Service Code(s) | <b>(c)</b><br>Relationship to employer, employee organization, or person known to be a party-in-interest | <b>(d)</b><br>Enter direct compensation paid by the plan. If none, enter -0-. | <b>(e)</b><br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | <b>(f)</b><br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | <b>(g)</b><br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | <b>(h)</b><br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------------|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| 24 52 63 72                   | CONTRACT ADMINISTRATOR                                                                                   | 28283                                                                         | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                         | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                                                   | 0                                                                                                                                                                                      | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                 |

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

H.H. BROWN SHOE COMPANY

40-3296374

| <b>(b)</b><br>Service Code(s) | <b>(c)</b><br>Relationship to employer, employee organization, or person known to be a party-in-interest | <b>(d)</b><br>Enter direct compensation paid by the plan. If none, enter -0-. | <b>(e)</b><br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | <b>(f)</b><br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | <b>(g)</b><br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | <b>(h)</b><br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------------|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| 10                            | AUDITOR                                                                                                  | 12000                                                                         | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                         | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                              |                                                                                                                                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                            |

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

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

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

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

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

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

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

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

**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<br>(see instructions) | (c) Enter amount of indirect compensation |
|---------------------------------------------------------|-----------------------------------------|-------------------------------------------|
| MASSACHUSETTS MUTUAL LIFE INS. CO.                      | 72                                      | 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. |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| PREMIER CORE BOND BABSON<br><br>04-3277549                          | BASIS POINTS * PLAN ASSETS                                                                                                                                         |

| (a) Enter service provider name as it appears on line 2 | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect compensation |
|---------------------------------------------------------|-----------------------------------------|-------------------------------------------|
| MASSACHUSETTS MUTUAL LIFE INS. CO.                      | 72                                      | 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. |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| SELECT INDEXED EQTY NORTHRN TRUST<br><br>04-3410047                 | BASIS POINTS * PLAN ASSETS                                                                                                                                         |

| (a) Enter service provider name as it appears on line 2 | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect compensation |
|---------------------------------------------------------|-----------------------------------------|-------------------------------------------|
| MASSACHUSETTS MUTUAL LIFE INS. CO.                      | 72                                      | 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. |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| SELECT SM CAP GR W&R/WELLINGTON<br><br>04-3464205                   | BASIS POINTS * PLAN ASSETS                                                                                                                                         |

**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<br>(see instructions) | (c) Enter amount of indirect compensation |
|---------------------------------------------------------|-----------------------------------------|-------------------------------------------|
| MASSACHUSETTS MUTUAL LIFE INS. CO.                      | 72                                      | 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. |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| SEL AGGRESSIVE GR SANDS/DELAWARE<br><br>04-3512589                  | BASIS POINTS * PLAN ASSETS                                                                                                                                         |

| (a) Enter service provider name as it appears on line 2 | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect compensation |
|---------------------------------------------------------|-----------------------------------------|-------------------------------------------|
| MASSACHUSETTS MUTUAL LIFE INS. CO.                      | 72                                      | 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. |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| SELECT FOCUSED VALUE HARRIS<br><br>04-3512590                       | BASIS POINTS * PLAN ASSETS                                                                                                                                         |

| (a) Enter service provider name as it appears on line 2 | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect compensation |
|---------------------------------------------------------|-----------------------------------------|-------------------------------------------|
| MASSACHUSETTS MUTUAL LIFE INS. CO.                      | 72                                      | 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. |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| SELECT MID CAP GR II T. ROWE PRICE<br><br>04-3512596                | BASIS POINTS * PLAN ASSETS                                                                                                                                         |

**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<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------|
| MASSACHUSETTS MUTUAL LIFE INS. CO.                                  | 72                                                                                                                                                                 | 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. |                                           |
| SELECT FUNDAMENTAL VAL WELLINGTON<br><br>04-3584138                 | BASIS POINTS * PLAN ASSETS                                                                                                                                         |                                           |
| (a) Enter service provider name as it appears on line 2             | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
| MASSACHUSETTS MUTUAL LIFE INS. CO.                                  | 72                                                                                                                                                                 | 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. |                                           |
| SEL SMCIVAL FED CLOV/TRP/ERNST<br><br>04-3584140                    | BASIS POINTS * PLAN ASSETS                                                                                                                                         |                                           |
| (a) Enter service provider name as it appears on line 2             | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
| MASSACHUSETTS MUTUAL LIFE INS. CO.                                  | 63 72                                                                                                                                                              | 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. |                                           |
| RETIREMENT 2010 T. ROWE PRICE<br><br>20-0001631                     | BASIS POINTS * PLAN ASSETS                                                                                                                                         |                                           |

**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<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------|
| MASSACHUSETTS MUTUAL LIFE INS. CO.                                  | 63 72                                                                                                                                                              | 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. |                                           |
| RETIREMENT 2020 T. ROWE PRICE<br><br>20-0001634                     | BASIS POINTS * PLAN ASSETS                                                                                                                                         |                                           |
| (a) Enter service provider name as it appears on line 2             | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
| MASSACHUSETTS MUTUAL LIFE INS. CO.                                  | 63 72                                                                                                                                                              | 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. |                                           |
| RETIREMENT 2030 T. ROWE PRICE<br><br>20-0001636                     | BASIS POINTS * PLAN ASSETS                                                                                                                                         |                                           |
| (a) Enter service provider name as it appears on line 2             | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
| MASSACHUSETTS MUTUAL LIFE INS. CO.                                  | 63 72                                                                                                                                                              | 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. |                                           |
| RETIREMENT 2040 T. ROWE PRICE<br><br>20-0001638                     | BASIS POINTS * PLAN ASSETS                                                                                                                                         |                                           |

**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<br>(see instructions) | (c) Enter amount of indirect compensation |
|---------------------------------------------------------|-----------------------------------------|-------------------------------------------|
| MASSACHUSETTS MUTUAL LIFE INS. CO.                      | 63 72                                   | 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. |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| ADV CAPITAL GROWTH WLSFRGO<br><br>20-2241880                        | BASIS POINTS * PLAN ASSETS                                                                                                                                         |

| (a) Enter service provider name as it appears on line 2 | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect compensation |
|---------------------------------------------------------|-----------------------------------------|-------------------------------------------|
| MASSACHUSETTS MUTUAL LIFE INS. CO.                      | 63 72                                   | 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. |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| GROWTH TRUST LEGG MASON CAP MNGMT<br><br>23-2797889                 | BASIS POINTS * PLAN ASSETS                                                                                                                                         |

| (a) Enter service provider name as it appears on line 2 | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect compensation |
|---------------------------------------------------------|-----------------------------------------|-------------------------------------------|
| MASSACHUSETTS MUTUAL LIFE INS. CO.                      | 63 72                                   | 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. |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| TOTAL RETURN PIMCO<br><br>33-0239892                                | BASIS POINTS * PLAN ASSETS                                                                                                                                         |

**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<br>(see instructions) | (c) Enter amount of indirect compensation |
|---------------------------------------------------------|-----------------------------------------|-------------------------------------------|
| MASSACHUSETTS MUTUAL LIFE INS. CO.                      | 63                                      | 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. |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| ULTRA AMERICAN CENTURY<br><br>43-1607635                            | BASIS POINTS * PLAN ASSETS                                                                                                                                         |

| (a) Enter service provider name as it appears on line 2 | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect compensation |
|---------------------------------------------------------|-----------------------------------------|-------------------------------------------|
| MASSACHUSETTS MUTUAL LIFE INS. CO.                      | 72                                      | 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. |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| PREMIER GLOBAL OFI<br><br>51-0529334                                | BASIS POINTS * PLAN ASSETS                                                                                                                                         |

| (a) Enter service provider name as it appears on line 2 | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect compensation |
|---------------------------------------------------------|-----------------------------------------|-------------------------------------------|
| MASSACHUSETTS MUTUAL LIFE INS. CO.                      | 63 72                                   | 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. |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| RETIREMENT 2050 T. ROWE PRICE<br><br>51-0612044                     | BASIS POINTS * PLAN ASSETS                                                                                                                                         |

**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<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------|
| MASSACHUSETTS MUTUAL LIFE INS. CO.                                  | 63 72                                                                                                                                                              | 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. |                                           |
| RETIREMENT INCOME T. ROWE PRICE<br><br>56-2294396                   | BASIS POINTS * PLAN ASSETS                                                                                                                                         |                                           |
| (a) Enter service provider name as it appears on line 2             | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
| MASSACHUSETTS MUTUAL LIFE INS. CO.                                  | 63 72                                                                                                                                                              | 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. |                                           |
| ADV SMMID CAP VALUE WLS FRGO<br><br>75-3024039                      | BASIS POINTS * PLAN ASSETS                                                                                                                                         |                                           |
| (a) Enter service provider name as it appears on line 2             | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
| MASSACHUSETTS MUTUAL LIFE INS. CO.                                  | 63 72                                                                                                                                                              | 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. |                                           |
| EQUITY GROWTH AMERICAN CENTURY<br><br>77-0273954                    | BASIS POINTS * PLAN ASSETS                                                                                                                                         |                                           |

**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<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------|
| MASSACHUSETTS MUTUAL LIFE INS. CO.                                  | 63 72                                                                                                                                                              | 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. |                                           |
| INTERNATIONAL VALUE THORNBURG<br><br>85-0451747                     | BASIS POINTS * PLAN ASSETS                                                                                                                                         |                                           |
| (a) Enter service provider name as it appears on line 2             | (b) Service Codes<br>(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. |                                           |
|                                                                     |                                                                                                                                                                    |                                           |
| (a) Enter service provider name as it appears on line 2             | (b) Service Codes<br>(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)

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                                                                                                                                                                                   |                                                                                                                                                                                                                                   |                                                                                                     |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| <div>SCHEDULE D<br/>(Form 5500)<br/><br/>Department of the Treasury<br/>Internal Revenue Service<br/><br/>Department of Labor<br/>Employee Benefits Security Administration</div> | <div>DFE/Participating Plan Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div> | <div>OMB No. 1210-0110</div> <div>2009</div> <div>This Form is Open to Public Inspection.</div>     |
| For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009                                                                                        |                                                                                                                                                                                                                                   |                                                                                                     |
| A Name of plan<br>H.H. BROWN SHOE COMPANY, INC. 401(K) PLAN FOR WHOL                                                                                                              |                                                                                                                                                                                                                                   | B Three-digit plan number (PN) ▶ 001                                                                |
| C Plan or DFE sponsor's name as shown on line 2a of Form 5500<br>H.H. BROWN SHOE COMPANY                                                                                          |                                                                                                                                                                                                                                   | D Employer Identification Number (EIN)<br>04-1127910                                                |
| Part I                                                                                                                                                                            | Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)<br>(Complete as many entries as needed to report all interests in DFEs)                                                         |                                                                                                     |
| a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-BA DESTINATION RETIREMENT 2030                                                                                                        |                                                                                                                                                                                                                                   |                                                                                                     |
| b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE                                                                                                    |                                                                                                                                                                                                                                   |                                                                                                     |
| c EIN-PN 04-1590850-029                                                                                                                                                           | d Entity code P                                                                                                                                                                                                                   | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0      |
| a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-BC DESTINATION RETIREMENT INCOM                                                                                                       |                                                                                                                                                                                                                                   |                                                                                                     |
| b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE                                                                                                    |                                                                                                                                                                                                                                   |                                                                                                     |
| c EIN-PN 04-1590850-030                                                                                                                                                           | d Entity code P                                                                                                                                                                                                                   | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0      |
| a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-BE DESTINATION RETIREMENT 2040                                                                                                        |                                                                                                                                                                                                                                   |                                                                                                     |
| b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE                                                                                                    |                                                                                                                                                                                                                                   |                                                                                                     |
| c EIN-PN 04-1590850-031                                                                                                                                                           | d Entity code P                                                                                                                                                                                                                   | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0      |
| a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-BP DESTINATION RETIREMENT 2020                                                                                                        |                                                                                                                                                                                                                                   |                                                                                                     |
| b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE                                                                                                    |                                                                                                                                                                                                                                   |                                                                                                     |
| c EIN-PN 04-1590850-032                                                                                                                                                           | d Entity code P                                                                                                                                                                                                                   | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0      |
| a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-BT RETIREMENT INCOME                                                                                                                  |                                                                                                                                                                                                                                   |                                                                                                     |
| b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE                                                                                                    |                                                                                                                                                                                                                                   |                                                                                                     |
| c EIN-PN 90-0342299-028                                                                                                                                                           | d Entity code P                                                                                                                                                                                                                   | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 270904 |
| a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-CJ INTERNATIONAL VALUE                                                                                                                |                                                                                                                                                                                                                                   |                                                                                                     |
| b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE                                                                                                    |                                                                                                                                                                                                                                   |                                                                                                     |
| c EIN-PN 04-1590850-422                                                                                                                                                           | d Entity code P                                                                                                                                                                                                                   | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 70911  |
| a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-CP ADV CAPITAL GROWTH                                                                                                                 |                                                                                                                                                                                                                                   |                                                                                                     |
| b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE                                                                                                    |                                                                                                                                                                                                                                   |                                                                                                     |
| c EIN-PN 04-1590850-459                                                                                                                                                           | d Entity code P                                                                                                                                                                                                                   | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 19053  |
| For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.                                                                                   |                                                                                                                                                                                                                                   |                                                                                                     |
| Schedule D (Form 5500) 2009 v.092308.1                                                                                                                                            |                                                                                                                                                                                                                                   |                                                                                                     |

|                                                                                       |                        |                                                                                                             |
|---------------------------------------------------------------------------------------|------------------------|-------------------------------------------------------------------------------------------------------------|
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: SIA-CY ADV SMMID CAP VALUE             |                        |                                                                                                             |
| <b>b</b> Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE |                        |                                                                                                             |
| <b>c</b> EIN-PN 04-1590850-405                                                        | <b>d</b> Entity code P | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 257614  |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: SIA-E PREMIER CORE BOND                |                        |                                                                                                             |
| <b>b</b> Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE |                        |                                                                                                             |
| <b>c</b> EIN-PN 04-1590850-041                                                        | <b>d</b> Entity code P | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1438875 |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: SIA-LT RETIREMENT 2020                 |                        |                                                                                                             |
| <b>b</b> Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE |                        |                                                                                                             |
| <b>c</b> EIN-PN 90-0342299-030                                                        | <b>d</b> Entity code P | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1667064 |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: SIA-N5 PREMIER MAIN STREET             |                        |                                                                                                             |
| <b>b</b> Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE |                        |                                                                                                             |
| <b>c</b> EIN-PN 04-1590850-072                                                        | <b>d</b> Entity code P | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0       |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: SIA-N6 RISING DIVIDENDS                |                        |                                                                                                             |
| <b>b</b> Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE |                        |                                                                                                             |
| <b>c</b> EIN-PN 04-1590850-073                                                        | <b>d</b> Entity code P | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0       |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: SIA-ND PREMIER GLOBAL                  |                        |                                                                                                             |
| <b>b</b> Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE |                        |                                                                                                             |
| <b>c</b> EIN-PN 04-1590850-079                                                        | <b>d</b> Entity code P | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1331003 |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: SIA-OT RETIREMENT 2050                 |                        |                                                                                                             |
| <b>b</b> Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE |                        |                                                                                                             |
| <b>c</b> EIN-PN 90-0342299-094                                                        | <b>d</b> Entity code P | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 20566   |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: SIA-PT RETIREMENT 2030                 |                        |                                                                                                             |
| <b>b</b> Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE |                        |                                                                                                             |
| <b>c</b> EIN-PN 90-0342299-031                                                        | <b>d</b> Entity code P | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1029035 |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: SIA-QT RETIREMENT 2040                 |                        |                                                                                                             |
| <b>b</b> Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE |                        |                                                                                                             |
| <b>c</b> EIN-PN 90-0342299-032                                                        | <b>d</b> Entity code P | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 273387  |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: SIA-RM GROWTH TRUST                    |                        |                                                                                                             |
| <b>b</b> Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE |                        |                                                                                                             |
| <b>c</b> EIN-PN 04-1590850-367                                                        | <b>d</b> Entity code P | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0       |

|                                                                                                       |                                        |                                                                                                                       |
|-------------------------------------------------------------------------------------------------------|----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <a href="#">SIA-S PREM SMALL CO OPPTY II</a>           |                                        |                                                                                                                       |
| <b>b</b> Name of sponsor of entity listed in (a): <a href="#">MASSACHUSETTS MUTUAL LIFE INSURANCE</a> |                                        |                                                                                                                       |
| <b>c</b> EIN-PN <a href="#">04-1590850-103</a>                                                        | <b>d</b> Entity code <a href="#">P</a> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <a href="#">0</a> |

  

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|-------------------------------------------------------------------------------------------------------|----------------------------------------|----------------------------------------------------------------------------------------------------------------------------|
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <a href="#">SIA-SC SELECT SM CAP GR</a>                |                                        |                                                                                                                            |
| <b>b</b> Name of sponsor of entity listed in (a): <a href="#">MASSACHUSETTS MUTUAL LIFE INSURANCE</a> |                                        |                                                                                                                            |
| <b>c</b> EIN-PN <a href="#">04-1590850-105</a>                                                        | <b>d</b> Entity code <a href="#">P</a> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <a href="#">371280</a> |

  

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|-------------------------------------------------------------------------------------------------------|----------------------------------------|----------------------------------------------------------------------------------------------------------------------------|
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <a href="#">SIA-SD SEL AGGRESSIVE GR</a>               |                                        |                                                                                                                            |
| <b>b</b> Name of sponsor of entity listed in (a): <a href="#">MASSACHUSETTS MUTUAL LIFE INSURANCE</a> |                                        |                                                                                                                            |
| <b>c</b> EIN-PN <a href="#">04-1590850-106</a>                                                        | <b>d</b> Entity code <a href="#">P</a> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <a href="#">511009</a> |

  

|                                                                                                       |                                        |                                                                                                                             |
|-------------------------------------------------------------------------------------------------------|----------------------------------------|-----------------------------------------------------------------------------------------------------------------------------|
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <a href="#">SIA-SK SELECT FUNDAMENTAL VAL</a>          |                                        |                                                                                                                             |
| <b>b</b> Name of sponsor of entity listed in (a): <a href="#">MASSACHUSETTS MUTUAL LIFE INSURANCE</a> |                                        |                                                                                                                             |
| <b>c</b> EIN-PN <a href="#">04-1590850-174</a>                                                        | <b>d</b> Entity code <a href="#">P</a> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <a href="#">1805308</a> |

  

|                                                                                                       |                                        |                                                                                                                             |
|-------------------------------------------------------------------------------------------------------|----------------------------------------|-----------------------------------------------------------------------------------------------------------------------------|
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <a href="#">SIA-SV SELECT FOCUSED VALUE</a>            |                                        |                                                                                                                             |
| <b>b</b> Name of sponsor of entity listed in (a): <a href="#">MASSACHUSETTS MUTUAL LIFE INSURANCE</a> |                                        |                                                                                                                             |
| <b>c</b> EIN-PN <a href="#">04-1590850-108</a>                                                        | <b>d</b> Entity code <a href="#">P</a> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <a href="#">1063633</a> |

  

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|-------------------------------------------------------------------------------------------------------|----------------------------------------|----------------------------------------------------------------------------------------------------------------------------|
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <a href="#">SIA-SY SEL SMCOVAL</a>                     |                                        |                                                                                                                            |
| <b>b</b> Name of sponsor of entity listed in (a): <a href="#">MASSACHUSETTS MUTUAL LIFE INSURANCE</a> |                                        |                                                                                                                            |
| <b>c</b> EIN-PN <a href="#">04-1590850-171</a>                                                        | <b>d</b> Entity code <a href="#">P</a> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <a href="#">579976</a> |

  

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|-------------------------------------------------------------------------------------------------------|----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <a href="#">SIA-WA SEL BLUE CHIP GROWTH</a>            |                                        |                                                                                                                       |
| <b>b</b> Name of sponsor of entity listed in (a): <a href="#">MASSACHUSETTS MUTUAL LIFE INSURANCE</a> |                                        |                                                                                                                       |
| <b>c</b> EIN-PN <a href="#">04-1590850-122</a>                                                        | <b>d</b> Entity code <a href="#">P</a> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <a href="#">0</a> |

  

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|-------------------------------------------------------------------------------------------------------|----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <a href="#">SIA-WC EQUITY INCOME II</a>                |                                        |                                                                                                                       |
| <b>b</b> Name of sponsor of entity listed in (a): <a href="#">MASSACHUSETTS MUTUAL LIFE INSURANCE</a> |                                        |                                                                                                                       |
| <b>c</b> EIN-PN <a href="#">04-1590850-124</a>                                                        | <b>d</b> Entity code <a href="#">P</a> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <a href="#">0</a> |

  

|                                                                                                       |                                        |                                                                                                                             |
|-------------------------------------------------------------------------------------------------------|----------------------------------------|-----------------------------------------------------------------------------------------------------------------------------|
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <a href="#">SIA-WF SELECT MID CAP GR II</a>            |                                        |                                                                                                                             |
| <b>b</b> Name of sponsor of entity listed in (a): <a href="#">MASSACHUSETTS MUTUAL LIFE INSURANCE</a> |                                        |                                                                                                                             |
| <b>c</b> EIN-PN <a href="#">04-1590850-126</a>                                                        | <b>d</b> Entity code <a href="#">P</a> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <a href="#">1035020</a> |

  

|                                                                                                       |                                        |                                                                                                                            |
|-------------------------------------------------------------------------------------------------------|----------------------------------------|----------------------------------------------------------------------------------------------------------------------------|
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <a href="#">SIA-WJ EQUITY GROWTH</a>                   |                                        |                                                                                                                            |
| <b>b</b> Name of sponsor of entity listed in (a): <a href="#">MASSACHUSETTS MUTUAL LIFE INSURANCE</a> |                                        |                                                                                                                            |
| <b>c</b> EIN-PN <a href="#">04-1590850-129</a>                                                        | <b>d</b> Entity code <a href="#">P</a> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <a href="#">645035</a> |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: SIA-WL ULTRA**b** Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

|                                |                        |                                                                                                             |
|--------------------------------|------------------------|-------------------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN 04-1590850-130 | <b>d</b> Entity code P | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1280358 |
|--------------------------------|------------------------|-------------------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: SIA-WZ SELECT PIMCO TOTAL RETURN**b** Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

|                                |                        |                                                                                                           |
|--------------------------------|------------------------|-----------------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN 04-1590850-193 | <b>d</b> Entity code P | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 97430 |
|--------------------------------|------------------------|-----------------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: SIA-X SELECT INDEXED EQTY**b** Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

|                                |                        |                                                                                                             |
|--------------------------------|------------------------|-------------------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN 04-1590850-133 | <b>d</b> Entity code P | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1144583 |
|--------------------------------|------------------------|-------------------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> 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):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> 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):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> 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):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> 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):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> 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):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> 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):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> 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  
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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

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                              |                                               |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------|
| <b>SCHEDULE H</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Financial Information</b><br><br>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).<br><br><b>► File as an attachment to Form 5500.</b> | OMB No. 1210-0110                             |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                              | <b>2009</b>                                   |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                              | <b>This Form is Open to Public Inspection</b> |

|                                                                                                          |                                                                        |            |
|----------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------|
| For calendar plan year 2009 or fiscal plan year beginning <u>01/01/2009</u> and ending <u>12/31/2009</u> |                                                                        |            |
| <b>A</b> Name of plan<br><u>H.H. BROWN SHOE COMPANY, INC. 401(K) PLAN FOR WHOL</u>                       | <b>B</b> Three-digit plan number (PN) <b>►</b>                         | <u>001</u> |
|                                                                                                          |                                                                        |            |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>H.H. BROWN SHOE COMPANY</u>          | <b>D</b> Employer Identification Number (EIN)<br><br><u>04-1127910</u> |            |

|               |                                      |
|---------------|--------------------------------------|
| <b>Part I</b> | <b>Asset and Liability Statement</b> |
|---------------|--------------------------------------|

**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 |
|---------------------------------------------------------------------------------------------------|-----------------|-----------------------|-----------------|
| <b>a</b> Total noninterest-bearing cash .....                                                     | <b>1a</b>       |                       |                 |
| <b>b</b> Receivables (less allowance for doubtful accounts):                                      |                 |                       |                 |
| <b>(1)</b> Employer contributions .....                                                           | <b>1b(1)</b>    |                       |                 |
| <b>(2)</b> Participant contributions .....                                                        | <b>1b(2)</b>    |                       |                 |
| <b>(3)</b> Other.....                                                                             | <b>1b(3)</b>    |                       |                 |
| <b>c</b> General investments:                                                                     |                 |                       |                 |
| <b>(1)</b> Interest-bearing cash (include money market accounts & certificates of deposit) .....  | <b>1c(1)</b>    |                       |                 |
| <b>(2)</b> U.S. Government securities.....                                                        | <b>1c(2)</b>    |                       |                 |
| <b>(3)</b> Corporate debt instruments (other than employer securities):                           |                 |                       |                 |
| <b>(A)</b> Preferred .....                                                                        | <b>1c(3)(A)</b> |                       |                 |
| <b>(B)</b> All other.....                                                                         | <b>1c(3)(B)</b> |                       |                 |
| <b>(4)</b> Corporate stocks (other than employer securities):                                     |                 |                       |                 |
| <b>(A)</b> Preferred .....                                                                        | <b>1c(4)(A)</b> |                       |                 |
| <b>(B)</b> Common .....                                                                           | <b>1c(4)(B)</b> |                       |                 |
| <b>(5)</b> Partnership/joint venture interests .....                                              | <b>1c(5)</b>    |                       |                 |
| <b>(6)</b> Real estate (other than employer real property) .....                                  | <b>1c(6)</b>    |                       |                 |
| <b>(7)</b> Loans (other than to participants) .....                                               | <b>1c(7)</b>    |                       |                 |
| <b>(8)</b> Participant loans .....                                                                | <b>1c(8)</b>    | <u>276621</u>         | <u>411353</u>   |
| <b>(9)</b> Value of interest in common/collective trusts.....                                     | <b>1c(9)</b>    | <u>0</u>              | <u>0</u>        |
| <b>(10)</b> Value of interest in pooled separate accounts.....                                    | <b>1c(10)</b>   | <u>9613759</u>        | <u>14912046</u> |
| <b>(11)</b> Value of interest in master trust investment accounts .....                           | <b>1c(11)</b>   |                       |                 |
| <b>(12)</b> Value of interest in 103-12 investment entities .....                                 | <b>1c(12)</b>   |                       |                 |
| <b>(13)</b> Value of interest in registered investment companies (e.g., mutual funds).....        | <b>1c(13)</b>   | <u>0</u>              | <u>0</u>        |
| <b>(14)</b> Value of funds held in insurance company general account (unallocated contracts)..... | <b>1c(14)</b>   | <u>9816233</u>        | <u>9531670</u>  |
| <b>(15)</b> Other .....                                                                           | <b>1c(15)</b>   | <u>0</u>              | <u>0</u>        |

**1d** Employer-related investments:

|                                                                      |              | (a) Beginning of Year | (b) End of Year |
|----------------------------------------------------------------------|--------------|-----------------------|-----------------|
| (1) Employer securities .....                                        | <b>1d(1)</b> | 0                     | 0               |
| (2) Employer real property .....                                     | <b>1d(2)</b> |                       |                 |
| <b>e</b> Buildings and other property used in plan operation .....   | <b>1e</b>    |                       |                 |
| <b>f</b> Total assets (add all amounts in lines 1a through 1e) ..... | <b>1f</b>    | 19706613              | 24855069        |

**Liabilities**

|                                                                           |           |   |   |
|---------------------------------------------------------------------------|-----------|---|---|
| <b>g</b> Benefit claims payable .....                                     | <b>1g</b> |   |   |
| <b>h</b> Operating payables .....                                         | <b>1h</b> |   |   |
| <b>i</b> Acquisition indebtedness .....                                   | <b>1i</b> |   |   |
| <b>j</b> Other liabilities .....                                          | <b>1j</b> |   |   |
| <b>k</b> Total liabilities (add all amounts in lines 1g through 1j) ..... | <b>1k</b> | 0 | 0 |

**Net Assets**

|                                                           |           |          |          |
|-----------------------------------------------------------|-----------|----------|----------|
| <b>l</b> Net assets (subtract line 1k from line 1f) ..... | <b>1l</b> | 19706613 | 24855069 |
|-----------------------------------------------------------|-----------|----------|----------|

**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 Contributions:**

|                                                                                                            |                 | (a) Amount | (b) Total |
|------------------------------------------------------------------------------------------------------------|-----------------|------------|-----------|
| (1) Received or receivable in cash from: <b>(A)</b> Employers .....                                        | <b>2a(1)(A)</b> | 654250     |           |
| <b>(B)</b> Participants .....                                                                              | <b>2a(1)(B)</b> | 1711810    |           |
| <b>(C)</b> Others (including rollovers) .....                                                              | <b>2a(1)(C)</b> | 0          |           |
| (2) Noncash contributions .....                                                                            | <b>2a(2)</b>    |            |           |
| (3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> ..... | <b>2a(3)</b>    |            | 2366060   |

**b Earnings on investments:****(1) Interest:**

|                                                                                                      |                 |        |        |
|------------------------------------------------------------------------------------------------------|-----------------|--------|--------|
| <b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit) ..... | <b>2b(1)(A)</b> |        |        |
| <b>(B)</b> U.S. Government securities .....                                                          | <b>2b(1)(B)</b> |        |        |
| <b>(C)</b> Corporate debt instruments .....                                                          | <b>2b(1)(C)</b> |        |        |
| <b>(D)</b> Loans (other than to participants) .....                                                  | <b>2b(1)(D)</b> |        |        |
| <b>(E)</b> Participant loans .....                                                                   | <b>2b(1)(E)</b> | 21417  |        |
| <b>(F)</b> Other .....                                                                               | <b>2b(1)(F)</b> | 378152 |        |
| <b>(G)</b> Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....                        | <b>2b(1)(G)</b> |        | 399569 |

|                                                                                           |                 |   |   |
|-------------------------------------------------------------------------------------------|-----------------|---|---|
| (2) Dividends: <b>(A)</b> Preferred stock .....                                           | <b>2b(2)(A)</b> |   |   |
| <b>(B)</b> Common stock .....                                                             | <b>2b(2)(B)</b> | 0 |   |
| <b>(C)</b> Registered investment company shares (e.g. mutual funds) .....                 | <b>2b(2)(C)</b> | 0 |   |
| <b>(D)</b> Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> ..... | <b>2b(2)(D)</b> |   | 0 |

|                 |              |  |  |
|-----------------|--------------|--|--|
| (3) Rents ..... | <b>2b(3)</b> |  |  |
|-----------------|--------------|--|--|

|                                                                                           |                 |  |   |
|-------------------------------------------------------------------------------------------|-----------------|--|---|
| (4) Net gain (loss) on sale of assets: <b>(A)</b> Aggregate proceeds .....                | <b>2b(4)(A)</b> |  |   |
| <b>(B)</b> Aggregate carrying amount (see instructions) .....                             | <b>2b(4)(B)</b> |  |   |
| <b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result ..... | <b>2b(4)(C)</b> |  | 0 |

|                                                                                                   |                 | (a) Amount | (b) Total |
|---------------------------------------------------------------------------------------------------|-----------------|------------|-----------|
| <b>2b</b> (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....              | <b>2b(5)(A)</b> |            |           |
| (B) Other .....                                                                                   | <b>2b(5)(B)</b> |            |           |
| (C) Total unrealized appreciation of assets.<br>Add lines <b>2b(5)(A)</b> and <b>(B)</b> .....    | <b>2b(5)(C)</b> |            | 0         |
| (6) Net investment gain (loss) from common/collective trusts .....                                | <b>2b(6)</b>    |            | 0         |
| (7) Net investment gain (loss) from pooled separate accounts .....                                | <b>2b(7)</b>    |            | 3402959   |
| (8) Net investment gain (loss) from master trust investment accounts .....                        | <b>2b(8)</b>    |            |           |
| (9) Net investment gain (loss) from 103-12 investment entities .....                              | <b>2b(9)</b>    |            |           |
| (10) Net investment gain (loss) from registered investment<br>companies (e.g., mutual funds)..... | <b>2b(10)</b>   |            | 0         |
| <b>c</b> Other income.....                                                                        | <b>2c</b>       |            | 0         |
| <b>d</b> Total income. Add all <b>income</b> amounts in column (b) and enter total.....           | <b>2d</b>       |            | 6168588   |

**Expenses**

|                                                                                            |              |        |         |
|--------------------------------------------------------------------------------------------|--------------|--------|---------|
| <b>e</b> Benefit payment and payments to provide benefits:                                 |              |        |         |
| (1) Directly to participants or beneficiaries, including direct rollovers .....            | <b>2e(1)</b> | 991850 |         |
| (2) To insurance carriers for the provision of benefits .....                              | <b>2e(2)</b> | 0      |         |
| (3) Other .....                                                                            | <b>2e(3)</b> | 0      |         |
| (4) Total benefit payments. Add lines <b>2e(1)</b> through <b>(3)</b> .....                | <b>2e(4)</b> |        | 991850  |
| <b>f</b> Corrective distributions (see instructions) .....                                 | <b>2f</b>    |        | 0       |
| <b>g</b> Certain deemed distributions of participant loans (see instructions).....         | <b>2g</b>    |        | 0       |
| <b>h</b> Interest expense.....                                                             | <b>2h</b>    |        |         |
| <b>i</b> Administrative expenses: (1) Professional fees .....                              | <b>2i(1)</b> | 12000  |         |
| (2) Contract administrator fees .....                                                      | <b>2i(2)</b> | 14477  |         |
| (3) Investment advisory and management fees .....                                          | <b>2i(3)</b> | 0      |         |
| (4) Other .....                                                                            | <b>2i(4)</b> | 1805   |         |
| (5) Total administrative expenses. Add lines <b>2i(1)</b> through <b>(4)</b> .....         | <b>2i(5)</b> |        | 28282   |
| <b>j</b> Total expenses. Add all <b>expense</b> amounts in column (b) and enter total..... | <b>2j</b>    |        | 1020132 |

**Net Income and Reconciliation**

|                                                                               |              |  |         |
|-------------------------------------------------------------------------------|--------------|--|---------|
| <b>k</b> Net income (loss). Subtract line <b>2j</b> from line <b>2d</b> ..... | <b>2k</b>    |  | 5148456 |
| <b>l</b> Transfers of assets:                                                 |              |  |         |
| (1) To this plan.....                                                         | <b>2l(1)</b> |  |         |
| (2) From this plan .....                                                      | <b>2l(2)</b> |  |         |

**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) ☒ Disclaimer (4) ☐ Adverse

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

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

(1) Name: ROBERT, FINNEGAN & LYNNAH

(2) EIN: 04-3296374

**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  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|---------|
| <b>a</b> 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.).....                 |     | X  |         |
| <b>b</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.)..... |     | X  |         |
| <b>c</b> 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.) .....                                                                                                                            |     | X  |         |
| <b>d</b> 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.).....                                                                                                                  |     | X  |         |
| <b>e</b> Was this plan covered by a fidelity bond?.....                                                                                                                                                                                                                                                         | X   |    | 2000000 |
| <b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? .....                                                                                                                                                                         |     | X  |         |
| <b>g</b> 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? .....                                                                                                                                      |     | X  |         |
| <b>h</b> 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? .....                                                                                                                            |     | X  |         |
| <b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....                                                                                                                                                   | X   |    |         |
| <b>j</b> 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.).....                                                                                    |     | X  |         |
| <b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....                                                                                                                                              |     | X  |         |
| <b>l</b> Has the plan failed to provide any benefit when due under the plan? .....                                                                                                                                                                                                                              |     | X  |         |
| <b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....                                                                                                                                                                                     |     | X  |         |
| <b>n</b> 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. ....                                                                                                                        |     |    |         |

- 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) |
|-----------------------|--------------|-------------|
|                       |              |             |
|                       |              |             |
|                       |              |             |
|                       |              |             |

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                            |                                                                                            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|
| <b>SCHEDULE R</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Retirement Plan Information</b><br><br>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).<br><br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><b>2009</b><br><br><b>This Form is Open to Public Inspection.</b> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|

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

|                                                                                                 |                                                                    |
|-------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>H.H. BROWN SHOE COMPANY, INC. 401(K) PLAN FOR WHOL</u>              | <b>B</b> Three-digit plan number (PN) ▶<br><u>001</u>              |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>H.H. BROWN SHOE COMPANY</u> | <b>D</b> Employer Identification Number (EIN)<br><u>04-1127910</u> |

|               |                      |
|---------------|----------------------|
| <b>Part I</b> | <b>Distributions</b> |
|---------------|----------------------|

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

|                                                                                                                                                                                                                                                                    |          |          |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|
| <b>1</b> Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....                                                                                                                              | <b>1</b> | <u>0</u> |
| <b>2</b> 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):<br><br>EIN(s): <u>04-1590850</u> |          |          |
| Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.                                                                                                                                                                                                   |          |          |
| <b>3</b> Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....                                                                                                                                    | <b>3</b> |          |

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

|                                                                                                                                                                                                                                                         |                                                                                                                         |                             |                              |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|-----------------------------|------------------------------|
| <b>4</b> Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....                                                                                                                                     | <input type="checkbox"/> Yes                                                                                            | <input type="checkbox"/> No | <input type="checkbox"/> N/A |
| If the plan is a defined benefit plan, go to line 8.                                                                                                                                                                                                    |                                                                                                                         |                             |                              |
| <b>5</b> 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. |                             |                              |
| <b>6 a</b> Enter the minimum required contribution for this plan year .....                                                                                                                                                                             | <b>6a</b>                                                                                                               |                             |                              |
| <b>b</b> Enter the amount contributed by the employer to the plan for this plan year .....                                                                                                                                                              | <b>6b</b>                                                                                                               |                             |                              |
| <b>c</b> 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).....                                                                                                         | <b>6c</b>                                                                                                               |                             |                              |
| If you completed line 6c, skip lines 8 and 9.                                                                                                                                                                                                           |                                                                                                                         |                             |                              |
| <b>7</b> Will the minimum funding amount reported on line 6c be met by the funding deadline? .....                                                                                                                                                      | <input type="checkbox"/> Yes                                                                                            | <input type="checkbox"/> No | <input type="checkbox"/> N/A |
| <b>8</b> 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?..... | <input type="checkbox"/> Yes                                                                                            | <input type="checkbox"/> No | <input type="checkbox"/> N/A |

|                 |                   |
|-----------------|-------------------|
| <b>Part III</b> | <b>Amendments</b> |
|-----------------|-------------------|

|                                                                                                                                                                                                                                |                                   |                                   |                               |                             |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|-----------------------------|
| <b>9</b> 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..... | <input type="checkbox"/> Increase | <input type="checkbox"/> Decrease | <input type="checkbox"/> Both | <input type="checkbox"/> No |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|-----------------------------|

|                |                                                                                                                                                   |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part IV</b> | <b>ESOPs</b> (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. |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                              |                              |                             |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|-----------------------------|
| <b>10</b> Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....                                                       | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>11 a</b> Does the ESOP hold any preferred stock? .....                                                                                                                                    | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>b</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.) ..... | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>12</b> Does the ESOP hold any stock that is not readily tradable on an established securities market? .....                                                                               | <input type="checkbox"/> Yes | <input type="checkbox"/> No |

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Schedule R (Form 5500) 2009  
v.092308.1

**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): \_\_\_\_\_

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

|                                                                          |            |  |
|--------------------------------------------------------------------------|------------|--|
| <b>a</b> The current year .....                                          | <b>14a</b> |  |
| <b>b</b> The plan year immediately preceding the current plan year ..... | <b>14b</b> |  |
| <b>c</b> The second preceding plan year .....                            | <b>14c</b> |  |

- 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:

|                                                                                                       |            |  |
|-------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> The corresponding number for the plan year immediately preceding the current plan year ..... | <b>15a</b> |  |
| <b>b</b> The corresponding number for the second preceding plan year .....                            | <b>15b</b> |  |

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

|                                                                                                                                                                        |            |  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> Enter the number of employers who withdrew during the preceding plan year .....                                                                               | <b>16a</b> |  |
| <b>b</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 ..... | <b>16b</b> |  |

- 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): \_\_\_\_\_

**H. H. BROWN SHOE COMPANY, INC. 401(K) PLAN FOR WHOLESALE EMPLOYEES**  
**FINANCIAL STATEMENTS**  
**YEARS ENDED DECEMBER 31, 2009 AND 2008**

**H. H. BROWN SHOE COMPANY, INC. 401(K) PLAN FOR WHOLESALE EMPLOYEES**

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ROBERT, FINNEGAN & LYNNAH, PC  
CERTIFIED PUBLIC ACCOUNTANTS  
137 SOUTH STREET  
BOSTON, MASSACHUSETTS 02111

Independent Auditors' Report

October 5, 2010

To the Plan Administrator  
H. H. Brown Shoe Company, Inc. 401(K) Plan  
for Wholesale Employees  
Greenwich, Connecticut

We were engaged to audit the accompanying statements of net assets available for plan benefits of the H. H. Brown Shoe Company, Inc. 401(K) Plan for Wholesale Employees as of December 31, 2009 and 2008 and the related statements of changes in net assets available for plan benefits for the years then ended, and supplemental schedule of assets held for investment purposes at December 31, 2009. These financial statements and supplemental schedule are the responsibility of the Trustees of the Plan.

As permitted by Section 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 4, which was certified by Massachusetts Mutual Life Insurance Company, contractors of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that Massachusetts Mutual Life Insurance Company held the Plan's investment assets and executed investment transactions during those years. The plan administrator has obtained a certification from Massachusetts Mutual Life Insurance Company as of and for the years ended December 31, 2009 and 2008 that the information provided to the plan administrator by them 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 supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by Massachusetts Mutual Life Insurance Company, 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.



Certified Public Accountants

**H. H. BROWN SHOE COMPANY, INC. 401(K) PLAN FOR WHOLESALE EMPLOYEES**

**STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS**

**DECEMBER 31, 2009 AND 2008**

| <b>ASSETS</b>                                                                                                 |                     |                     |
|---------------------------------------------------------------------------------------------------------------|---------------------|---------------------|
|                                                                                                               | <u>2009</u>         | <u>2008</u>         |
| <b>Deposit Administration Contract with Insurance Company:</b>                                                |                     |                     |
| Separate investment accounts – At fair value                                                                  | \$14,912,045        | \$ 9,613,759        |
| General investment account – At fair value                                                                    | <u>10,350,441</u>   | <u>9,500,346</u>    |
|                                                                                                               | <u>25,262,486</u>   | <u>19,114,105</u>   |
| <b>Participants' Loan Receivable</b>                                                                          | <u>411,353</u>      | <u>276,621</u>      |
| <b>Contributions Receivable:</b>                                                                              |                     |                     |
| Employee contributions                                                                                        | -                   | 103                 |
| Employer contribution                                                                                         | <u>-</u>            | <u>51</u>           |
|                                                                                                               | <u>-</u>            | <u>154</u>          |
| <b>Total Assets</b>                                                                                           | <u>25,673,839</u>   | <u>19,390,880</u>   |
| <b>LIABILITIES</b>                                                                                            |                     |                     |
| <b>Accrued Plan Expenses</b>                                                                                  | <u>10,200</u>       | <u>10,200</u>       |
| <b>Total Liabilities</b>                                                                                      | <u>10,200</u>       | <u>10,200</u>       |
| <b>Net Assets Reflecting All Investments at Fair Value</b>                                                    | 25,663,639          | 19,380,680          |
| <b>Adjustment from Fair Value to Contract Value for Fully<br/>    Benefit-Responsive Investment Contracts</b> | <u>( 818,770 )</u>  | <u>315,886</u>      |
| <b>Net Assets Available for Plan Benefits</b>                                                                 | <u>\$24,844,869</u> | <u>\$19,696,566</u> |

See accompanying notes and independent auditors' report.

**H. H. BROWN SHOE COMPANY, INC. 401(K) PLAN FOR WHOLESALE EMPLOYEES**

**STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS**

**YEARS ENDED DECEMBER 31, 2009 AND 2008**

|                                                                                             | <u>2009</u>         | <u>2008</u>         |
|---------------------------------------------------------------------------------------------|---------------------|---------------------|
| <b>Investment Income (Loss):</b>                                                            |                     |                     |
| Net appreciation (depreciation) in fair value of investments in<br>pooled separate accounts | \$ 3,402,959        | (\$ 5,624,995)      |
| Interest on funds held in insurance company general account                                 | 378,152             | 364,380             |
| Interest on participant loans                                                               | <u>21,418</u>       | <u>22,184</u>       |
| <b>Net Investment Income (Loss)</b>                                                         | <u>3,802,529</u>    | <u>( 5,238,431)</u> |
| <b>Contributions:</b>                                                                       |                     |                     |
| Employee elective                                                                           | 1,711,707           | 1,730,484           |
| Employer match                                                                              | <u>654,199</u>      | <u>675,302</u>      |
| <b>Total Contributions</b>                                                                  | <u>2,365,906</u>    | <u>2,405,786</u>    |
| <b>Transfers in from Other Plans</b>                                                        | -                   | 555,046             |
| <b>Transfers in from Affiliated Plan</b>                                                    | <u>-</u>            | <u>17,550</u>       |
| <b>Total Additions, Net of Investment Loss</b>                                              | <u>6,168,435</u>    | <u>( 2,260,049)</u> |
| <b>Disbursements:</b>                                                                       |                     |                     |
| Distributions to participants                                                               | 991,850             | 2,555,432           |
| Distributions of loan balances to participants                                              | -                   | 24,750              |
| Transfer to affiliated plan                                                                 | -                   | -                   |
| Administrative expenses                                                                     | <u>28,282</u>       | <u>29,445</u>       |
| <b>Total Disbursements</b>                                                                  | <u>1,020,132</u>    | <u>2,609,627</u>    |
| <b>Net Increase (Decrease)</b>                                                              | 5,148,303           | ( 4,869,676)        |
| <b>Net Assets Available for Plan Benefits:</b>                                              |                     |                     |
| Beginning of year                                                                           | <u>19,696,566</u>   | <u>24,566,242</u>   |
| End of year                                                                                 | <u>\$24,844,869</u> | <u>\$19,696,566</u> |

See accompanying notes and independent auditors' report.

**H. H. BROWN SHOE COMPANY, INC. 401(K) PLAN FOR WHOLESALE EMPLOYEES**

**NOTES TO FINANCIAL STATEMENTS**

**DECEMBER 31, 2009 AND 2008**

**1. Description of the Plan:**

The H. H. Brown Shoe Company, Inc. 401(k) Plan for Wholesale Employees (Plan), established January 1, 1988 and amended as of January 23, 2006, is a defined contribution plan covering all full-time non-retail and non-union employees of the H. H. Brown Shoe Company, Inc. and affiliated companies (Company) who have at least one month of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

**General:**

All eligible employees who do not affirmatively elect not to contribute or have a specific amount contributed to the Plan, will automatically have their compensation reduced by three percent as a contribution to the Plan invested in a predetermined account.

Participants may make contributions to the Plan by means of a salary deferral agreement. Participants may elect to defer up to 50 percent of their compensation. The Company makes a matching contribution of 50 percent on the first 6 percent of a participant's salary deferral. Additionally, participants may elect one of several available options of investing in a group annuity contract, separate pooled accounts or self-directed investments.

**Participants' Accounts:**

Each participant's account is credited with the participant's contribution, the Company's matching contribution and actual earnings. The benefit which a participant is entitled to is the benefit that can be provided from the participant's account.

Participants are allowed self-directed investment options, in which case the directed investment account is charged with or credited with the net earnings, gains or losses, as well as any appreciation or depreciation in market value attributable to such account.

**Vesting:**

Participants are immediately vested in their elective contributions plus actual earnings thereon. Vesting in the remainder of their accounts is based on years of credited service. A participant is 100 percent vested after six years of credited service. Forfeitures will be used as a credit toward employer contributions and certain plan expenses.

Although it has not expressed any intent 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. In the event of plan termination, participants will become 100 percent vested in their accounts.

**Payment of Benefits:**

On termination of service, a participant may elect to receive the balance in his or her account either in the form of a lump sum or in the form of an annuity.

**Loans to Participants:**

The Company may, at its discretion, make loans to participants on a reasonably equivalent basis that shall bear a reasonable rate of interest and shall provide for repayment over a reasonable period of time. Loans shall be limited to the lesser of \$50,000 or one-half of the vested interest of the participant.

**H. H. BROWN SHOE COMPANY, INC. 401(K) PLAN FOR WHOLESALE EMPLOYEES**

**NOTES TO FINANCIAL STATEMENTS**

**DECEMBER 31, 2009 AND 2008**

**1. Description of the Plan (Continued):**

The foregoing description of the Plan provides only general information. Participants should refer to the H. H. Brown Shoe Company, Inc. 401(K) Plan for Wholesale Employees Summary Plan Description for a more complete description of the Plan's provisions. Copies of the Summary Plan Description are available from the plan administrator.

**2. Summary of Accounting Policies:**

**Basis of Accounting:**

The financial statements of the Plan are prepared using the accrual method of accounting.

**Investments:**

All of the net assets of the Plan are invested in a group annuity contract and various pooled separate accounts with Massachusetts Mutual Life Insurance Company (MassMutual or MM). The annuity contract is valued at contract and fair value and the pooled separate accounts are valued at quoted market or fair value. Contract value represents contributions under the contract plus interest at the contract rate, less funds used to provide benefit payments and pay administration expenses.

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

**Use of Estimates:**

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts included in the Statement of Changes in Net Assets Available for Plan Benefits during the reporting period. Actual results could differ from those estimates.

**3. Contract with Insurance Company:**

Effective April 1, 1999, the Plan entered into a group annuity contract with Mass Mutual, described in Note 2. The general investment account is a fully benefit-responsive unallocated fund consisting of a fixed interest fund, credited with interest at a set rate by the insurance company, effective as of June 1 and December 1 of each year. The account is included in the financial statements at fair value and then adjusted to contract value as reported to the Plan by MassMutual. The crediting interest rate for the years ended December 31, 2009 and 2008 was 3.81% and 4.18%, respectively. The average yield for the years ended December 31, 2009 and 2008 was 3.81% and 4.18%, respectively. The minimum guaranteed interest rate under the contract was 3.50% and 4.00% at December 1, 2009 and 2008, respectively.

## NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2009 AND 2008

## 3. Contract with Insurance Company (Continued):

Transactions involving deposits to and withdrawals from the pooled separate account will be recorded in accumulation units, the value of which will vary from time to time based on the investment experience of the account. No guarantees as to principal or income apply to the separate investment accounts.

## 4. Amounts Certified by MassMutual:

MassMutual has certified to the completeness and accuracy of all investments reflected on the accompanying statement of assets available for plan benefits as of December 31, 2009 and 2008 and the supplemental Schedule H, Item 4(i), Schedule of Assets Held for Investment Purposes as of December 31, 2009; and the related investment activity reflected in the statement of changes in assets available for plan benefits for the years ended December 31, 2009 and 2008.

The following table presents investments, certified by MassMutual, including those that represent five percent or more of the Plan's assets:

|                                                        | 2009                       | 2008                       |
|--------------------------------------------------------|----------------------------|----------------------------|
| <b>Separate Investment Accounts (At Fair Value):</b>   |                            |                            |
| MM Fundamental Value (Wellington)                      | \$ 1,805,309               | \$ 1,362,126               |
| MM Retirement 2020 (T. Rowe Price)                     | 1,667,064                  | 1,024,504                  |
| MM Core Bond (Babson)                                  | 1,438,875                  | 1,224,343                  |
| Global (Oppenheimer)                                   | 1,331,003                  | 844,484                    |
| Ultra (American Century)                               | 1,280,358                  | 434,523                    |
| MM Indexed Equity (Northern Trust)                     | 1,144,583                  | 550,524                    |
| MM Focused Value (Harris/C&B)                          | 1,063,633                  | 391,661                    |
| MM Midcap Growth II (T. Rowe Price)                    | 1,035,020                  | 716,923                    |
| MM Retirement 2030 (T. Rowe Price)                     | 1,029,035                  | 614,690                    |
| Equity Growth (American Century)                       | 645,035                    | 433,820                    |
| MM Small Company VI (Clover/T. Rowe Price/Earnest)     | 579,976                    | 417,407                    |
| MM Aggressive Growth (Sands/Delaware)                  | 511,009                    | 110,672                    |
| MM Small Cap Growth (W&R/Wellington)                   | 371,280                    | 250,168                    |
| MM Retirement 2040 (T. Rowe Price)                     | 273,387                    | 125,912                    |
| MM Retirement Income (T. Rowe Price)                   | 270,904                    | 235,233                    |
| Advanced Small Mid-Cap Value (Wells Fargo)             | 257,614                    | 12,649                     |
| Total Return (PIMCO)                                   | 97,430                     | -                          |
| International Value (Thornburg)                        | 70,911                     | 31,730                     |
| MM Retirement 2050 (T. Rowe Price)                     | 20,566                     | 201                        |
| Adv. Capital Growth (Wells Fargo)                      | 19,053                     | -                          |
| Growth Trust (Legg Mason)                              | -                          | 445,395                    |
| Main St. Growth & Income (Oppenheimer)                 | -                          | 386,794                    |
| <b>Total</b>                                           | <b><u>14,912,045</u></b>   | <b><u>9,613,759</u></b>    |
| <b>General Investment Account (At Contract Value):</b> |                            |                            |
| MM SF Guaranteed                                       | <u>9,531,671</u>           | <u>9,816,232</u>           |
| <b>Grand Total</b>                                     | <b><u>\$24,443,716</u></b> | <b><u>\$19,429,991</u></b> |

## NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2009 AND 2008

## 4. Amounts Certified by MassMutual:

Additional information certified by MassMutual is as follows:

|                               | <u>2009</u>         | <u>2008</u>         |
|-------------------------------|---------------------|---------------------|
| Balance, beginning of year    | \$19,706,612        | \$24,385,485        |
| Income (loss)                 | 3,802,529           | ( 5,238,431)        |
| Contributions                 | 2,366,060           | 2,624,339           |
| Transfers in from other plans | -                   | 555,046             |
| Distribution to participants  | ( 991,850)          | ( 2,580,182)        |
| Administrative expenses       | ( 28,282)           | ( 39,645)           |
| Balance, end of year          | <u>\$24,855,069</u> | <u>\$19,706,612</u> |

## 5. Forfeited Accounts:

A summary of forfeitures used and available is as follows:

|                            | <u>2009</u>      | <u>2008</u>      |
|----------------------------|------------------|------------------|
| Balance, beginning of year | \$217,350        | \$210,364        |
| Interest credited          | 8,509            | 8,864            |
| Additional forfeitures     | 13,931           | 35,917           |
| Forfeitures applied        | ( 8,254)         | -                |
| Used to pay expenses       | ( 22,993)        | ( 37,795)        |
| Balance, end of year       | <u>\$208,543</u> | <u>\$217,350</u> |

## 6. Fair Value Measurements on Investments:

Effective January 1, 2008, the Company implemented FASB ASC 802 on Fair Value Measurements. It establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted prices for identical assets, and Level 3 inputs consist of unobservable inputs and have the lowest priority. The Company uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments.

## Level 1 Fair Value Measurements:

The fair values of any common stock, corporate bonds and U.S. government securities are available based on quoted market prices, when available. No investments held by the Plan at December 31, 2009 were valued using the Level 1 inputs.

## Level 2 Fair Value Measurements:

The fair values of mutual funds and money market funds are based on the net asset values of the shares held by the Plan at year end, which are observable either directly or indirectly.

## NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2009 AND 2008

## 6. Fair Value Measurements on Investments (Continued):

## Level 3 Fair Value Measurements:

The general investment accounts consist of a fixed interest fund which is credited with interest at a rate set by the insurance company. The fair value of the general investment account is based on the estimated liquidation value determined within contract specifications, by a formula pegged to prevailing market rates. The participant loans are not actively traded, and significant other observable inputs are not available, but are valued at amortized costs.

| <u>December 31, 2009</u>      | <u>Fair Value</u>   | <u>Fair Value Measurements at Reporting Date Using:</u> |                                                  |
|-------------------------------|---------------------|---------------------------------------------------------|--------------------------------------------------|
|                               |                     | <u>Net Asset Value of Fund Shares Held (Level 2)</u>    | <u>Significant Unobservable Inputs (Level 3)</u> |
| Pooled separate accounts:     |                     |                                                         |                                                  |
| Mutual funds                  | \$14,912,045        | \$14,912,045                                            |                                                  |
| General investment accounts   | 10,350,441          |                                                         | \$10,350,441                                     |
| Participants' loan receivable | 411,353             |                                                         | 411,353                                          |
|                               | <u>\$25,673,839</u> | <u>\$14,912,045</u>                                     | <u>\$10,761,794</u>                              |

The following table provides further details of the Level 3 fair value measurements using significant unobservable inputs:

|                                          | <u>General Investment Accounts</u> | <u>Participants' Loan Receivable</u> | <u>Total</u>        |
|------------------------------------------|------------------------------------|--------------------------------------|---------------------|
| Balance, beginning of year               | \$ 9,500,346                       | \$276,621                            | \$ 9,776,967        |
| Change in unrealized appreciation        | 1,134,657                          |                                      | 1,134,657           |
| Purchases, deposits and settlements, net | ( 284,562)                         | 134,732                              | ( 149,830)          |
| Balance, end of year                     | <u>\$10,350,441</u>                | <u>\$411,353</u>                     | <u>\$10,761,794</u> |

## 7. Reportable Transactions:

There were no material lease or other commitments, no contingent liabilities and no prohibited transactions. There were no reportable party-in-interest transactions that were not covered by an exemption under Section 408 of ERISA.

**H. H. BROWN SHOE COMPANY, INC. 401(K) PLAN FOR WHOLESALE EMPLOYEES**

**NOTES TO FINANCIAL STATEMENTS**

**DECEMBER 31, 2009 AND 2008**

**8. Plan Qualifications:**

The Company has designed its plan based on a prototype plan developed by MassMutual. MassMutual has received a letter from the Internal Revenue Service which states that the form of prototype plan is acceptable under Section 401 of the Internal Revenue Code for use by employers for the benefit of their employees. The opinion relates only to the acceptability of the form of the Plan under the Internal Revenue Code and is not a ruling or determination as to whether the Company's plan qualifies under Sections 401(a) and 401(k) of the Internal Revenue Code or whether the plan has tax-exempt status under Section 501(a) of the Code.

The Plan obtained its latest determination letter on September 27, 1996, in which the Internal Revenue Service stated that the Plan, as amended November 29, 1994, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

**9. Reconciliation of Financial Statements to Form 5500:**

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2009 and 2008 to Schedule H of Form 5500:

|                                                                                                      | <u>2009</u>         | <u>2008</u>         |
|------------------------------------------------------------------------------------------------------|---------------------|---------------------|
| Net assets available for benefits per the financial statements                                       | \$24,844,869        | \$19,696,566        |
| Contributions included on financial statements in reported year and on Schedule H in next year       | -                   | ( 154)              |
| Administrative fees included on financial statements in reported year and on Schedule H in next year | <u>10,200</u>       | <u>10,200</u>       |
| Net assets available for benefits per Schedule H of Form 5500                                        | <u>\$24,855,069</u> | <u>\$19,706,612</u> |

The following is a reconciliation of employee and employer contributions per the financial statements for the year ended December 31, 2009 to Schedule H of Form 5500:

|                                                                                                    | <u>Employee Contributions</u> | <u>Employer Contributions</u> |
|----------------------------------------------------------------------------------------------------|-------------------------------|-------------------------------|
| Contributions received per financial statements                                                    | \$1,711,707                   | \$654,199                     |
| Contributions for December 2008 included on financial statements in 2008 and on Schedule H in 2009 | 103                           | 51                            |
| Contributions for December 2009 included on financial statements in 2009 and on Schedule H in 2010 | <u>-</u>                      | <u>-</u>                      |
| Contributions received per Schedule H of Form 5500                                                 | <u>\$1,711,810</u>            | <u>\$654,250</u>              |

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2009 AND 2008

**10. Related Party Transactions:**

Certain Plan investments are shares of mutual funds included under an investment contract with MassMutual. MassMutual is the custodian as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for the investment management services amounted to \$16,282 and \$15,645 for the years 2009 and 2008, respectively.

**11. Date of Management's Review:**

The Plan implemented FASB ASC 855, Subsequent Events, which establishes general standards of accounting for and disclosure of events that occur after the balance sheet date, but before financial statements are issued.

Management has evaluated subsequent events through October 5, 2010, the date these financial statements were available to be issued, and has determined that no subsequent events are necessary to be disclosed.

H. H. BROWN SHOE COMPANY, INC. 401(K) PLAN FOR WHOLESALE EMPLOYEES

04-1127910 PLAN #001

SCHEDULE ACCOMPANYING FINANCIAL STATEMENTS

DECEMBER 31, 2009

SCHEDULE H, ITEM 4(i) - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES

| <u>(a)</u> | <u>Identity of Party</u><br><u>(b)</u>                                              | <u>Description of Investment</u><br><u>(c)</u>     | <u>Cost</u><br><u>(d)</u> | <u>Current Value</u><br><u>(e)</u> |
|------------|-------------------------------------------------------------------------------------|----------------------------------------------------|---------------------------|------------------------------------|
| *          | Massachusetts Mutual Life Insurance Company                                         | MM SF Guaranteed Fund                              |                           | \$ 9,531,671                       |
| *          | Massachusetts Mutual Life Insurance Company                                         | MM Fundamental Value (Wellington)                  |                           | 1,805,309                          |
| *          | Massachusetts Mutual Life Insurance Company                                         | MM Retirement 2020 (T. Rowe Price)                 |                           | 1,667,064                          |
| *          | Massachusetts Mutual Life Insurance Company                                         | MM Core Bond (Babson)                              |                           | 1,438,875                          |
| *          | Massachusetts Mutual Life Insurance Company                                         | Global (Oppenheimer)                               |                           | 1,331,003                          |
| *          | Massachusetts Mutual Life Insurance Company                                         | Ultra (American Century)                           |                           | 1,280,358                          |
| *          | Massachusetts Mutual Life Insurance Company                                         | MM Indexed Equity (Northern Trust)                 |                           | 1,144,583                          |
| *          | Massachusetts Mutual Life Insurance Company                                         | MM Focused Value (Harris/C&B)                      |                           | 1,063,633                          |
| *          | Massachusetts Mutual Life Insurance Company                                         | MM Midcap Growth II (T. Rowe Price)                |                           | 1,035,020                          |
| *          | Massachusetts Mutual Life Insurance Company                                         | MM Retirement 2030 (T. Rowe Price)                 |                           | 1,029,035                          |
| *          | Massachusetts Mutual Life Insurance Company                                         | Equity Growth (American Century)                   |                           | 645,035                            |
| *          | Massachusetts Mutual Life Insurance Company                                         | MM Small Company IV (Clover/T. Rowe Price/Earnest) |                           | 579,976                            |
| *          | Massachusetts Mutual Life Insurance Company                                         | MM Aggressive Growth (Sands/Delaware)              |                           | 511,009                            |
| *          | Massachusetts Mutual Life Insurance Company                                         | MM Small Cap Growth (W&R/Wellington)               |                           | 371,280                            |
| *          | Massachusetts Mutual Life Insurance Company                                         | MM Retirement 2040 (T. Rowe Price)                 |                           | 273,387                            |
| *          | Massachusetts Mutual Life Insurance Company                                         | MM Retirement Income (T. Rowe Price)               |                           | 270,904                            |
| *          | Massachusetts Mutual Life Insurance Company                                         | Advanced Small Mid-Cap Value (Wells Fargo)         |                           | 257,614                            |
| *          | Massachusetts Mutual Life Insurance Company                                         | Total Return (PIMCO)                               |                           | 97,430                             |
| *          | Massachusetts Mutual Life Insurance Company                                         | International Value (Thornburg)                    |                           | 70,911                             |
| *          | Massachusetts Mutual Life Insurance Company                                         | MM Retirement 2050 (T. Rowe Price)                 |                           | 20,566                             |
| *          | Massachusetts Mutual Life Insurance Company                                         | Adv. Capital Growth (Wells Fargo)                  |                           | 19,053                             |
|            | Participant Loans                                                                   | 4.25-9.25%                                         |                           | <u>411,353</u>                     |
|            |                                                                                     |                                                    |                           | 24,855,069                         |
|            | Adjustment from Contract Value to Fair Value for<br>the Guaranteed Interest Account |                                                    |                           | <u>818,770</u>                     |
|            | Total Investments per Financial Statements                                          |                                                    |                           | <u>\$25,673,839</u>                |

See accompanying notes and independent auditors' report.

|                                                                                                   |                                                             |
|---------------------------------------------------------------------------------------------------|-------------------------------------------------------------|
| <b>A Name of Plan</b><br><b>H.H. Brown Shoe Company, Inc. 401(k) Plan for Wholesale Employees</b> | <b>B Three-digit plan Number</b> <b>001</b>                 |
| <b>C Plan sponsor's name as shown on line 2a of Form 5500</b><br><b>H.H. Brown Shoe Company</b>   | <b>D Employer Identification Number</b><br><b>061403773</b> |

### Schedule H, line 4i - Schedule of Assets (Held At End of Year)

| (a) | (b) Identity of issue, borrower, lessor, or similar part | (c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value | (d) Cost  | (e) Current Value |
|-----|----------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|-----------|-------------------|
| *   | MassMutual                                               | Guaranteed Interest Account                                                                                 | 9,531,101 | 9,531,101         |
| *   | MassMutual                                               | Holding Account (GIA)                                                                                       | 569       | 569               |
| *   | MassMutual                                               | SIA-BA                                                                                                      | 0         | 0                 |
| *   | MassMutual                                               | SIA-BC                                                                                                      | 0         | 0                 |
| *   | MassMutual                                               | SIA-BE                                                                                                      | 0         | 0                 |
| *   | MassMutual                                               | SIA-BP                                                                                                      | 0         | 0                 |
| *   | MassMutual                                               | SIA-BT                                                                                                      | 267,324   | 270,904           |
| *   | MassMutual                                               | SIA-CJ                                                                                                      | 65,940    | 70,911            |
| *   | MassMutual                                               | SIA-CP                                                                                                      | 18,788    | 19,053            |
| *   | MassMutual                                               | SIA-CY                                                                                                      | 217,833   | 257,614           |
| *   | MassMutual                                               | SIA-E                                                                                                       | 1,236,699 | 1,438,875         |
| *   | MassMutual                                               | SIA-LT                                                                                                      | 1,680,064 | 1,667,064         |
| *   | MassMutual                                               | SIA-N5                                                                                                      | 0         | 0                 |
| *   | MassMutual                                               | SIA-N6                                                                                                      | 0         | 0                 |
| *   | MassMutual                                               | SIA-ND                                                                                                      | 1,204,374 | 1,331,003         |
| *   | MassMutual                                               | SIA-OT                                                                                                      | 17,997    | 20,566            |
| *   | MassMutual                                               | SIA-PT                                                                                                      | 1,073,943 | 1,029,035         |
| *   | MassMutual                                               | SIA-QT                                                                                                      | 265,991   | 273,387           |
| *   | MassMutual                                               | SIA-RM                                                                                                      | 0         | 0                 |
| *   | MassMutual                                               | SIA-S                                                                                                       | 0         | 0                 |
| *   | MassMutual                                               | SIA-SC                                                                                                      | 349,942   | 371,280           |
| *   | MassMutual                                               | SIA-SD                                                                                                      | 451,161   | 511,009           |
| *   | MassMutual                                               | SIA-SK                                                                                                      | 1,879,900 | 1,805,308         |
| *   | MassMutual                                               | SIA-SV                                                                                                      | 909,167   | 1,063,633         |
| *   | MassMutual                                               | SIA-SY                                                                                                      | 606,445   | 579,976           |
| *   | MassMutual                                               | SIA-WA                                                                                                      | 0         | 0                 |
| *   | MassMutual                                               | SIA-WC                                                                                                      | 0         | 0                 |
| *   | MassMutual                                               | SIA-WF                                                                                                      | 904,021   | 1,035,020         |
| *   | MassMutual                                               | SIA-WJ                                                                                                      | 633,688   | 645,035           |
| *   | MassMutual                                               | SIA-WL                                                                                                      | 1,206,561 | 1,280,358         |
| *   | MassMutual                                               | SIA-WZ                                                                                                      | 97,470    | 97,430            |
| *   | MassMutual                                               | SIA-X                                                                                                       | 1,066,174 | 1,144,583         |
|     | Participant Loans                                        | 4.250000 - 10.000000                                                                                        | 0         | 411,353           |

|                                                                                                   |                                                             |
|---------------------------------------------------------------------------------------------------|-------------------------------------------------------------|
| <b>A Name of Plan</b><br><b>H.H. Brown Shoe Company, Inc. 401(k) Plan for Wholesale Employees</b> | <b>B Three-digit plan Number</b><br><b>001</b>              |
| <b>C Plan sponsor's name as shown on line 2a of Form 5500</b><br><b>H.H. Brown Shoe Company</b>   | <b>D Employer Identification Number</b><br><b>041127910</b> |

### Schedule C Formula Description and/or EIC Statement Description

| Service Provider Name                       | Service Provider EIN | Service Provider Address | Formula / EIC Statement                                                                                                                                                                                               |
|---------------------------------------------|----------------------|--------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Massachusetts Mutual Life Insurance Company | 041590850            |                          | Allianz Global Investors received estimated Other Fees of 18 basis points * plan assets with respect to Total Return (PIMCO) (SIA-WZ).                                                                                |
| Massachusetts Mutual Life Insurance Company | 041590850            |                          | American Century received estimated Other Fees of 1 basis points * plan assets with respect to Equity Growth (American Century) (SIA-WJ).                                                                             |
| Massachusetts Mutual Life Insurance Company | 041590850            |                          | Legg Mason received estimated Other Fees of 17 basis points * plan assets with respect to Growth Trust (Legg Mason Cap Mngmt) (SIA-RM).                                                                               |
| Massachusetts Mutual Life Insurance Company | 041590850            |                          | MassMutual provided the Plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to the mutual fund underlying the Adv Capital Growth (WisFrigo) separate account (SIA-CP).       |
| Massachusetts Mutual Life Insurance Company | 041590850            |                          | MassMutual provided the Plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to the mutual fund underlying the Adv SmMid Cap Value (WisFrigo) separate account (SIA-CY).      |
| Massachusetts Mutual Life Insurance Company | 041590850            |                          | MassMutual provided the Plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to the mutual fund underlying the Growth Trust (Legg Mason Cap Mngmt) separate account (SIA-RM). |
| Massachusetts Mutual Life Insurance Company | 041590850            |                          | MassMutual provided the Plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to the mutual fund underlying the Retirement 2010 (T. Rowe Price) separate account (SIA-FT).     |
| Massachusetts Mutual Life Insurance Company | 041590850            |                          | MassMutual provided the Plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to the mutual fund underlying the Retirement 2020 (T. Rowe Price) separate account (SIA-LT).     |
| Massachusetts Mutual Life Insurance Company | 041590850            |                          | MassMutual provided the Plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to the mutual fund underlying the Retirement 2030 (T. Rowe Price) separate account (SIA-PT).     |
| Massachusetts Mutual Life Insurance Company | 041590850            |                          | MassMutual provided the Plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to the mutual fund underlying the Retirement 2040 (T. Rowe Price) separate account (SIA-QT).     |
| Massachusetts Mutual Life Insurance Company | 041590850            |                          | MassMutual provided the Plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to the mutual fund underlying the Retirement 2050 (T. Rowe Price) separate account (SIA-OT).     |
| Massachusetts Mutual Life Insurance Company | 041590850            |                          | MassMutual provided the Plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to the mutual fund underlying the Retirement Income (T. Rowe Price) separate account (SIA-BT).   |
| Massachusetts Mutual Life Insurance Company | 041590850            |                          | MassMutual provided the Plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to the mutual fund underlying the Total Return (PIMCO) separate account (SIA-WZ).                |
| Massachusetts Mutual Life Insurance Company | 041590850            |                          | MassMutual provided the Plan with the required written disclosure for float revenue received by MassMutual.                                                                                                           |
| Massachusetts Mutual Life Insurance Company | 041590850            |                          | MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the mutual fund underlying the Adv Capital Growth                                        |

|                                             |           |                                                                                                                                                                                                                                                                 |
|---------------------------------------------|-----------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Massachusetts Mutual Life Insurance Company | 041590850 | (WisFrigo) separate account (SIA-CP).<br>MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the mutual fund underlying the Adv SmMid Cap Value (Wis Frigo) separate account (SIA-CY). |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the mutual fund underlying the Equity Growth (American Century) separate account (SIA-WJ).                                         |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the mutual fund underlying the Growth Trust (Legg Mason Cap Mngmt) separate account (SIA-RM).                                      |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the mutual fund underlying the International Value (Thornburg) separate account (SIA-CJ).                                          |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the mutual fund underlying the Premier Core Bond (Babson) separate account (SIA-E).                                                |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the mutual fund underlying the Premier Global (OFI) separate account (SIA-ND).                                                     |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the mutual fund underlying the Premier Main Street (OFI Inst) separate account (SIA-N5).                                           |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the mutual fund underlying the Retirement 2010 (T. Rowe Price) separate account (SIA-FT).                                          |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the mutual fund underlying the Retirement 2020 (T. Rowe Price) separate account (SIA-LT).                                          |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the mutual fund underlying the Retirement 2030 (T. Rowe Price) separate account (SIA-PT).                                          |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the mutual fund underlying the Retirement 2040 (T. Rowe Price) separate account (SIA-QT).                                          |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the mutual fund underlying the Retirement 2050 (T. Rowe Price) separate account (SIA-OT).                                          |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the mutual fund underlying the Retirement Income (T. Rowe Price) separate account (SIA-BT).                                        |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the mutual fund underlying the Sel Aggressive Gr (Sands/Delaware) separate account (SIA-SD).                                       |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the mutual fund underlying the Sel SmCoVal (Fed Clov/TRP/ERNST) separate account (SIA-SY).                                         |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the mutual fund underlying the Select Focused Value (Harris) separate account (SIA-SV).                                            |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the mutual fund underlying the Select Fundamental Val (Wellington) separate account (SIA-SK).                                      |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual provided the Plan with the required written disclosure for Management Fees                                                                                                                                                                           |

|                                             |           |                                                                                                                                                                                                                            |
|---------------------------------------------|-----------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Company                                     |           | received by MassMutual with respect to the mutual fund underlying the Select Indexed Eqty (Northrn Trust) separate account (SIA-X).                                                                                        |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the mutual fund underlying the Select Mid Cap Gr II (T.Rowe Price) separate account (SIA-WF). |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the mutual fund underlying the Select Sm Cap Gr (W&R/Wellington) separate account (SIA-SC).   |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the mutual fund underlying the Total Return (PIMCO) separate account (SIA-WZ).                |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the mutual fund underlying the Ultra (American Century) separate account (SIA-WL).            |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual received estimated Administrative Fees of 1 basis points * plan assets with respect to the mutual fund underlying the Premier Global (OFI) separate account (SIA-ND).                                           |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual received estimated Administrative Fees of 12 basis points * plan assets with respect to the mutual fund underlying the Select Fundamental Val (Wellington) separate account (SIA-SK).                           |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual received estimated Administrative Fees of 12 basis points * plan assets with respect to the mutual fund underlying the Select Sm Cap Gr (W&R/Wellington) separate account (SIA-SC).                             |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual received estimated Administrative Fees of 17 basis points * plan assets with respect to the mutual fund underlying the Sel SmCoVal (Fed Clov/TRP/ERNST) separate account (SIA-SY).                              |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual received estimated Administrative Fees of 30 basis points * plan assets with respect to the mutual fund underlying the Select Indexed Eqty (Northrn Trust) separate account (SIA-X).                            |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual received estimated Administrative Fees of 8 basis points * plan assets with respect to the mutual fund underlying the Select Focused Value (Harris) separate account (SIA-SV).                                  |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual received estimated Administrative Fees of 8 basis points * plan assets with respect to the mutual fund underlying the Select Mid Cap Gr II (T.Rowe Price) separate account (SIA-WF).                            |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual received estimated Administrative Fees of 9 basis points * plan assets with respect to the mutual fund underlying the Premier Core Bond (Babson) separate account (SIA-E).                                      |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual received estimated Administrative Fees of 9 basis points * plan assets with respect to the mutual fund underlying the Sel Aggressive Gr (Sands/Delaware) separate account (SIA-SD).                             |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual received estimated Sub TA Fees of 10 basis points * plan assets with respect to the mutual fund underlying the Adv Capital Growth (WlsFrgo) separate account (SIA-CP).                                          |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual received estimated Sub TA Fees of 10 basis points * plan assets with respect to the mutual fund underlying the Adv SmMid Cap Value (Wls Frgo) separate account (SIA-CY).                                        |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual received estimated Sub TA Fees of 10 basis points * plan assets with respect to the mutual fund underlying the Growth Trust (Legg Mason Cap Mngmt) separate account (SIA-RM).                                   |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual received estimated Sub TA Fees of 15 basis points * plan assets with respect to the mutual fund underlying the Retirement 2010 (T. Rowe Price) separate account (SIA-FT).                                       |

|                                             |           |                                                                                                                                                                                        |
|---------------------------------------------|-----------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual received estimated Sub TA Fees of 15 basis points * plan assets with respect to the mutual fund underlying the Retirement 2020 (T. Rowe Price) separate account (SIA-LT).   |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual received estimated Sub TA Fees of 15 basis points * plan assets with respect to the mutual fund underlying the Retirement 2030 (T. Rowe Price) separate account (SIA-PT).   |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual received estimated Sub TA Fees of 15 basis points * plan assets with respect to the mutual fund underlying the Retirement 2040 (T. Rowe Price) separate account (SIA-QT).   |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual received estimated Sub TA Fees of 15 basis points * plan assets with respect to the mutual fund underlying the Retirement 2050 (T. Rowe Price) separate account (SIA-OT).   |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual received estimated Sub TA Fees of 15 basis points * plan assets with respect to the mutual fund underlying the Retirement Income (T. Rowe Price) separate account (SIA-BT). |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual received estimated Sub TA Fees of 15 basis points * plan assets with respect to the mutual fund underlying the Total Return (PIMCO) separate account (SIA-WZ).              |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual received estimated Sub TA Fees of 30 basis points * plan assets with respect to the mutual fund underlying the Equity Growth (American Century) separate account (SIA-WJ).  |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual received estimated Sub TA Fees of 30 basis points * plan assets with respect to the mutual fund underlying the Ultra (American Century) separate account (SIA-WL).          |
| Massachusetts Mutual Life Insurance Company | 041590850 | MassMutual received estimated Sub TA Fees of 40 basis points * plan assets with respect to the mutual fund underlying the International Value (Thornburg) separate account (SIA-CJ).   |
| Massachusetts Mutual Life Insurance Company | 041590850 | T. Rowe Price received estimated Other Fees of 58 basis points * plan assets with respect to Retirement Income (T. Rowe Price) (SIA-BT).                                               |
| Massachusetts Mutual Life Insurance Company | 041590850 | T. Rowe Price received estimated Other Fees of 64 basis points * plan assets with respect to Retirement 2010 (T. Rowe Price) (SIA-FT).                                                 |
| Massachusetts Mutual Life Insurance Company | 041590850 | T. Rowe Price received estimated Other Fees of 73 basis points * plan assets with respect to Retirement 2020 (T. Rowe Price) (SIA-LT).                                                 |
| Massachusetts Mutual Life Insurance Company | 041590850 | T. Rowe Price received estimated Other Fees of 78 basis points * plan assets with respect to Retirement 2030 (T. Rowe Price) (SIA-PT).                                                 |
| Massachusetts Mutual Life Insurance Company | 041590850 | T. Rowe Price received estimated Other Fees of 79 basis points * plan assets with respect to Retirement 2040 (T. Rowe Price) (SIA-QT).                                                 |
| Massachusetts Mutual Life Insurance Company | 041590850 | T. Rowe Price received estimated Other Fees of 79 basis points * plan assets with respect to Retirement 2050 (T. Rowe Price) (SIA-OT).                                                 |
| Massachusetts Mutual Life Insurance Company | 041590850 | Thornburg received estimated Other Fees of 33 basis points * plan assets with respect to International Value (Thornburg) (SIA-CJ).                                                     |
| Massachusetts Mutual Life Insurance Company | 041590850 | Wells Fargo received estimated Other Fees of 48 basis points * plan assets with respect to Adv Capital Growth (WlsFrgo) (SIA-CP).                                                      |
| Massachusetts Mutual Life Insurance Company | 041590850 | Wells Fargo received estimated Other Fees of 55 basis points * plan assets with respect to Adv SmMid Cap Value (Wls Frgo) (SIA-CY).                                                    |