

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2009 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009	
A This return/report is for:	☒ a multiemployer plan; ☐ a multiple-employer plan; or ☐ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☒
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information
1a Name of plan INDIANA UFCW UNIONS AND RETAIL FOOD EMPLOYERS PENSION PLAN	1b Three-digit plan number (PN) ▶ 001
	1c Effective date of plan 06/01/1966
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) TRUSTEES OF INDIANA UFCW UNIONS AND RETAIL FOOD EMPLOYERS PENSION PLAN 5420 WEST SOUTHERN AVENUE SUITE 407 INDIANAPOLIS, IN 46241	2b Employer Identification Number (EIN) 35-6244695 2c Sponsor's telephone number 317-247-7381 2d Business code (see instructions) 445110

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2010	ANITA KRESTEL
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2009)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") TRUSTEES OF INDIANA UFCW UNIONS AND RETAIL FOOD EMPLOYERS PENSION PLAN 5420 WEST SOUTHERN AVENUE, STE. 407 INDIANAPOLIS, IN 46241	3b Administrator's EIN 35-6244695 3c Administrator's telephone number 317-247-7381
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	9915
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	4297
b Retired or separated participants receiving benefits.....	6b	2921
c Other retired or separated participants entitled to future benefits.....	6c	3642
d Subtotal. Add lines 6a , 6b , and 6c	6d	10860
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	157
f Total. Add lines 6d and 6e	6f	11017
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	4
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
 1A 1B 1G

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

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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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) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)
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<div>SCHEDULE MB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).</div> <div>File as an attachment to Form 5500 or 5500-SF.</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
Round off amounts to nearest dollar.			
Caution: A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.			

A Name of plan INDIANA UFCW UNIONS AND RETAIL FOOD EMPLOYERS PENSION PLAN	B Three-digit plan number (PN)	001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF TRUSTEES OF INDIANA UFCW UNIONS AND RETAIL FOOD EMPLOYERS PENSION PLAN	D Employer Identification Number (EIN)	35-6244695

E Type of plan:	(1) ☒ Multiemployer Defined Benefit	(2) ☐ Money Purchase (see instructions)
1a Enter the valuation date:	Month 01 Day 01 Year 2009	
b Assets		
(1) Current value of assets	1b(1)	190498528
(2) Actuarial value of assets for funding standard account.....	1b(2)	228598234
c (1) Accrued liability for plan using immediate gain methods	1c(1)	294446975
(2) Information for plans using spread gain methods:		
(a) Unfunded liability for methods with bases.....	1c(2)(a)	
(b) Accrued liability under entry age normal method.....	1c(2)(b)	
(c) Normal cost under entry age normal method.....	1c(2)(c)	
(3) Accrued liability under unit credit cost method.....	1c(3)	294446975
d Information on current liabilities of the plan:		
(1) Amount excluded from current liability attributable to pre-participation service (see instructions).....	1d(1)	
(2) "RPA '94" information :		
(a) Current liability	1d(2)(a)	416547641
(b) Expected increase in current liability due to benefits accruing during the plan year	1d(2)(b)	4564595
(c) Expected release from "RPA '94" current liability for the plan year	1d(2)(c)	0
(3) Expected plan disbursements for the plan year	1d(3)	17934909

Statement by Enrolled Actuary
To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

<div>SIGN HERE</div>		10/01/2010
STEVEN J. MIKKALO, FSA, MAAA	Signature of actuary	Date
MILLIMAN, INC.	Type or print name of actuary	08-02898
		Most recent enrollment number
	Firm name	317-639-1000
111 MONUMENT CIRCLE, SUITE 601, INDIANAPOLIS, IN 46204-2605	Address of the firm	Telephone number (including area code)

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

2 Operational information as of beginning of this plan year:

a Current value of the assets (see instructions)	2a	190498528
b "RPA '94" current liability/participant count breakdown:	(1) Number of participants	(2) Current liability
(1) For retired participants and beneficiaries receiving payment	2996	178643407
(2) For terminated vested participants	3707	93446509
(3) For active participants:		
(a) Non-vested benefits		3936575
(b) Vested benefits		140521150
(c) Total active	3597	144457725
(4) Total	10300	416547641
c If the percentage resulting from dividing line 2a by line 2b(4), column (2), is less than 70%, enter such percentage	2c	45.73 %

3 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
02/15/2009	385775		08/15/2009	344206	
03/15/2009	315658		09/15/2009	427491	
04/15/2009	318709		10/15/2009	349956	
05/15/2009	324335		11/15/2009	433996	
06/15/2009	418720		12/15/2009	355340	
07/15/2009	355144		01/15/2010	354420	
Totals ▶ 3(b)				4383750	3(c)

4 Information on plan status:

a Enter code to indicate plan's status (see instructions for attachment of supporting evidence of plan's status). If code is "N," go to item 5	4a	C
b Funded percentage for monitoring plan's status (line 1b(2) divided by line 1c(3))	4b	77.6 %
c Is the plan making the scheduled progress with any applicable funding improvement or rehabilitation plan?		☐ Yes ☒ No
d If the plan is in critical status, were any adjustable benefits reduced?		☐ Yes ☒ No
e If line d is "Yes," enter the reduction in liability resulting from the reduction in adjustable benefits, measured as of the valuation date	4e	

5 Actuarial cost method used as the basis for this plan year's funding standard account computations (check all that apply):

- a** ☐ Attained age normal
b ☐ Entry age normal
c ☒ Accrued benefit (unit credit)
d ☐ Aggregate
e ☐ Frozen initial liability
f ☐ Individual level premium
g ☐ Individual aggregate
h ☐ Shortfall
i ☐ Reorganization
j ☐ Other (specify):

k If box h is checked, enter period of use of shortfall method	5k	
l Has a change been made in funding method for this plan year?		☐ Yes ☒ No
m If line l is "Yes," was the change made pursuant to Revenue Procedure 2000-40?		☐ Yes ☐ No
n If line l is "Yes," and line m is "No," enter the date (MM-DD-YYYY) of the ruling letter (individual or class) approving the change in funding method	5n	

6 Checklist of certain actuarial assumptions:

a Interest rate for "RPA '94" current liability	6a	4.82 %
b Rates specified in insurance or annuity contracts	Pre-retirement	Post-retirement
	☐ Yes ☒ No ☐ N/A	☐ Yes ☒ No ☐ N/A
c Mortality table code for valuation purposes:		
(1) Males	6c(1)	9
(2) Females	6c(2)	9F
d Valuation liability interest rate	6d	7.50 %
e Expense loading	6e	24.1 %
f Salary scale	6f	0.00 %
g Estimated investment return on actuarial value of assets for year ending on the valuation date	6g	-11.8 %
h Estimated investment return on current value of assets for year ending on the valuation date	6h	-27.5 %

7 New amortization bases established in the current plan year:

(1) Type of base	(2) Initial balance	(3) Amortization Charge/Credit
1	52324522	5514140

8 Miscellaneous information:

a If a waiver of a funding deficiency has been approved for this plan year, enter the date (MM-DD-YYYY) of the ruling letter granting the approval	8a	
b Is the plan required to provide a Schedule of Active Participant Data? (See the instructions.) If "Yes," attach schedule.		☐ Yes ☒ No
c Are any of the plan's amortization bases operating under an extension of time under section 412(e) (as in effect prior to 2008) or section 431(d) of the Code?		☐ Yes ☒ No
d If line c is "Yes," provide the following additional information:		
(1) Was an extension granted automatic approval under section 431(d)(1) of the Code?		☐ Yes ☐ No
(2) If line (1) is "Yes," enter the number of years by which the amortization period was extended	8d(2)	
(3) Was an extension approved by the Internal Revenue Service under section 412(e) (as in effect prior to 2008) or 431(d)(2) of the Code?		☐ Yes ☐ No
(4) If line (3) is "Yes," enter number of years by which the amortization period was extended (not including the number of years in line (2))	8d(4)	
(5) If line (3) is "Yes," enter the date of the ruling letter approving the extension	8d(5)	
(6) If line (3) is "Yes," is the amortization base eligible for amortization using interest rates applicable under section 6621(b) of the Code for years beginning after 2007?		☐ Yes ☐ No
e If box 5h is checked or line 8c is "Yes," enter the difference between the minimum required contribution for the year and the minimum that would have been required without using the shortfall method or extending the amortization base(s)	8e	

9 Funding standard account statement for this plan year:**Charges to funding standard account:**

a Prior year funding deficiency, if any	9a	0
b Employer's normal cost for plan year as of valuation date	9b	3808894
c Amortization charges as of valuation date:	Outstanding balance	
(1) All bases except funding waivers and certain bases for which the amortization period has been extended	9c(1)	186861892 22807926
(2) Funding waivers	9c(2)	0 0
(3) Certain bases for which the amortization period has been extended	9c(3)	0 0
d Interest as applicable on lines 9a, 9b, and 9c	9d	1996262
e Total charges. Add lines 9a through 9d	9e	28613082

Credits to funding standard account:

f Prior year credit balance, if any	9f	16852881
g Employer contributions. Total from column (b) of line 3	9g	4383750
	Outstanding balance	
h Amortization credits as of valuation date	9h	104160270 18016447
i Interest as applicable to end of plan year on lines 9f, 9g, and 9h	9i	2750019
j Full funding limitation (FFL) and credits:		
(1) ERISA FFL (accrued liability FFL)	9j(1)	133955988
(2) "RPA '94" override (90% current liability FFL)	9j(2)	154573957
(3) FFL credit	9j(3)	0
k (1) Waived funding deficiency	9k(1)	0
(2) Other credits	9k(2)	0
l Total credits. Add lines 9f through 9i, 9j(3), 9k(1), and 9k(2)	9l	42003097
m Credit balance: If line 9l is greater than line 9e, enter the difference	9m	13390015
n Funding deficiency: If line 9e is greater than 9l, enter the difference	9n	

9 o Current year's accumulated reconciliation account:

(1) Due to waived funding deficiency accumulated prior to the 2009 plan year.....	9o(1)	0
(2) Due to amortization bases extended and amortized using the interest rate under section 6621(b) of the Code:		
(a) Reconciliation outstanding balance as of valuation date.....	9o(2)(a)	0
(b) Reconciliation amount (line 9c(3) balance minus line 9o(2)(a)).....	9o(2)(b)	0
(3) Total as of valuation date.....	9o(3)	0

10 Contribution necessary to avoid an accumulated funding deficiency. (See instructions.)	10	0
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11 Has a change been made in the actuarial assumptions for the current plan year? If "Yes," see instructions.	☐ Yes ☒ No
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SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection.
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan INDIANA UFCW UNIONS AND RETAIL FOOD EMPLOYERS PENSION PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 TRUSTEES OF INDIANA UFCW UNIONS AND RETAIL FOOD EMPLOYERS PENSION PLAN	D Employer Identification Number (EIN) 35-6244695	

Part I	Service Provider Information (see instructions)
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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	
BLACKROCK FINANCIAL MANAGEMENT, INC	
13-3806691	

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation	
BRIDGEWATER ASSOCIATES, LP	ONE GLENDINNING PLACE WESTPORT, CT 06880

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation	
JENNISON ASSOCIATES LLC	
52-2069785	

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation	
K2/D&S MANAGEMENT CO. LLC	
13-3970786	

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

K2 PRIVATE FINANCIAL SERVICES LLC

13-4162237

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

MORGAN STANLEY AIP GP LP

23-3060887

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

SIGULER GUFF ADVISERS LLC

13-3855629

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

LOOMIS SAYLES & COMPANY, LP

ONE FINANCIAL CENTER, 33RD FLOOR
BOSTON, MA 02111

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

GOTTEX

5 SAVILE ROW
LONDON UK

(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 disclosures on eligible indirect compensation

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

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)

DENVER INVESTMENT ADVISORS

84-1284659

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	22544	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☐

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

AXA ROSENBERG INV MGMT LLC

68-0422654

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	29462	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

PENN CAPITAL MGMT COMPANY INC.

22-2796848

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	79240	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

ULLICO INVESTMENT ADVISORS, INC.

52-6435649

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	78434	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

NEPC, LLC

26-1429809

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	NONE	76134	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

MILLIMAN

91-0675641

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11	NONE	144827	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

REINHART BOERNER VAN DEUREN S.C.

39-1126909

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
29	NONE	186697	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

SACHS WALDMAN PROFESSIONAL CORP.

38-1905521

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
29	NONE	93660	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

LEGACY PROFESSIONALS LLP

32-0043599

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	NONE	63861	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

THE BOSTON COMPANY ASSET MANAGEMENT

04-3404987

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 68	NONE	94481	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☐

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

JP MORGAN INVESTMENT MANAGEMENT

13-3200244

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	142764	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

ZENITH ADMINISTRATORS

52-1590516

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13	NONE	232790	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

STATE STREET GLOBAL ADVISORS

04-1867445

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 18 19 52 68 99	NONE	6187	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☐

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

TCW 11100 SANTA MONICA BLVD, STE 2000
LOS ANGELES, CA 90025

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
52 28	NONE	0	Yes ☒ No ☐	Yes ☐ No ☒	43270	Yes ☐ No ☒

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

ATTALUS CAPITAL, L.P.

23-2981828

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
52 28	NONE	0	Yes ☒ No ☐	Yes ☐ No ☒	61226	Yes ☐ No ☒

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

CLARION PARTNERS LLC

13-3379970

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
52 28	NONE	0	Yes ☒ No ☐	Yes ☐ No ☒	129071	Yes ☐ No ☒

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

KEYBANK

34-0797057

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
19	NONE	38210	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☐

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
TCW	52 28	43270
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
TCW CAPITAL TRUST 27-6148636	\$26,741 IN MANAGEMENT FEES; \$16,529 IN CARRIED INTEREST (ACCRUED BUT NOT PAID)	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ATTALUS CAPITAL, L.P.	52 28	61226
(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.	
ATTALUS MULTI-STRATEGY FUND P.O. BOX 309, SOUTH CHURCH STREET GEORGE TOWN CJ	INVESTMENT MANAGEMENT FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
CLARION PARTNERS LLC	52 28	129071
(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.	
CLARION LION PROPERTIES FUND 13-4087331	INVESTMENT MANAGEMENT FEES	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(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.

PO BOX 309, UGLAND HOUSE
GRAND CAYMAN CJ

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
GLOBAL CAPITAL MANAGEMENT INC 23-2952219	28	DID NOT RESPOND TO PLAN'S MULTIPLE REQUESTS FOR INFORMATION REGARDING INDIRECT COMPENSATION RECEIVED.

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2009 This Form is Open to Public Inspection.
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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 <u>INDIANA UFCW UNIONS AND RETAIL FOOD EMPLOYERS PENSION PLAN</u>	B Three-digit plan number (PN) <u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>TRUSTEES OF INDIANA UFCW UNIONS AND RETAIL FOOD EMPLOYERS PENSION PLAN</u>	D Employer Identification Number (EIN) <u>35-6244695</u>

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>TFA INTERNATIONAL FUND</u>		
b Name of sponsor of entity listed in (a): <u>ULLICO INVESTMENT ADVISORS, INC.</u>		
c EIN-PN <u>04-6799863-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>16440984</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>ROSENBERG SECOND TIER TRUST</u>		
b Name of sponsor of entity listed in (a): <u>AXA ROSENBERG INVESTMENT MANAGEMENT</u>		
c EIN-PN <u>04-2954666-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>TBC NON-US VALUE EQUITY POOLED FUND</u>		
b Name of sponsor of entity listed in (a): <u>THE BOSTON COMPANY ASSET MANAGEMENT</u>		
c EIN-PN <u>04-3242849-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>16804499</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>RUSSELL 1000 INDEX SL FUND</u>		
b Name of sponsor of entity listed in (a): <u>STATE STREET BANK AND TRUST COMPANY</u>		
c EIN-PN <u>04-0025081-044</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>7724260</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>JPM SPECIAL SITUATION PROPERTY FUND</u>		
b Name of sponsor of entity listed in (a): <u>JP MORGAN CHASE BANK, N.A.</u>		
c EIN-PN <u>13-3980309-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>6695282</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>K2 INSTITUTIONAL INVESTORS II LTD</u>		
b Name of sponsor of entity listed in (a): <u>K2 ADVISORS LLC</u>		
c EIN-PN <u>98-0434202-001</u>	d Entity code <u>E</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>6255463</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>BLACKROCK ENHANCED COMMODOFFSHORE</u>		
b Name of sponsor of entity listed in (a): <u>THE BLACKROCK ENHANCED COMMODO M/T</u>		
c EIN-PN <u>98-0510330-000</u>	d Entity code <u>M</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>

a Name of MTIA, CCT, PSA, or 103-12 IE: JENNISON U.S. SMALL CAP EQUITY**b** Name of sponsor of entity listed in (a): PRUDENTIAL TRUST CO.

c EIN-PN 23-6994310-046	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6379922
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a Name of MTIA, CCT, PSA, or 103-12 IE: S&P MIDCAP INDEX NON-LENDING FUND**b** Name of sponsor of entity listed in (a): STATE STREET BANK AND TRUST COMPANY

c EIN-PN 04-0025081-006	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6982800
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a Name of MTIA, CCT, PSA, or 103-12 IE: S&P 500 FLAGSHIP NON-LENDING FUND**b** Name of sponsor of entity listed in (a): STATE STREET BANK AND TRUST COMPANY

c EIN-PN 04-0025081-004	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6881850
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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Part II Information on Participating Plans (to be completed by DFEs)

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

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection

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

A Name of plan INDIANA UFCW UNIONS AND RETAIL FOOD EMPLOYERS PENSION PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 TRUSTEES OF INDIANA UFCW UNIONS AND RETAIL FOOD EMPLOYERS PENSION PLAN	D Employer Identification Number (EIN) 35-6244695	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	560253	1839984
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	241436	354420
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	1414532	1351455
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	2576683	715036
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)	7740036	10058485
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		245788
(B) Common	1c(4)(B)	8478026	0
(5) Partnership/joint venture interests	1c(5)	39779783	27454717
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)	46111932	67909597
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	3182733	0
(12) Value of interest in 103-12 investment entities	1c(12)	5829148	6255463
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	76436805	82170217
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	3708365	5848760

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	196059732	204203922

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	331401	258066
i Acquisition indebtedness	1i		
j Other liabilities	1j	4704158	1015710
k Total liabilities (add all amounts in lines 1g through 1j)	1k	5035559	1273776

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	191024173	202930146
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	4383750	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		4383750
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	31225	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	870042	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	608658	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		1509925
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	22256	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	3469810	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		3492066
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	34396316	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	31051905	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		3344411

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)	-2758526	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-2758526
(6) Net investment gain (loss) from common/collective trusts	2b(6)		7139428
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		426316
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		13241763
c Other income.....	2c		60616
d Total income. Add all income amounts in column (b) and enter total.....	2d		30839749

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	17403657	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		17403657
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	489734	
(2) Contract administrator fees	2i(2)	232790	
(3) Investment advisory and management fees	2i(3)	602822	
(4) Other	2i(4)	204773	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		1530119
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		18933776

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		11905973
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) ☒ Unqualified (2) ☐ Qualified (3) ☐ 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: LEGACY PROFESSIONALS LLP

(2) EIN: 32-0043599

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

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

Part IV Compliance Questions

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

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
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	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	X		58683364
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	

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

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

5b(1) Name of plan(s)

5b(2) EIN(s)

5b(3) PN(s)

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

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection.

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

A Name of plan <u>INDIANA UFCW UNIONS AND RETAIL FOOD EMPLOYERS PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>TRUSTEES OF INDIANA UFCW UNIONS AND RETAIL FOOD EMPLOYERS PENSION PLAN</u>	D Employer Identification Number (EIN) <u>35-6244695</u>

Part I	Distributions
---------------	----------------------

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): _____ Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3 <u>0</u>

Part II	Funding Information (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)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☒ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☒ N/A

Part III	Amendments
-----------------	-------------------

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

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

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 THE KROGER COMPANY

b EIN 34-0345740

c Dollar amount contributed by employer

4315928

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) 0.52

(2) Base unit measure: ☒ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

a The corresponding number for the plan year immediately preceding the current plan year	15a	100.49
b The corresponding number for the second preceding plan year	15b	102.15

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

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

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

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

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

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

- a** Enter the percentage of plan assets held as:

Stock: 36.0% Investment-Grade Debt: 15.0% High-Yield Debt: 9.0% Real Estate: 8.0% Other: 32.0%

- 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):

REPORT OF INDEPENDENT AUDITORS

To the Participants and Trustees of
Indiana Area United Food and
Commercial Workers Unions
and Retail Food Employers
Joint Pension Plan

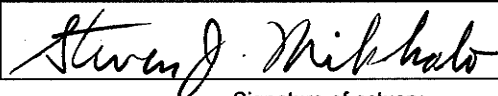
We have audited the accompanying statements of net assets available for benefits of Indiana Area United Food and Commercial Workers Unions and Retail Food Employers Joint Pension Plan (the Plan) as of December 31, 2009 and 2008, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform an audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the Plan's management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, information regarding the Plan's net assets available for benefits as of December 31, 2009 and changes therein for the year then ended, and its financial status as of December 31, 2008 and changes therein for the year then ended, in conformity with accounting principles generally accepted in the United States of America.

Legacy Professionals LLP

October 8, 2010

SCHEDULE MB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information <p>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).</p> <p style="text-align: center;">▶ File as an attachment to Form 5500 or 5500-SF.</p>	<small>OMB No. 1210-0110</small> <div style="text-align: center; font-size: 1.2em; font-weight: bold;">2009</div> <p style="text-align: center;">This Form is Open to Public Inspection</p>
For calendar plan year 2009 or fiscal plan year beginning <u>01/01/2009</u> and ending <u>12/31/2009</u> ▶ Round off amounts to nearest dollar. ▶ Caution: A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.		
A Name of plan Indiana Area UFCW Unions and Retail Food Employers		B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Board of Trustees		D Employer Identification Number (EIN) 35-6244695
E Type of plan: (1) ☒ Multiemployer Defined Benefit (2) ☐ Money Purchase (see instructions)		
1a Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2009</u>		
b Assets		
(1) Current value of assets	1b(1)	190,498,528
(2) Actuarial value of assets for funding standard account.....	1b(2)	228,598,234
c (1) Accrued liability for plan using immediate gain methods	1c(1)	294,446,975
(2) Information for plans using spread gain methods:		
(a) Unfunded liability for methods with bases.....	1c(2)(a)	
(b) Accrued liability under entry age normal method.....	1c(2)(b)	
(c) Normal cost under entry age normal method.....	1c(2)(c)	
(3) Accrued liability under unit credit cost method.....	1c(3)	294,446,975
d Information on current liabilities of the plan:		
(1) Amount excluded from current liability attributable to pre-participation service (see instructions).....	1d(1)	
(2) "RPA '94" information :		
(a) Current liability	1d(2)(a)	416,547,641
(b) Expected increase in current liability due to benefits accruing during the plan year	1d(2)(b)	4,564,595
(c) Current liability for the plan year	1d(2)(c)	0
(3) Expected plan disbursements for the plan year	1d(3)	17,934,909
Statement by Enrolled Actuary <small>To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.</small>		
SIGN HERE	 Signature of actuary	<u>10/1/2010</u> Date
Steven J. Mikkalo, FSA, MAAA Type or print name of actuary		08-02898 Most recent enrollment number
Milliman, Inc. Firm name		(317) 639-1000 Telephone number (including area code)
111 Monument Circle, Suite 601 Indianapolis IN 46204-2605 Address of the firm		
If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐		
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or Form 5500-SF.		

2 Operational information as of beginning of this plan year:

a Current value of the assets (see instructions)	2a	190,498,528
b "RPA '94" current liability/participant count breakdown:	(1) Number of participants	(2) Current liability
(1) For retired participants and beneficiaries receiving payment	2,996	178,643,407
(2) For terminated vested participants	3,707	93,446,509
(3) For active participants:		
(a) Non-vested benefits		3,936,575
(b) Vested benefits		140,521,150
(c) Total active	3,597	144,457,725
(4) Total	10,300	416,547,641
c If the percentage resulting from dividing line 2a by line 2b(4), column (2), is less than 70%, enter such percentage	2c	45.73 %

3 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
02/15/2009	385,775		08/15/2009	344,206	
03/15/2009	315,658		09/15/2009	427,491	
04/15/2009	318,709		10/15/2009	349,956	
05/15/2009	324,335		11/15/2009	433,996	
06/15/2009	418,720		12/15/2009	355,340	
07/15/2009	355,144		01/15/2010	354,420	
Totals ▶			3(b)	4,383,750	3(c) 0

4 Information on plan status:

a Enter code to indicate plan's status (see instructions for attachment of supporting evidence of plan's status). If code is "N," go to item 5	4a	C
b Funded percentage for monitoring plan's status (line 1b(2) divided by line 1c(3))	4b	77.60 %
c Is the plan making the scheduled progress with any applicable funding improvement or rehabilitation plan?		☐ Yes ☒ No
d If the plan is in critical status, were any adjustable benefits reduced?		☐ Yes ☒ No
e If line d is "Yes," enter the reduction in liability resulting from the reduction in adjustable benefits, measured as of the valuation date	4e	

5 Actuarial cost method used as the basis for this plan year's funding standard account computations (check all that apply):

- | | | | |
|--|--|--|---|
| a ☐ Attained age normal | b ☐ Entry age normal | c ☒ Accrued benefit (unit credit) | d ☐ Aggregate |
| e ☐ Frozen initial liability | f ☐ Individual level premium | g ☐ Individual aggregate | h ☐ Shortfall |
| i ☐ Reorganization | j ☐ Other (specify): | | |

k If box h is checked, enter period of use of shortfall method	5k	
l Has a change been made in funding method for this plan year?		☐ Yes ☒ No
m If line l is "Yes," was the change made pursuant to Revenue Procedure 2000-40?		☐ Yes ☐ No
n If line l is "Yes," and line m is "No," enter the date (MM-DD-YYYY) of the ruling letter (individual or class) approving the change in funding method	5n	

6 Checklist of certain actuarial assumptions:

a	6a	4.82 %
b Rates specified in insurance or annuity contracts	☐ Yes ☒ No ☐ N/A	☐ Yes ☒ No ☐ N/A
c Mortality table code for valuation purposes:		
(1) Males	6c(1)	9
(2) Females	6c(2)	9F
d Valuation liability interest rate	6d	7.50 %
e Expense loading	6e	24.1 %
f Salary scale	6f	.00 %
g Estimated investment return on actuarial value of assets for year ending on the valuation date	6g	(11.8) %
h Estimated investment return on current value of assets for year ending on the valuation date	6h	(27.5) %

7 New amortization bases established in the current plan year:

(1) Type of base	(2) Initial balance	(3) Amortization Charge/Credit
1	52,324,522	5,514,140

8 Miscellaneous information:

a If a waiver of a funding deficiency has been approved for this plan year, enter the date (MM-DD-YYYY) of the ruling letter granting the approval.....

8a

b Is the plan required to provide a Schedule of Active Participant Data? (See the instructions.) If "Yes," attach schedule.

☐ Yes ☒ No

c Are any of the plan's amortization bases operating under an extension of time under section 412(e) (as in effect prior to 2008) or section 431(d) of the Code?

☐ Yes ☒ No

d If line c is "Yes," provide the following additional information:

(1) Was an extension granted automatic approval under section 431(d)(1) of the Code?

☐ Yes ☐ No

(2) If line (1) is "Yes," enter the number of years by which the amortization period was extended.....

8d(2)

(3) Was an extension approved by the Internal Revenue Service under section 412(e) (as in effect prior to 2008) or 431(d)(2) of the Code?

☐ Yes ☐ No

(4) If line (3) is "Yes," enter number of years by which the amortization period was extended (not including the number of years in line (2)).....

8d(4)

(5) If line (3) is "Yes," enter the date of the ruling letter approving the extension.....

8d(5)

(6) If line (3) is "Yes," is the amortization base eligible for amortization using interest rates applicable under section 6621(b) of the Code for years beginning after 2007?

☐ Yes ☐ No

e If box 5h is checked or line 8c is "Yes," enter the difference between the minimum required contribution for the year and the minimum that would have been required without using the shortfall method or extending the amortization base(s).....

8e

9 Funding standard account statement for this plan year:**Charges to funding standard account:**

a Prior year funding deficiency, if any.....

9a

0

b Employer's normal cost for plan year as of valuation date.....

9b

3,808,894

c Amortization charges as of valuation date:

Outstanding balance

(1) All bases except funding waivers and certain bases for which the amortization period has been extended.....

9c(1)

186,861,892

22,807,926

(2) Funding waivers.....

9c(2)

0

0

(3) Certain bases for which the amortization period has been extended.....

9c(3)

0

0

d Interest as applicable on lines 9a, 9b, and 9c.....

9d

1,996,262

e Total charges. Add lines 9a through 9d.....

9e

28,613,082

Credits to funding standard account:

f Prior year credit balance, if any.....

9f

16,852,881

g Employer contributions. Total from column (b) of line 3.....

9g

4,383,750

Outstanding balance

h Amortization credits as of valuation date.....

9h

104,160,270

18,016,447

i Interest as applicable to end of plan year on lines 9f, 9g, and 9h.....

9i

2,750,019

j Full funding limitation (FFL) and credits:

(1) ERISA FFL (accrued liability FFL).....

9j(1)

133,955,988

(2) "RPA '94" override (90% current liability FFL)

9j(2)

154,573,957

(3) FFL credit.....

9j(3)

0

k (1) Waived funding deficiency.....

9k(1)

0

(2) Other credits.....

9k(2)

0

l Total credits. Add lines 9f through 9i, 9j(3), 9k(1), and 9k(2).....

9l

42,003,097

m Credit balance: If line 9l is greater than line 9e, enter the difference.....

9m

13,390,015

n Funding deficiency: If line 9e is greater than 9l, enter the difference.....

9n

9 o Current year's accumulated reconciliation account:

(1) Due to waived funding deficiency accumulated prior to the 2009 plan year.....	9o(1)	0
(2) Due to amortization bases extended and amortized using the interest rate under section 6621(b) of the Code:		
(a) Reconciliation outstanding balance as of valuation date.....	9o(2)(a)	0
(b) Reconciliation amount (line 9c(3) balance minus line 9o(2)(a)).....	9o(2)(b)	0
(3) Total as of valuation date.....	9o(3)	0

10 Contribution necessary to avoid an accumulated funding deficiency. (See instructions.) **10** 0

11 Has a change been made in the actuarial assumptions for the current plan year? If "Yes," see instructions. ☐ Yes ☒ No



SUPPLEMENTAL SCHEDULE 1

01-040

RPT# 1754

DETAIL SCHEDULE OF ASSET HOLDINGS-REVALUED COST

AS OF 12/31/09

ACCOUNT

INDIANA AREA UFCW & RFE CONS

PAGE 267

UNITS DESCRIPTION	BOOK VALUE	MARKET VALUE	REVALUED COST	UNREALIZED GAIN/LOSS	ACCRUED INCOME
INTEREST BEARING CASH					
360,187.000 VICTORY FEDERAL MONEY MKT INVESTOR CLASS ASSET # 926464520 ACCOUNT 20-20-220-0701560	360,187.00	360,187.00	360,187.00		10.95
26,632.250 VICTORY INSTITUTIONAL MONEY MARKET FUND INVESTOR CLASS ASSET # 926464785 ACCOUNT 20-20-220-0701567	26,632.25	26,632.25	26,632.25		1.83
271,120.610 VICTORY INSTITUTIONAL MONEY MARKET FUND INVESTOR CLASS ASSET # 926464785 ACCOUNT 20-20-220-0701563	271,120.61	271,120.61	271,120.61		56.97
57,096.120 VICTORY INSTITUTIONAL MONEY MARKET FUND INVESTOR CLASS ASSET # 926464785 ACCOUNT 20-20-220-0701569	57,096.12	57,096.12	57,096.12		10.70
TOTAL INTEREST BEARING CASH	715,035.98	715,035.98 ⓘ	715,035.98		80.45
CORPORATE DEBT INSTRUMENTS: ALL OTHERS					
85,000.000 AES CORP SENIOR NT DTD 02/13/04 7.75% DUE 03/01/14 ASSET # 00130HBC8 ACCOUNT 20-20-220-0701563	82,660.65	86,275.00	74,800.00	11,475.00	2,195.83
75,000.000 AFFINIA GROUP INC SENIOR NT DTD 10/28/05 9.00% DUE 11/30/14 ASSET # 00828BAB1 ACCOUNT 20-20-220-0701563	72,075.00	72,750.00	72,075.00	675.00	581.25





Schedule H, Line 4i

Schedule of Assets (Held at End of Year)

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UNITS	DESCRIPTION	BOOK VALUE	MARKET VALUE	REVALUED COST	UNREALIZED GAIN/LOSS	ACCRUED INCOME
65,000.000	ALLIANCE ONE INTERNATIONAL INC SENIOR NT SER 144A DTD 07/02/09 10.00% DUE 07/15/16 ASSET # 018772AL7 ACCOUNT 20-20-220-0701563	61,865.05	68,250.00	61,865.05	6,384.95	3,231.94
40,000.000	AMERICAN AIRLINES INC NOTE SER 2001-2 CL A-2 DTD 10/04/01 7.858% DUE 04/01/13 ASSET # 02378JBH0 ACCOUNT 20-20-220-0701563	33,800.00	40,000.00	33,800.00	6,200.00	785.80
2,000.000	AMERICAN AIRLINES INC NOTE SER 2001-2 CL B DTD 04/01/02 8.608% DUE 10/01/12 ASSET # 02378JB6 ACCOUNT 20-20-220-0701563	2,065.00	1,880.00	1,300.00	580.00	43.04
50,000.000	AMERISTAR CASINOS INC SENIOR NT SER 144A DTD 05/27/09 9.25% DUE 06/01/14 ASSET # 03070QAK7 ACCOUNT 20-20-220-0701563	49,316.60	51,875.00	49,316.60	2,558.40	385.42
40,000.000	ANIXTER INTERNATIONAL INC SENIOR NT DTD 03/11/09 10.00% DUE 03/15/14 ASSET # 035287AC5 ACCOUNT 20-20-220-0701563	37,050.00	44,200.00	37,050.00	7,150.00	1,177.78
45,000.000	ARAMARK CORP SENIOR NT DTD 08/01/07 8.50% DUE 02/01/15 ASSET # 038521AD2 ACCOUNT 20-20-220-0701563	45,478.12	46,350.00	40,725.00	5,625.00	1,593.75



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40,000.000 ATLAS ENERGY OPERATING CO LLC SENIOR NT DTD 12/21/09 10.75% DUE 02/01/18 ASSET # 049302AD4 ACCOUNT 20-20-220-0701563	41,100.00	44,200.00	41,100.00	3,100.00	119.44
20,000.000 ATLAS ENERGY OPERATING CO LLC SENIOR NT DTD 7/16/09 12.125% DUE 08/01/17 ASSET # 049302AE2 ACCOUNT 20-20-220-0701563	21,200.00	22,700.00	21,200.00	1,500.00	1,111.46
55,000.000 BILL BARRETT CORP SENIOR NT DTD 07/08/09 9.875% DUE 07/15/16 ASSET # 06846NAB0 ACCOUNT 20-20-220-0701563	53,031.30	58,575.00	53,031.30	5,543.70	2,610.02
20,000.000 BASIC ENERGY SERVICES INC SENIOR NT DTD 04/12/06 7.125% DUE 04/15/16 ASSET # 06985PAB6 ACCOUNT 20-20-220-0701563	16,750.00	16,650.00	16,750.00	-100.00	300.83
100,000.000 BASIC ENERGY SERVICES INC SENIOR NT DTD 7/31/09 11.625% DUE 08/01/14 ASSET # 06985PAF7 ACCOUNT 20-20-220-0701563	106,562.50	107,000.00	106,562.50	437.50	4,876.04
60,000.000 BELDEN INC SENIOR SUB NT DTD 09/15/07 7.00% DUE 03/15/17 ASSET # 077454ACO ACCOUNT 20-20-220-0701563	58,644.00	58,425.00	45,000.00	13,425.00	1,236.67





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90,000.000	BERRY PETROLEUM CO SENIOR SUB NT DTD 10/24/06 8.25% DUE 11/01/16 ASSET # 085789AC9 ACCOUNT 20-20-220-0701563	81,956.25	88,650.00	81,956.25	6,693.75	1,237.50
65,000.000	BLOCKBUSTER INC SENIOR NT SER 144A DTD 10/01/09 11.75% DUE 10/01/14 ASSET # 093679ADO ACCOUNT 20-20-220-0701563	64,143.18	61,750.00	64,143.18	-2,393.18	1,909.37
60,000.000	BOISE PAPER HLDGS LLC / FIN CO SENIOR NT SER 144A DTD 10/26/09 9.00% DUE 11/01/17 ASSET # 09747FAA3 ACCOUNT 20-20-220-0701563	60,579.70	62,175.00	60,579.70	1,595.30	975.00
60,000.000	BOYD GAMING CORP SENIOR SUB NT DTD 04/15/04 6.75% DUE 04/15/14 ASSET # 103304BD2 ACCOUNT 20-20-220-0701563	47,343.75	54,075.00	44,193.75	9,881.25	855.00
30,000.000	BROADVIEW NETWORKS HOLDINGS INC SENIOR NT DTD 9/01/07 11.375% DUE 09/01/12 ASSET # 111384AC7 ACCOUNT 20-20-220-0701563	31,150.00	28,725.00	20,700.00	8,025.00	1,137.50
35,000.000	BROWN SHOE CO INC SENIOR NT DTD 04/22/05 8.75% DUE 05/01/12 ASSET # 115736AC4 ACCOUNT 20-20-220-0701563	36,459.79	35,656.25	25,900.00	9,756.25	510.42



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80,000.000 CHS / CMNTY HEALTH SYSTEMS INC SENIOR NT DTD 07/25/07 8.875% DUE 07/15/15 ASSET # 12543DAF7 ACCOUNT 20-20-220-0701563	79,607.93	82,800.00	73,600.00	9,200.00	3,273.89
55,000.000 CPM HOLDINGS INC SENIOR NT SER 144A DTD 8/18/09 10.625% DUE 09/01/14 ASSET # 12620XAA0 ACCOUNT 20-20-220-0701563	55,057.70	58,025.00	55,057.70	2,967.30	2,158.94
70,000.000 CALPINE CONSTRUCTION FINANCE CO SENIOR NT SER 144A DTD 05/19/09 8.00% DUE 06/01/16 ASSET # 13134YAD9 ACCOUNT 20-20-220-0701563	66,841.60	72,100.00	66,841.60	5,258.40	466.67
60,000.000 CALPINE CORP SENIOR NT SER 144A DTD 10/21/09 7.25% DUE 10/15/17 ASSET # 131347BP0 ACCOUNT 20-20-220-0701563	56,850.00	57,600.00	56,850.00	750.00	845.83
85,000.000 CARDTRONICS INC SENIOR SUB NT DTD 10/18/06 9.25% DUE 08/15/13 ASSET # 14161HAB4 ACCOUNT 20-20-220-0701563	86,762.50	87,443.75	64,487.50	22,956.25	2,970.28
100,000.000 CEDC FINANCE CORP INTL INC SENIOR NT SER 144A DTD 12/02/09 9.125% DUE 12/01/16 ASSET # 15080BAA4 ACCOUNT 20-20-220-0701563	99,366.00	103,000.00	99,366.00	3,634.00	735.07





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85,000.000	CENVEO CORP SENIOR SUB NT DTD 06/01/04 7.875% DUE 12/01/13 ASSET # 15671BAA9 ACCOUNT 20-20-220-0701563	80,300.00	78,625.00	54,350.00	24,275.00	557.81
85,000.000	CHART INDUSTRIES INC SENIOR SUB NT DTD 10/15/06 9.125% DUE 10/15/15 ASSET # 16115QAB6 ACCOUNT 20-20-220-0701563	81,300.00	85,000.00	73,237.50	11,762.50	1,637.43
60,000.000	CHESAPEAKE ENERGY CORP SENIOR NT DTD 05/27/08 7.25% DUE 12/15/18 ASSET # 165167CC9 ACCOUNT 20-20-220-0701563	49,800.00	60,450.00	49,800.00	10,650.00	193.33
120,000.000	CINCINNATI BELL INC SENIOR SUB NT DTD 11/19/03 8.375% DUE 01/15/14 ASSET # 171871AE6 ACCOUNT 20-20-220-0701563	122,100.00	122,100.00	92,400.00	29,700.00	4,634.17
50,000.000	CITIZENS COMMUNICATIONS CO SENIOR NT DTD 03/23/07 6.625% DUE 03/15/15 ASSET # 17453BAT8 ACCOUNT 20-20-220-0701563	47,067.31	48,625.00	36,500.00	12,125.00	975.35
50,000.000	CLEAR CHANNEL WORLDWIDE SENIOR NT SER 144A DTD 12/23/09 9.25% DUE 12/15/17 ASSET # 18451QAB4 ACCOUNT 20-20-220-0701563	51,012.50	51,500.00	51,012.50	487.50	102.78



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15,000.000 CLOUD PEAK ENRGY RES LLC/CPE FIN SENIOR NT SER 144A DTD 11/25/09 8.25% DUE 12/15/17 ASSET # 18911MAA9 ACCOUNT 20-20-220-0701563	14,890.20	15,000.00	14,890.20	109.80	123.75
30,000.000 CLOUD PEAK ENRGY RES LLC/CPE FIN SENIOR NT SER 144A DTD 11/25/09 8.50% DUE 12/15/19 ASSET # 18911MAB7 ACCOUNT 20-20-220-0701563	29,911.50	30,600.00	29,911.50	688.50	255.00
55,000.000 COMMERCIAL BARGE LINE CO SENIOR NT SER 144A DTD 07/07/09 12.50% DUE 07/15/17 ASSET # 20162UAA3 ACCOUNT 20-20-220-0701563	52,349.55	57,200.00	52,349.55	4,850.45	3,322.92
85,000.000 COMPLETE PRODUCTION SERVICES INC SENIOR NT DTD 06/15/07 8.00% DUE 12/15/16 ASSET # 20453EAC3 ACCOUNT 20-20-220-0701563	71,556.25	83,831.25	71,556.25	12,275.00	302.22
60,000.000 COMSTOCK RESOURCES INC SENIOR NT DTD 10/09/09 8.375% DUE 10/15/17 ASSET # 205768AG9 ACCOUNT 20-20-220-0701563	60,118.75	61,350.00	60,118.75	1,231.25	1,144.58
65,000.000 CORNELL COS INC SENIOR NT DTD 06/24/04 10.75% DUE 07/01/12 ASSET # 219141ADO ACCOUNT 20-20-220-0701563	67,587.50	66,381.25	60,587.50	5,793.75	3,493.75





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50,000.000 CROWN CASTLE INTERNATIONAL CORP SENIOR NT DTD 01/27/09 9.00% DUE 01/15/15 ASSET # 228227AZ7 ACCOUNT 20-20-220-0701563	48,812.50	53,250.00	48,812.50	4,437.50	2,075.00
50,000.000 DJO FIN LLC / DJO FIN CORP SENIOR NT DTD 5/15/08 10.875% DUE 11/15/14 ASSET # 23327BAA1 ACCOUNT 20-20-220-0701563	52,356.25	52,750.00	52,356.25	393.75	694.79
90,000.000 DELTA AIR LINES INC SENIOR NT SER 144A DTD 09/28/09 11.75% DUE 03/15/15 ASSET # 247361ZE1 ACCOUNT 20-20-220-0701563	85,705.20	90,000.00	85,705.20	4,294.80	2,731.87
25,000.000 DELTA AIR LINES INC BOND SER 2000-1 CL A-2 DTD 11/16/00 7.57% DUE 05/18/12 ASSET # 247367APO ACCOUNT 20-20-220-0701563	21,250.00	25,343.75	21,000.00	4,343.75	226.05
50,000.000 DEVELOPERS DIVERSIFIED REALTY CO SENIOR NT DTD 04/28/05 5.50% DUE 05/01/15 ASSET # 251591AM5 ACCOUNT 20-20-220-0701563	39,875.00	44,046.00	39,875.00	4,171.00	458.33
35,000.000 DOMTAR CORP NOTE DTD 11/19/07 7.125% DUE 08/15/15 ASSET # 257559AC8 ACCOUNT 20-20-220-0701563	28,831.25	35,175.00	28,831.25	6,343.75	942.08



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55,000.000 DUANE READE INC SENIOR NT DTD 08/07/09 11.75% DUE 08/01/15 ASSET # 263581AA8 ACCOUNT 20-20-220-0701563	57,556.25	59,675.00	57,556.25	2,118.75	2,585.00
115,000.000 E*TRADE FINANCIAL CORP SENIOR NT DTD 09/15/05 7.375% DUE 09/15/13 ASSET # 269246AM6 ACCOUNT 20-20-220-0701563	102,475.00	107,093.75	102,475.00	4,618.75	2,497.26
50,000.000 E*TRADE FINANCIAL CORP SENIOR NT DTD 11/22/05 7.875% DUE 12/01/15 ASSET # 269246AP9 ACCOUNT 20-20-220-0701563	44,425.00	46,562.50	44,425.00	2,137.50	328.13
65,000.000 ELIZABETH ARDEN INC SENIOR SUB NT DTD 01/13/04 7.75% DUE 01/15/14 ASSET # 28660GAC0 ACCOUNT 20-20-220-0701563	62,912.50	64,025.00	46,037.50	17,987.50	1,903.06
75,000.000 PERRY ELLIS INTERNATIONAL INC SENIOR SUB NT SER B DTD 08/22/03 8.875% DUE 09/15/13 ASSET # 288853AF1 ACCOUNT 20-20-220-0701563	74,208.98	74,625.00	45,000.00	29,625.00	1,959.90
105,000.000 EXIDE TECHNOLOGIES SENIOR NT SER B DTD 09/15/06 10.50% DUE 03/15/13 ASSET # 302051AJ6 ACCOUNT 20-20-220-0701563	90,087.50	106,312.50	67,712.50	38,600.00	3,246.25





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105,000.000	EXOPACK HOLDING CORP SENIOR NT DTD 08/01/06 11.25% DUE 02/01/14 ASSET # 302106AB5 ACCOUNT 20-20-220-0701563	93,562.50	106,706.25	93,562.50	13,143.75	4,921.88
120,000.000	FELCOR LODGING L P SENIOR NT SER 144A DTD 10/01/09 10.00% DUE 10/01/14 ASSET # 31430QAZ0 ACCOUNT 20-20-220-0701563	111,747.90	121,050.00	111,747.90	9,302.10	3,000.00
65,000.000	FIRST DATA CORP NOTE DTD 09/30/08 9.875% DUE 09/24/15 ASSET # 319963AP9 ACCOUNT 20-20-220-0701563	51,094.12	60,612.50	51,094.12	9,518.38	1,372.90
	FIRST TENNESSEE BANK N A SUB NT SER BKNT DTD 12/09/04 5.05% DUE 01/15/15 ASSET # 337158AD1 ACCOUNT 20-20-220-0701563					1,513.60
45,000.000	FOUNDATION PA COAL CO SENIOR NT DTD 07/30/04 7.25% DUE 08/01/14 ASSET # 350472AC0 ACCOUNT 20-20-220-0701563	42,587.50	45,562.50	36,900.00	8,662.50	1,359.37
85,000.000	GCI INC SENIOR NT DTD 02/17/04 7.25% DUE 02/15/14 ASSET # 36155WAC0 ACCOUNT 20-20-220-0701563	82,229.00	84,256.25	66,300.00	17,956.25	2,328.06



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75,000.000	GAYLORD ENTERTAINMENT CO SENIOR NT DTD 05/15/05 6.75% DUE 11/15/14 ASSET # 367905AD8 ACCOUNT 20-20-220-0701563	59,275.00	69,750.00	59,275.00	10,475.00	646.88
105,000.000	GLOBAL CROSSING LTD FGN SR NT SER 144A DTD 09/22/09 12.00% DUE 09/15/15 ASSET # 37932JAB9 ACCOUNT 20-20-220-0701563	105,013.60	115,237.50	105,013.60	10,223.90	3,465.00
75,000.000	GLOBAL CROSSING UK FINANCE PLC SENIOR NT DTD 06/15/05 10.75% DUE 12/15/14 ASSET # 37943SAB6 ACCOUNT 20-20-220-0701563	73,518.03	76,875.00	55,067.31	21,807.69	358.33
60,000.000	GLOBAL CASH ACCESS LLC SENIOR SUB NT DTD 09/15/04 8.75% DUE 03/15/12 ASSET # 37944FAB3 ACCOUNT 20-20-220-0701563	54,975.00	59,775.00	48,000.00	11,775.00	1,545.83
65,000.000	GREAT ATLANTIC & PAC TEA INC SENIOR NT SER 144A DTD 08/4/09 11.375% DUE 08/01/15 ASSET # 390064AL7 ACCOUNT 20-20-220-0701563	64,957.75	68,412.50	64,957.75	3,454.75	3,019.11
85,000.000	HCA INC SENIOR NT DTD 05/15/07 9.25% DUE 11/15/16 ASSET # 404119AX7 ACCOUNT 20-20-220-0701563	87,546.56	91,268.75	77,987.50	13,281.25	1,004.65





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65,000.000	HSN INC SENIOR NT DTD 02/01/09 11.25% DUE 08/01/16 ASSET # 404303AB5 ACCOUNT 20-20-220-0701563	61,890.29	72,962.50	55,250.00	17,712.50	3,046.88
40,000.000	HEALTH NET INC SENIOR NT DTD 05/18/07 6.375% DUE 06/01/17 ASSET # 422248AA2 ACCOUNT 20-20-220-0701563	33,100.00	35,800.00	33,100.00	2,700.00	212.50
110,000.000	HELIX ENERGY SOLUTIONS GROUP INC NOTE SER 144A DTD 12/21/07 9.50% DUE 01/15/16 ASSET # 42330PAA5 ACCOUNT 20-20-220-0701563	110,341.29	112,750.00	68,425.00	44,325.00	4,818.61
65,000.000	HOLOGIC INC CVT SR NT DTD 12/10/07 2.00% DUE 12/15/37 ASSET # 436440AA9 ACCOUNT 20-20-220-0701563	34,980.51	55,493.75	38,737.13	16,756.62	57.78
85,000.000	HUB INTERNATIONAL HOLDINGS INC SENIOR NT SER 144A DTD 06/13/07 9.00% DUE 12/15/14 ASSET # 44332LAB6 ACCOUNT 20-20-220-0701563	79,923.29	81,175.00	58,931.25	22,243.75	340.00
40,000.000	HUNTSMAN INTERNATIONAL LLC NOTE DTD 01/01/07 7.375% DUE 01/01/15 ASSET # 44701QAK8 ACCOUNT 20-20-220-0701563	32,800.00	38,400.00	32,800.00	5,600.00	1,475.00



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30,000.000	HUNTSMAN INTERNATIONAL LLC SENIOR SUB NT DTD 05/15/07 7.875% DUE 11/15/14 ASSET # 44701QAP7 ACCOUNT 20-20-220-0701563	23,925.00	29,325.00	23,925.00	5,400.00	301.88
75,000.000	INTERFACE INC SENIOR NT DTD 11/1/09 11.375% DUE 11/01/13 ASSET # 458665AN6 ACCOUNT 20-20-220-0701563	73,453.05	83,812.50	73,453.05	10,359.45	1,421.87
210,000.000	INTERNATIONAL LEASE FIN CORP MED TERM NT DTD 03/25/08 6.375% DUE 03/25/13 ASSET # 45974VB72 ACCOUNT 20-20-220-0701563	165,925.00	172,657.80	165,925.00	6,732.80	3,570.00
35,000.000	INTERNATIONAL LEASE FIN CORP MED TERM NT SER R DTD 05/27/08 6.625% DUE 11/15/13 ASSET # 45974VB80 ACCOUNT 20-20-220-0701563	28,525.00	28,174.65	28,525.00	-350.35	
110,000.000	INTERNATIONAL LEASE FIN CORP NOTE DTD 04/29/03 5.875% DUE 05/01/13 ASSET # 459745FG5 ACCOUNT 20-20-220-0701563	84,175.00	87,435.70	84,175.00	3,260.70	1,077.08
80,000.000	KAR HOLDINGS INC SENIOR NT DTD 11/01/07 8.75% DUE 05/01/14 ASSET # 48238QAE5 ACCOUNT 20-20-220-0701563	71,708.33	82,500.00	71,708.33	10,791.67	1,166.67





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35,000.000 KANSAS CITY SOUTHERN MEX FGN SR NT DTD 06/01/07 7.625% DUE 12/01/13 ASSET # 485161AD5 ACCOUNT 20-20-220-0701563	29,400.00	34,475.00	29,400.00	5,075.00	222.40
65,000.000 KEY ENERGY SERVICES INC SENIOR NT DTD 06/01/08 8.375% DUE 12/01/14 ASSET # 492914AR7 ACCOUNT 20-20-220-0701563	63,334.97	65,162.50	47,697.28	17,465.22	453.65
35,000.000 LANDRYS RESTAURANT INC SENIOR NT SER 144A DTD 11/30/09 11.625% DUE 12/1/15 ASSET # 51508LAJ2 ACCOUNT 20-20-220-0701563	34,872.90	37,100.00	34,872.90	2,227.10	350.36
60,000.000 LINN ENERGY LLC /LINN ENERGY FIN SENIOR NT SER 144A DTD 05/18/09 11.75% DUE 05/15/17 ASSET # 536022AA4 ACCOUNT 20-20-220-0701563	62,275.00	67,350.00	62,275.00	5,075.00	900.83
75,000.000 LUCENT TECHNOLOGIES INC DEB DTD 01/09/98 6.5% DUE 01/15/28 ASSET # 549463AC1 ACCOUNT 20-20-220-0701563	40,275.00	53,343.75	40,275.00	13,068.75	2,247.92
85,000.000 LUCENT TECHNOLOGIES INC GLOBAL BD DTD 03/15/99 6.45% DUE 03/15/29 ASSET # 549463AE7 ACCOUNT 20-20-220-0701563	54,325.00	60,881.25	54,325.00	6,556.25	1,614.29



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40,000.000 MARSHALL & ILSLEY BANK MED TERM BK NT DTD 11/24/04 5.00% DUE 01/17/17 ASSET # 55259PAD8 ACCOUNT 20-20-220-0701563	30,000.00	31,114.00	30,000.00	1,114.00	911.11
20,000.000 M&I MARSHALL & ILSLEY BK MED TERM NT DTD 06/16/05 4.85% DUE 06/16/15 ASSET # 55259PAE6 ACCOUNT 20-20-220-0701563	15,875.00	15,687.00	15,875.00	-188.00	40.42
80,000.000 MGM MIRAGE INC SENIOR NT SER 144A DTD 05/19/09 10.375% DUE 5/15/14 ASSET # 552953BF7 ACCOUNT 20-20-220-0701563	82,077.95	86,800.00	82,077.95	4,722.05	1,060.56
120,000.000 MARINER ENERGY INC SENIOR NT DTD 10/15/06 7.50% DUE 04/15/13 ASSET # 56845TAE7 ACCOUNT 20-20-220-0701563	116,325.00	119,400.00	86,025.00	33,375.00	1,900.00
50,000.000 MARKWEST ENER PTNRS LP/FIN CORP SENIOR NT SER B DTD 01/15/07 8.50% DUE 07/15/16 ASSET # 570506AE5 ACCOUNT 20-20-220-0701563	48,713.89	50,875.00	34,325.00	16,550.00	1,959.72
30,000.000 MARKWEST ENER PTNRS LP/FIN CORP SENIOR NT SER B DTD 04/15/08 8.75% DUE 04/15/18 ASSET # 570506AH8 ACCOUNT 20-20-220-0701563	28,725.00	30,900.00	28,725.00	2,175.00	554.17





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30,000.000	MARKWEST ENERGY PTNRS/FIN CORP SENIOR NT SER B DTD 11/01/09 6.875% DUE 11/01/14 ASSET # 570506AL9 ACCOUNT 20-20-220-0701563	23,737.50	28,350.00	23,737.50	4,612.50	343.75
70,000.000	MILlicom INTERNATIONAL CELLULAR SENIOR NT DTD 12/01/04 10.00% DUE 12/01/13 ASSET # 600814AJ6 ACCOUNT 20-20-220-0701563	70,717.50	72,450.00	63,000.00	9,450.00	583.33
124,709.690	MIRANT MID-ATLANTIC LLC BOND SER C DTD 06/30/01 10.06% DUE 12/30/28 ASSET # 60467MAC5 ACCOUNT 20-20-220-0701563	140,639.41	131,568.72	115,122.64	16,446.08	6,272.90
80,000.000	MOBILE SVCS/STORAGE GROUP INC SENIOR NT DTD 08/01/07 9.75% DUE 08/01/14 ASSET # 60741HAB6 ACCOUNT 20-20-220-0701563	81,650.00	83,200.00	56,800.00	26,400.00	3,250.00
60,000.000	NCL CORP LTD FGN SR NT SER 144A DTD 11/12/09 11.75% DUE 11/15/16 ASSET # 62886HAD3 ACCOUNT 20-20-220-0701563	59,825.20	59,250.00	59,825.20	-575.20	959.58
110,000.000	NRG ENERGY INC SENIOR NT DTD 02/02/06 7.375% DUE 02/01/16 ASSET # 629377AU6 ACCOUNT 20-20-220-0701563	105,058.60	110,137.50	102,678.12	7,459.38	3,380.21



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14,000.000 NTL CABLE PLC SENIOR NT DTD 04/15/05 8.75% DUE 04/15/14 ASSET # 62941FAG3 ACCOUNT 20-20-220-0701563	13,823.75	14,455.00	10,500.00	3,955.00	258.61
60,000.000 NATIONAL MONEY MART CO FGN SR NT SER 144A DT 12/23/09 10.375% DUE 12/15/16 ASSET # 637004AA0 ACCOUNT 20-20-220-0701563	59,638.80	61,350.00	59,638.80	1,711.20	138.33
150,000.000 NEXTEL COMMUNICATIONS INC SENIOR NT SER E DTD 04/30/05 6.875% DUE 10/31/13 ASSET # 65332VBH5 ACCOUNT 20-20-220-0701563	110,112.50	145,500.00	94,800.00	50,700.00	1,747.40
120,000.000 NII CAPITAL CORP SENIOR NT SER 144A DTD 12/15/09 8.875% DUE 12/15/19 ASSET # 67021BAB5 ACCOUNT 20-20-220-0701563	119,243.50	116,850.00	119,243.50	-2,393.50	473.33
50,000.000 OMNICARE INC SENIOR SUB NT DTD 12/15/05 6.75% DUE 12/15/13 ASSET # 681904AJ7 ACCOUNT 20-20-220-0701563	45,065.79	49,000.00	42,500.00	6,500.00	150.00
75,000.000 OWENS CORNING INC GLOBAL DTD 06/15/07 7.00% DUE 12/01/36 ASSET # 690742AB7 ACCOUNT 20-20-220-0701563	45,925.00	69,948.00	45,925.00	24,023.00	437.50





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95,000.000	PAETEC HOLDING CORP SENIOR NT DTD 06/29/09 8.875% DUE 06/30/17 ASSET # 695459AD9 ACCOUNT 20-20-220-0701563	91,721.55	96,187.50	91,721.55	4,465.95	23.42
55,000.000	PAYLESS SHOESOURCE INC SENIOR SUB NT SER B DTD 07/28/03 8.25% DUE 08/01/13 ASSET # 704379AB2 ACCOUNT 20-20-220-0701563	56,650.00	55,825.00	41,525.00	14,300.00	1,890.62
50,000.000	PHILLIPS VAN-HEUSEN CORP DEB DTD 11/15/93 7.75% DUE 11/15/23 ASSET # 718592AB4 ACCOUNT 20-20-220-0701563	51,000.00	46,058.50	36,362.50	9,696.00	495.14
135,000.000	PINNACLE ENTERTAINMENT INC SENIOR SUB NT DTD 12/15/07 7.50% DUE 06/15/15 ASSET # 723456AG4 ACCOUNT 20-20-220-0701563	120,581.25	124,200.00	120,581.25	3,618.75	450.00
50,000.000	PLAINS EXPLOR & PRODTN CO SENIOR NT DTD 06/19/07 7.75% DUE 06/15/15 ASSET # 726505AD2 ACCOUNT 20-20-220-0701563	41,475.00	50,875.00	41,600.00	9,275.00	172.22
50,000.000	PLAINS EXPLOR & PRODTN CO SENIOR NT DTD 03/06/09 10.00% DUE 03/01/16 ASSET # 726505AG5 ACCOUNT 20-20-220-0701563	48,399.60	54,750.00	48,399.60	6,350.40	1,666.67



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30,000.000	PSYCHIATRIC SOLUTIONS INC SENIOR SUB NT DTD 07/06/05 7.75% DUE 07/15/15 ASSET # 74439HADO ACCOUNT 20-20-220-0701563	27,000.00	29,025.00	27,000.00	2,025.00	1,072.08
40,000.000	QUICKSILVER RESOURCES INC SENIOR SUB NT DTD 03/16/06 7.125% DUE 04/01/16 ASSET # 74837RAC8 ACCOUNT 20-20-220-0701563	34,075.00	37,300.00	34,075.00	3,225.00	712.50
35,000.000	QUICKSILVER RESOURCES INC SENIOR NT DTD 06/27/08 8.25% DUE 08/01/15 ASSET # 74837RAE4 ACCOUNT 20-20-220-0701563	31,612.50	35,875.00	31,612.50	4,262.50	1,203.12
25,000.000	QUICKSILVER RESOURCES INC SENIOR NT DTD 06/25/09 11.75% DUE 01/01/16 ASSET # 74837RAF1 ACCOUNT 20-20-220-0701563	24,532.55	28,375.00	24,532.55	3,842.45	1,517.71
55,000.000	QUINTILES TRANSNATIONAL HLDGS SENIOR NT SER 144A DTD 12/15/09 9.50% DUE 12/30/14 ASSET # 74876YAA9 ACCOUNT 20-20-220-0701563	55,337.50	55,275.00	55,337.50	-62.50	232.22
60,000.000	QWEST COMMUNICATIONS INTL INC SENIOR NT DTD 02/15/05 7.50% DUE 02/15/14 ASSET # 749121BR9 ACCOUNT 20-20-220-0701563	60,915.63	60,225.00	42,900.00	17,325.00	1,700.00





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45,000.000	RENTAL SVC CORP / RSC HLDGS III SENIOR NT DTD 06/01/07 9.50% DUE 12/01/14 ASSET # 76010RAC2 ACCOUNT 20-20-220-0701563	44,437.50	45,056.25	44,437.50	618.75	356.25
60,000.000	REVLON CONSUMER PRODUCTS CORP SENIOR NT SER 144A DTD 11/23/09 9.75% DUE 11/15/15 ASSET # 761519BA4 ACCOUNT 20-20-220-0701563	60,385.00	61,950.00	60,385.00	1,565.00	617.50
110,000.000	ROSETON DANSKAMMER BOND SER B DTD 05/08/01 7.67% DUE 11/08/16 ASSET # 777774AF7 ACCOUNT 20-20-220-0701563	104,225.00	106,150.00	79,253.48	26,896.52	1,242.11
33,000.000	SALEM COMMUNICATIONS CORP SENIOR NT SER 144A DTD 12/01/09 9.625% DUE 12/15/16 ASSET # 794093AE4 ACCOUNT 20-20-220-0701563	33,574.20	34,567.50	33,574.20	993.30	264.69
35,000.000	SANDRIDGE ENERGY INC SENIOR NT DTD 10/01/08 8.625% DUE 04/01/15 ASSET # 80007PAF6 ACCOUNT 20-20-220-0701563	34,475.00	35,000.00	34,475.00	525.00	754.69
45,000.000	SANDRIDGE ENERGY INC SENIOR NT SER 144A DTD 05/14/09 9.875% DUE 05/15/16 ASSET # 80007PAH2 ACCOUNT 20-20-220-0701563	46,800.00	47,362.50	46,800.00	562.50	567.81



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15,000.000	SANDRIDGE ENERGY INC SENIOR NT SER 144A DTD 12/16/09 8.75% DUE 01/15/20 ASSET # 80007PAK5 ACCOUNT 20-20-220-0701563	14,752.35	15,000.00	14,752.35	247.65	54.69
65,000.000	SELECT MEDICAL CORP SENIOR SUB NT DTD 02/24/05 7.625% DUE 02/01/15 ASSET # 816196AJ8 ACCOUNT 20-20-220-0701563	51,525.50	63,050.00	37,199.50	25,850.50	2,065.10
45,000.000	SENSUS METERING SYSTEMS INC SENIOR SUB NT DTD 06/15/04 8.625% DUE 12/15/13 ASSET # 81727HAB0 ACCOUNT 20-20-220-0701563	45,675.00	45,956.25	32,850.00	13,106.25	172.50
80,000.000	SHIP FINANCE INTERNATIONAL LTD FGN SR NT DTD 06/15/04 8.50% DUE 12/15/13 ASSET # 824689AC7 ACCOUNT 20-20-220-0701563	76,425.00	75,500.00	76,425.00	-925.00	302.22
30,000.000	SIRIUS XM RADIO INC SENIOR NT SER 144A DTD 08/24/09 9.75% DUE 09/01/15 ASSET # 82967NAA6 ACCOUNT 20-20-220-0701563	29,674.80	31,575.00	29,674.80	1,900.20	1,031.87
50,000.000	SKILLED HEALTHCARE GROUP INC SENIOR SUB NT DTD 01/15/07 11.00% DUE 01/15/14 ASSET # 83066RAC1 ACCOUNT 20-20-220-0701563	52,825.00	52,875.00	47,000.00	5,875.00	2,536.11





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30,000.000	SMITHFIELD FOODS INC SENIOR NT SER B DTD 05/21/03 7.75% DUE 05/15/13 ASSET # 832248AH1 ACCOUNT 20-20-220-0701563	25,684.37	29,100.00	25,684.37	3,415.63	297.08
120,000.000	SMITHFIELD FOODS INC SENIOR NT DTD 06/22/07 7.75% DUE 07/01/17 ASSET # 832248AQ1 ACCOUNT 20-20-220-0701563	90,725.00	110,700.00	90,725.00	19,975.00	4,650.00
150,000.000	SPRINT NEXTEL CORP NOTE DTD 11/20/06 6.00% DUE 12/01/16 ASSET # 852061AD2 ACCOUNT 20-20-220-0701563	122,682.06	136,875.00	107,714.67	29,160.33	750.00
55,000.000	STREAM GLOBAL SERVICES INC SENIOR NT SER 144A DTD 10/01/09 11.25% DUE 10/01/14 ASSET # 86323MAA8 ACCOUNT 20-20-220-0701563	53,530.60	55,618.75	53,530.60	2,088.15	1,546.88
75,000.000	SUN HEALTHCARE GROUP INC SENIOR SUB NT SER WI DTD 04/12/07 9.125% DUE 04/15/15 ASSET # 866933AM6 ACCOUNT 20-20-220-0701563	75,000.00	77,062.50	65,625.00	11,437.50	1,444.79
45,000.000	SWIFT ENERGY CO SENIOR NT DTD 06/01/07 7.125% DUE 06/01/17 ASSET # 870738AF8 ACCOUNT 20-20-220-0701563	41,037.50	42,525.00	41,037.50	1,487.50	267.19



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15,000.000	SWIFT ENERGY CO NOTE DTD 11/25/09 8.875% DUE 01/15/20 ASSET # 870738AG6 ACCOUNT 20-20-220-0701563	14,758.35	15,375.00	14,758.35	616.65	133.12
165,000.000	SYNOVUS FINANCIAL CORP SUB NT DTD 02/18/03 4.875% DUE 02/15/13 ASSET # 87161CAE5 ACCOUNT 20-20-220-0701563	132,787.50	119,902.20	132,787.50	-12,885.30	3,038.75
175,000.000	SYNOVUS FINANCIAL CORP SUB NT DTD 06/20/05 5.125% DUE 06/15/17 ASSET # 87161CAG0 ACCOUNT 20-20-220-0701563	114,650.00	104,307.00	114,650.00	-10,343.00	398.61
50,000.000	SYNIVERSE TECHNOLOGIES INC SENIOR SUB NT SER B DTD 08/24/05 7.75% DUE 08/15/13 ASSET # 87163KAB1 ACCOUNT 20-20-220-0701563	48,125.00	49,687.50	25,562.50	24,125.00	1,463.89
200,000.000	TFM S A DE C V SENIOR NT DTD 11/01/05 9.375% DUE 05/01/12 ASSET # 872402AK8 ACCOUNT 20-20-220-0701563	206,978.93	207,500.00	182,887.50	24,612.50	3,125.00
50,000.000	TEAM FIN LLC / HEALTH FIN CORP SENIOR SUB NT DTD 06/01/06 11.25% DUE 12/01/13 ASSET # 87816QAC7 ACCOUNT 20-20-220-0701563	51,750.00	52,250.00	39,250.00	13,000.00	468.75





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80,000.000	TERREMARK WORLDWIDE INC SENIOR NT SER 144A DTD 06/24/09 12.00% DUE 06/15/17 ASSET # 881448AG9 ACCOUNT 20-20-220-0701563	79,041.50	88,400.00	79,041.50	9,358.50	426.67
50,000.000	TIME WARNER TELECOM HLDG SENIOR NT DTD 02/20/04 9.25% DUE 02/15/14 ASSET # 88732AAD9 ACCOUNT 20-20-220-0701563	52,067.29	51,562.50	41,000.00	10,562.50	1,747.22
55,000.000	TITAN INTERNATIONAL INC SENIOR NT DTD 12/28/06 8.00% DUE 01/15/12 ASSET # 88830MAD4 ACCOUNT 20-20-220-0701563	54,400.00	53,900.00	40,700.00	13,200.00	2,028.89
65,000.000	TOYS R US PROPERTY CO II SENIOR NT SER 144A DTD 11/20/09 8.50% DUE 12/01/17 ASSET # 89236MAA8 ACCOUNT 20-20-220-0701563	64,543.25	66,137.50	64,543.25	1,594.25	629.24
185,000.000	TRAVELPORT LLC / TRAVELPORT SENIOR NT DTD 03/01/07 9.875% DUE 09/01/14 ASSET # 89421EAB9 ACCOUNT 20-20-220-0701563	142,018.75	191,012.50	142,018.75	48,993.75	6,089.58
60,000.000	US STEEL CORP SENIOR NT DTD 12/10/07 7.00% DUE 02/01/18 ASSET # 912656AGO ACCOUNT 20-20-220-0701563	45,806.25	58,769.40	45,532.25	13,237.15	1,750.00



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60,000.000 UNIVERSAL CITY DEV PTNR/UCDP FIN SENIOR NT SER 144A DTD 11/06/09 8.875% DUE 11/15/15 ASSET # 913405AD8 ACCOUNT 20-20-220-0701563	59,471.20	58,725.00	59,471.20	-746.20	813.54
70,000.000 UNIVERSAL HOSP SERVICES INC SENIOR NT DTD 12/01/07 8.50% DUE 06/01/15 ASSET # 91359PAF7 ACCOUNT 20-20-220-0701563	68,962.50	68,950.00	49,700.00	19,250.00	495.83
85,000.000 VOUGHT AIRCRAFT INDS INC SENIOR NT DTD 07/15/04 8.00% DUE 07/15/11 ASSET # 92907TAB3 ACCOUNT 20-20-220-0701563	81,825.00	83,831.25	81,825.00	2,006.25	3,135.56
35,000.000 WENDYS/ARBYS RESTAURANTS LLC SENIOR NT DTD 06/23/09 10.00% DUE 07/15/16 ASSET # 95058TAB3 ACCOUNT 20-20-220-0701563	34,136.55	38,150.00	34,136.55	4,013.45	1,827.78
70,000.000 WESCO DISTRIBUTION INC SENIOR SUB NT DTD 04/15/06 7.50% DUE 10/15/17 ASSET # 95081QAH7 ACCOUNT 20-20-220-0701563	69,989.71	68,425.00	45,762.50	22,662.50	1,108.33
55,000.000 WINDSTREAM CORP SENIOR NT DTD 07/17/06 8.125% DUE 08/01/13 ASSET # 97381WAC8 ACCOUNT 20-20-220-0701563	57,083.58	57,062.50	50,600.00	6,462.50	1,861.98





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60,000.000	WYNN LAS VEGAS LLC NOTE DTD 06/01/05 6.625% DUE 12/01/14 ASSET # 983130AD7 ACCOUNT 20-20-220-0701563	50,650.00	57,975.00	50,650.00	7,325.00	331.25
30,000.000	WYNN LAS VEGAS LLC NOTE DTD 12/01/07 6.625% DUE 12/01/14 ASSET # 983130AK1 ACCOUNT 20-20-220-0701563	24,600.00	28,987.50	24,600.00	4,387.50	165.62
130,000.000	XM SATELLITE RADIO INC SENIOR NT SER 144A DTD 06/30/09 11.25% DUE 06/15/13 ASSET # 98375YAW6 ACCOUNT 20-20-220-0701563	131,037.50	139,750.00	131,037.50	8,712.50	650.00
60,000.000	YANKEE ACQUISITION CORP SENIOR NT SER B DTD 02/06/07 8.50% DUE 02/15/15 ASSET # 984756AB2 ACCOUNT 20-20-220-0701563	57,493.75	59,550.00	57,493.75	2,056.25	1,926.67
65,000.000	ZIONS BANCORP SUB NT DTD 09/10/03 6.00% DUE 09/15/15 ASSET # 989701AJ6 ACCOUNT 20-20-220-0701563	47,525.00	45,974.50	47,525.00	-1,550.50	1,148.33
120,000.000	ZIONS BANCORP SENIOR NT DTD 11/15/05 5.50% DUE 11/16/15 ASSET # 989701AM9 ACCOUNT 20-20-220-0701563	87,000.00	84,838.80	87,000.00	-2,161.20	825.00



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UNITS DESCRIPTION	BOOK VALUE	MARKET VALUE	REVALUED COST	UNREALIZED GAIN/LOSS	ACCRUED INCOME
70,000.000 ZIONS BANCORP SENIOR NT DTD 09/23/09 7.75% DUE 09/23/14 ASSET # 989701AX5 ACCOUNT 20-20-220-0701563	62,272.00	61,775.00	62,272.00	-497.00	1,476.81
TOTAL CORPORATE DEBT INSTRUMENTS: ALL	9,478,804.66	10,058,484.77 (S)	8,720,852.18	1,337,632.59	213,073.40
CORPORATE STOCKS: PREFERRED					
20.000 REGIONS FINANCIAL CORP CVT PFD SER B 10.00% ASSET # 7591EP209 ACCOUNT 20-20-220-0701563	27,000.00	25,468.20	27,000.00	-1,531.80	
240.000 WELLS FARGO & CO CVT PFD SER L CL A 7.50% ASSET # 949746804 ACCOUNT 20-20-220-0701563	170,956.44	220,320.00	170,956.44	49,363.56	
TOTAL CORPORATE STOCKS: PREFERRED	197,956.44	245,788.20 (S)	197,956.44	47,831.76	
PARTNERSHIP/JOINT VENTURE INTEREST					
44.605 SENTINEL REAL ESTATE FD LIMITED PARTNERSHIP ASSET # 998306351 ACCOUNT 20-20-220-0701568	3,378,447.85	1,885,211.60 (P)	2,708,005.11	-822,793.51	
10,945.175 CLARION LION PROPERTIES FUND LIMITED LIABILITY CO ASSET # 9983176H9 ACCOUNT 20-20-220-0701572	12,633,010.00	8,023,238.17 (P)	13,693,729.49	-5,670,491.32	153,749.00
5,083.628 K2 INSTITUTIONAL INVESTORS II HEDGE FUND ASSET # 9983197V3 ACCOUNT 20-20-220-0701577	6,250,000.00	6,255,463.27 (E)	5,829,147.74	426,315.53	





SUPPLEMENTAL SCHEDULE 1

01-040

RPT# 1754

DETAIL SCHEDULE OF ASSET HOLDINGS-REVALUED COST

AS OF 12/31/09

ACCOUNT

INDIANA AREA UFCW & RFE CONS

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UNITS DESCRIPTION	BOOK VALUE	MARKET VALUE	REVALUED COST	UNREALIZED GAIN/LOSS	ACCRUED INCOME
6,250.000 ATTALUS MULTI-STRATEGY FUND HEDGE FUND CL B SER 11/06 ASSET # 9983197W1 ACCOUNT 20-20-220-0701576	6,250,000.00	6,418,836.00 (P)	5,694,708.00	724,128.00	
18,079.632 ALL WEATHER PORTFOLIO LTD CL B LIMITED LIABILITY CO ASSET # 9983198X8 ACCOUNT 20-20-220-0701578	19,000,000.00	17,735,704.97 (M)	16,184,867.94	1,550,837.03	
4160,000.000 SIGULER GUFF DISTRESS OPP III P LIMITED PARTNERSHIP INDIANA UFCW ASSET # 9983205U5 ACCOUNT 20-20-220-0701588	4,160,000.00	4,986,092.80 (P)	4,009,319.00	976,773.80	
5,009.728 ALADDIN FLEXIBLE INVT FUND SPC LIMITED PARTNERSHIP ASSET # 9983208V0 ACCOUNT 20-20-220-0701590	5,010,141.45	5,375,533.83 (P)	5,010,141.45	365,392.38	11,565.92
541,725.000 HAMILTON LANE 2NDRY OFFSHORE II LIMITED PARTNERSHIP ASSET # 9983208Z1 ACCOUNT 20-20-220-0701591	541,725.00	765,806.00 (P)	541,725.00	224,081.00	
TOTAL PARTNERSHIP/JOINT VENTURE INTERE VALUE OF INTEREST IN CTF'S	57,223,324.30	51,445,886.64	53,671,643.71	-2,225,757.09	165,314.92
5700,000.000 TCW Capital Trust ASSET # 998155386 ACCOUNT 20-20-220-0701595	5,771,552.70	5,848,760.67 (D)	5,771,552.10	77,209.00	
861,491.273 TFA INTERNATIONAL FUND ASSET # 998158174 ACCOUNT 20-20-220-0701562	12,328,497.82	16,440,983.75 (T)	12,506,714.77	3,934,268.98	



SUPPLEMENTAL SCHEDULE 1

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DETAIL SCHEDULE OF ASSET HOLDINGS-REVALUED COST

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INDIANA AREA UFCW & RFE CONS

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UNITS	DESCRIPTION	BOOK VALUE	MARKET VALUE	REVALUED COST	UNREALIZED GAIN/LOSS	ACCRUED INCOME
235,459.833	SSGA RUSSELL 1000 INDEX FUND ASSET # 998159586 ACCOUNT 20-20-220-0701567	9,760,737.94	7,724,259.82 (T)	6,009,798.18	1,714,461.64	
507,432.461	TBC INTERNATIONAL VALUE EQUITY FUND ASSET # 998160089 ACCOUNT 20-20-220-0701573	13,723,409.72	16,804,498.73 (T)	12,765,930.82	4,038,567.91	
18,504.163	MORGAN STANLEY ALPHA ADVANTAGE US LARGE CAP CORE EQUITY ASSET # 998161574 ACCOUNT 20-20-220-0701584	18,500,000.00	10,684,895.85 (M)	8,147,315.17	2,537,580.68	
7,760.577	JP MORGAN SPECIAL SITUATION PROPERTY FUND ASSET # 998161764 ACCOUNT 20-20-220-0701585	14,585,898.53	6,695,282.60 (T)	11,969,782.03	-5,274,499.43	1.51
3,737.467	BLACKROCK ENHANCED COMMODITY OFFSHORE FUND CLASS A2 ASSET # 998162093 ACCOUNT 20-20-220-0701586	4,000,000.00	2,394,645.19 (M)	1,434,594.18	960,051.01	
3,070.106	BLACKROCK ENHANCED COMMODITY OFFSHORE FUND CLASS A3 ASSET # 998162101 ACCOUNT 20-20-220-0701586	4,000,000.00	2,480,663.15 (M)	1,748,138.66	732,524.49	
30,414.866	S&P 500 FLAGSHIP NL(CM13) ASSET # 998162630 ACCOUNT 20-20-220-0701592	6,486,964.19	6,881,850.07 (T)	6,486,964.19	394,885.88	
25,553.080	GOTTEN MN RO FUND SPC RUN OFF PORTFOLIO 1 06-02-2009 ASSET # 998162648 ACCOUNT 20-20-220-0701583	2,555,308.00	2,717,697.82 (M)	2,555,308.00	162,389.82	





SUPPLEMENTAL SCHEDULE 1

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DETAIL SCHEDULE OF ASSET HOLDINGS-REVALUED COST

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INDIANA AREA UFCW & RFE CONS

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UNITS DESCRIPTION	BOOK VALUE	MARKET VALUE	REVALUED COST	UNREALIZED GAIN/LOSS	ACCRUED INCOME
3757,448.720 JENNISON US SMALL CAP EQUITY ASSET # 998162671 ACCOUNT 20-20-220-0701594	6,000,006.84	6,379,922.48 (T)	6,000,006.84	379,915.64	
77,014.191 S&P MIDCAP INDEX(CM17) ASSET # 998162689 ACCOUNT 20-20-220-0701593	6,416,051.28	6,982,799.68 (T)	6,416,051.28	566,748.40	
TOTAL VALUE OF INTEREST IN CTF'S	104,056,874.32	91,887,499.14	81,740,604.12	10,146,895.02	1.51
VALUE OF INTEREST IN REGISTERED INV CO					
371,035.326 LOOMIS SAYLES GLOBAL BOND FUND OPEN-END FUND INSTL CL ASSET # 543495782 ACCOUNT 20-20-220-0701571	5,969,781.57	5,929,144.51 (M)	5,025,455.47	903,689.04	
695,766.301 PIMCO FUNDS-TOTAL RETURN FUND OPEN-END FUND INSTL CL ASSET # 693390700 ACCOUNT 20-20-220-0701564	7,383,511.91	7,514,276.05 (M)	7,075,351.64	438,924.41	24,055.68
706,207.796 PIMCO REAL RETURN FUND OPEN-END FUND INSTL CL ASSET # 693391104 ACCOUNT 20-20-220-0701587	7,822,203.46	7,619,982.12 (M)	6,706,967.55	913,014.57	112,439.25
1256,694.631 PIMCO ALL ASSET FUND OPEN-END FUND INSTL CL ASSET # 722005626 ACCOUNT 20-20-220-0701574	15,573,035.33	14,439,421.31 (M)	12,784,515.83	1,654,905.48	658,549.16
974,728.824 PIMCO INVESTMENT GRADE CORP BOND OPEN-END FUND INSTL CL ASSET # 722005816 ACCOUNT 20-20-220-0701589	9,571,507.44	10,653,786.05 (M)	9,571,507.44	1,082,278.61	62,305.11

RPT# 1754

DETAIL SCHEDULE OF ASSET HOLDINGS-REVALUED COST

AS OF 12/31/09

ACCOUNT

INDIANA AREA UFCW & RFE CONS

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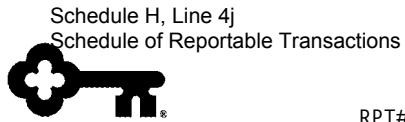
UNITS DESCRIPTION	BOOK VALUE	MARKET VALUE	REVALUED COST	UNREALIZED GAIN/LOSS	ACCRUED INCOME
TOTAL VALUE OF INTEREST IN REGISTERED	46,320,039.71	46,156,610.04	41,163,797.93	4,992,812.11	857,349.20

TOTAL INVESTMENTS

200,658,065.44 200,658,065.44 186,281,442.46 14,376,622.98

ⓘ 715,035.98 Interest-bearing cash
 ⓘ 10,058,484.77 Corporate debt instruments
 ⓘ 245,788.20 Corporate stocks - Preferred
 ⓘ ⓘ 27,454,718.40 Partnership/joint venture interest
 ⓘ 6,255,463.27 103-12 investment entities
 ⓘ ⓘ 82,170,217.02 Registered investment companies
 ⓘ 5,848,760.67 Other
 ⓘ 67,909,597.13 Common/collective trusts
 200,658,065.44 Total investments





SUPPLEMENTAL SCHEDULE 2

01-040

RPT# 1770 5% REPORT BY ASSET-SINGLE TRANSACTION
01/01/09 THROUGH 12/31/09

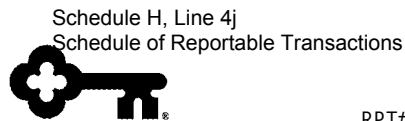
ACCOUNT INDIANA AREA UFCW & RFE CONS VALUATION 188,915,692.80 THRESHOLD 9,445,784.64

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ASSET DESCRIPTION	TRAN TYPE	SETTLE DATE	SHARES/ UNITS	PURCHASE/SALE COST/PROCEEDS	BROKER COMMISSION	OTHER EXPENSE	COST OF ASSET	PREVIOUS ANNUAL MARKET	NET GAIN/LOSS
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N O A C T I V I T Y T H I S P E R I O D





SUPPLEMENTAL SCHEDULE 2

01-040

RPT# 1772

5% REPORT BY ASSET-AGGREGATE TRANSACTIONS

01/01/09 THROUGH 12/31/09

ACCOUNT

INDIANA AREA UFCW & RFE CONS

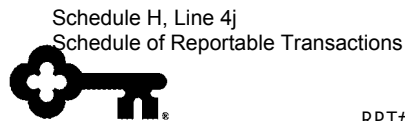
VALUATION

188,915,692.80

PAGE 566

THRESHOLD 9,445,784.64

BROKER/PARTY ASSET DESCRIPTION	TRAN TYPE	SETTLE DATE	SHARES/ UNITS	PURCHASE/SALE COST/PROCEEDS	BROKER COMMISSION	OTHER EXPENSE	COST OF ASSET	PREVIOUS ANNUAL MARKET	NET GAIN/LOSS
PIMCO FUNDS-TOTAL RETURN FUND OPEN-END FUND INSTL CL	SAL	01/29/09	489,236.791	5,000,000.00	.00	.00	5,194,009.95	4,960,861.06	39,138.94
	SAL	01/30/09	108,055.010	1,100,000.00	.00	.00	1,147,172.10	1,095,677.80	4,322.20
	PUR	02/03/09	12,733.481	129,244.83	.00	.00	129,244.83	129,244.83	.00
	SAL	02/27/09	129,870.130	1,300,000.00	.00	.00	1,378,381.68	1,316,891.52	-16,891.52
	PUR	03/03/09	10,672.610	106,832.83	.00	.00	106,832.83	106,832.83	.00
	SAL	03/13/09	401,606.426	4,000,000.00	.00	.00	4,261,066.85	4,072,013.74	-72,013.74
	SAL	03/31/09	108,695.652	1,100,000.00	.00	.00	1,153,267.00	1,102,099.37	-2,099.37
	PUR	04/02/09	8,340.414	84,488.39	.00	.00	84,488.39	84,488.39	.00
	SAL	04/29/09	117,531.832	1,200,000.00	.00	.00	1,246,670.20	1,191,685.40	8,314.60
	PUR	05/04/09	6,928.480	70,809.07	.00	.00	70,809.07	70,809.07	.00
	SAL	05/27/09	106,075.217	1,100,000.00	.00	.00	1,124,918.94	1,075,571.81	24,428.19
	PUR	06/02/09	6,124.948	63,883.21	.00	.00	63,883.21	63,883.21	.00
	PUR	07/02/09	5,656.978	59,115.42	.00	.00	59,115.42	59,115.42	.00
	SAL	07/30/09	473,484.848	5,000,000.00	.00	.00	5,020,460.83	4,802,462.39	197,537.61
	PUR	08/04/09	5,572.547	59,236.17	.00	.00	59,236.17	59,236.17	.00
	PUR	09/02/09	3,339.232	35,996.92	.00	.00	35,996.92	35,996.92	.00
	PUR	10/02/09	3,132.850	34,210.72	.00	.00	34,210.72	34,210.72	.00
	PUR	11/03/09	2,872.694	31,427.27	.00	.00	31,427.27	31,427.27	.00
	PUR	12/02/09	2,306.926	25,468.46	.00	.00	25,468.46	25,468.46	.00
	PUR	12/11/09	1,523.747	16,593.61	.00	.00	16,593.61	16,593.61	.00
	PUR	12/11/09	5,477.799	59,653.23	.00	.00	59,653.23	59,653.23	.00
	PUR	01/05/10	2,227.378	24,055.68	.00	.00	24,055.68	24,055.68	.00
14 PURCHASES FOR			801,015.81	8 SALES FOR	19,800,000.00	ISSUE	AGGREGATE TOTAL	20,601,015.81	
PIMCO INVESTMENT GRADE CORP BOND OPEN-END FUND INSTL CL	PUR	01/30/09	501,504.514	5,000,000.00	.00	.00	5,000,000.00	5,000,000.00	.00
	PUR	02/03/09	237.388	2,366.76	.00	.00	2,366.76	2,366.76	.00
	PUR	03/03/09	2,350.192	22,561.84	.00	.00	22,561.84	22,561.84	.00
	PUR	03/16/09	422,832.981	4,000,000.00	.00	.00	4,000,000.00	4,000,000.00	.00
	PUR	04/02/09	3,477.302	33,590.74	.00	.00	33,590.74	33,590.74	.00
	PUR	05/04/09	4,604.915	45,634.71	.00	.00	45,634.71	45,634.71	.00
	PUR	06/02/09	4,804.261	49,147.59	.00	.00	49,147.59	49,147.59	.00
	PUR	07/02/09	4,660.785	48,425.56	.00	.00	48,425.56	48,425.56	.00
	PUR	08/04/09	4,878.925	52,741.18	.00	.00	52,741.18	52,741.18	.00
	PUR	09/02/09	4,420.105	48,355.95	.00	.00	48,355.95	48,355.95	.00
	PUR	10/02/09	4,826.645	53,913.62	.00	.00	53,913.62	53,913.62	.00
	PUR	11/03/09	5,150.759	57,791.52	.00	.00	57,791.52	57,791.52	.00



SUPPLEMENTAL SCHEDULE 2

01-040

RPT# 1772

5% REPORT BY ASSET-AGGREGATE TRANSACTIONS

01/01/09 THROUGH 12/31/09

ACCOUNT

INDIANA AREA UFCW & RFE CONS

VALUATION

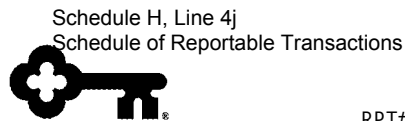
188,915,692.80

PAGE 567

THRESHOLD 9,445,784.64

BROKER/PARTY ASSET DESCRIPTION	TRAN TYPE	SETTLE DATE	SHARES/ UNITS	PURCHASE/SALE COST/PROCEEDS	BROKER COMMISSION	OTHER EXPENSE	COST OF ASSET	PREVIOUS ANNUAL MARKET	NET GAIN/LOSS
PIMCO INVESTMENT GRADE CORP BOND OPEN-END FUND INSTL CL	PUR	12/02/09	4,732.900	53,765.74	.00	.00	53,765.74	53,765.74	.00
	PUR	12/11/09	5,883.152	64,655.84	.00	.00	64,655.84	64,655.84	.00
	PUR	12/11/09	24,316.909	267,242.83	.00	.00	267,242.83	267,242.83	.00
	SAL	12/31/09	29,653.285	325,000.00	.00	.00	290,991.55	290,991.55	34,008.45
	PUR	01/05/10	5,700.376	62,305.11	.00	.00	62,305.11	62,305.11	.00
16 PURCHASES FOR			9,862,498.99	1 SALES FOR	325,000.00	ISSUE	AGGREGATE TOTAL	10,187,498.99	
VICTORY FEDERAL MONEY MKT INVESTOR CLASS	PUR	01/02/09	19.270	19.27	.00	.00	19.27	19.27	.00
	PUR	01/09/09	13.450	13.45	.00	.00	13.45	13.45	.00
	PUR	01/26/09	1,012.000	1,012.00	.00	.00	1,012.00	1,012.00	.00
	PUR	01/29/09	135.090	135.09	.00	.00	135.09	135.09	.00
	PUR	02/02/09	6.150	6.15	.00	.00	6.15	6.15	.00
	PUR	02/09/09	217.160	217.16	.00	.00	217.16	217.16	.00
	PUR	02/10/09	139.690	139.69	.00	.00	139.69	139.69	.00
	SAL	02/10/09	139.690	139.69	.00	.00	139.69	139.69	.00
	PUR	03/02/09	11.300	11.30	.00	.00	11.30	11.30	.00
	PUR	03/09/09	281.330	281.33	.00	.00	281.33	281.33	.00
	PUR	03/10/09	.010	.01	.00	.00	.01	.01	.00
	PUR	04/01/09	13.290	13.29	.00	.00	13.29	13.29	.00
	PUR	04/07/09	591.270	591.27	.00	.00	591.27	591.27	.00
	PUR	04/13/09	2.660	2.66	.00	.00	2.66	2.66	.00
	PUR	04/20/09	1,035.000	1,035.00	.00	.00	1,035.00	1,035.00	.00
	PUR	05/01/09	10.910	10.91	.00	.00	10.91	10.91	.00
	PUR	05/04/09	24,145.270	24,145.27	.00	.00	24,145.27	24,145.27	.00
	PUR	05/07/09	493.240	493.24	.00	.00	493.24	493.24	.00
	PUR	06/01/09	11.450	11.45	.00	.00	11.45	11.45	.00
	PUR	06/09/09	412.590	412.59	.00	.00	412.59	412.59	.00
	PUR	07/01/09	5,202.820	5,202.82	.00	.00	5,202.82	5,202.82	.00
	PUR	07/07/09	2,398,619.710	2,398,619.71	.00	.00	2,398,619.71	2,398,619.71	.00
	PUR	07/08/09	536.120	536.12	.00	.00	536.12	536.12	.00
	PUR	07/22/09	1,674.000	1,674.00	.00	.00	1,674.00	1,674.00	.00
	PUR	07/24/09	30,092.110	30,092.11	.00	.00	30,092.11	30,092.11	.00
	PUR	08/03/09	17.450	17.45	.00	.00	17.45	17.45	.00
	PUR	08/10/09	400.200	400.20	.00	.00	400.20	400.20	.00
	PUR	08/14/09	1,370,707.270	1,370,707.27	.00	.00	1,370,707.27	1,370,707.27	.00
	PUR	09/01/09	28.170	28.17	.00	.00	28.17	28.17	.00





SUPPLEMENTAL SCHEDULE 2

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5% REPORT BY ASSET-AGGREGATE TRANSACTIONS

01/01/09 THROUGH 12/31/09

ACCOUNT

INDIANA AREA UFCW & RFE CONS

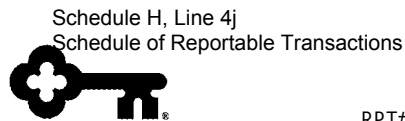
VALUATION

188,915,692.80

PAGE 568

THRESHOLD 9,445,784.64

BROKER/PARTY ASSET DESCRIPTION	TRAN TYPE	SETTLE DATE	SHARES/ UNITS	PURCHASE/SALE COST/PROCEEDS	BROKER COMMISSION	OTHER EXPENSE	COST OF ASSET	PREVIOUS ANNUAL MARKET	NET GAIN/LOSS
VICTORY FEDERAL MONEY MKT INVESTOR CLASS	SAL	09/04/09	3,700,000.000	3,700,000.00	.00	.00	3,700,000.00	3,700,000.00	.00
	PUR	09/09/09	16,553.000	16,553.00	.00	.00	16,553.00	16,553.00	.00
	PUR	09/11/09	3,700,000.000	3,700,000.00	.00	.00	3,700,000.00	3,700,000.00	.00
	SAL	09/14/09	3,700,000.000	3,700,000.00	.00	.00	3,700,000.00	3,700,000.00	.00
	PUR	09/17/09	734,480.520	734,480.52	.00	.00	734,480.52	734,480.52	.00
	PUR	09/18/09	60,000.000	60,000.00	.00	.00	60,000.00	60,000.00	.00
	PUR	09/25/09	1,100,000.000	1,100,000.00	.00	.00	1,100,000.00	1,100,000.00	.00
	SAL	09/29/09	1,100,000.000	1,100,000.00	.00	.00	1,100,000.00	1,100,000.00	.00
	PUR	10/01/09	12.000	12.00	.00	.00	12.00	12.00	.00
	PUR	10/13/09	1.480	1.48	.00	.00	1.48	1.48	.00
	PUR	10/16/09	1,248.000	1,248.00	.00	.00	1,248.00	1,248.00	.00
	PUR	10/23/09	43.510	43.51	.00	.00	43.51	43.51	.00
	PUR	10/26/09	318.000	318.00	.00	.00	318.00	318.00	.00
	PUR	11/02/09	13,247.870	13,247.87	.00	.00	13,247.87	13,247.87	.00
	PUR	11/03/09	2.210	2.21	.00	.00	2.21	2.21	.00
	PUR	11/05/09	853,533.820	853,533.82	.00	.00	853,533.82	853,533.82	.00
	SAL	11/20/09	260,000.000	260,000.00	.00	.00	260,000.00	260,000.00	.00
	PUR	12/01/09	13.670	13.67	.00	.00	13.67	13.67	.00
	SAL	12/14/09	950,000.000	950,000.00	.00	.00	950,000.00	950,000.00	.00
	PUR	12/16/09	571,650.250	571,650.25	.00	.00	571,650.25	571,650.25	.00
	SAL	12/30/09	1,200,000.000	1,200,000.00	.00	.00	1,200,000.00	1,200,000.00	.00
	PUR	12/31/09	326,789.790	326,789.79	.00	.00	326,789.79	326,789.79	.00
44 PURCHASES FOR			11,213,723.10	7 SALES FOR	10,910,139.69	ISSUE	AGGREGATE TOTAL	22,123,862.79	
VICTORY INSTITUTIONAL MONEY MARKET FUND INVESTOR CLASS	PUR	01/02/09	1.130	1.13	.00	.00	1.13	1.13	.00
	PUR	01/02/09	295.920	295.92	.00	.00	295.92	295.92	.00
	PUR	01/02/09	23,684.660	23,684.66	.00	.00	23,684.66	23,684.66	.00
	PUR	01/05/09	25,122.220	25,122.22	.00	.00	25,122.22	25,122.22	.00
	SAL	01/06/09	4,049.550	4,049.55	.00	.00	4,049.55	4,049.55	.00
	SAL	01/06/09	59,991.880	59,991.88	.00	.00	59,991.88	59,991.88	.00
	PUR	01/07/09	28,888.170	28,888.17	.00	.00	28,888.17	28,888.17	.00
	PUR	01/08/09	6,394.190	6,394.19	.00	.00	6,394.19	6,394.19	.00
	SAL	01/08/09	37,414.370	37,414.37	.00	.00	37,414.37	37,414.37	.00
	SAL	01/09/09	62,280.380	62,280.38	.00	.00	62,280.38	62,280.38	.00
	SAL	01/09/09	31,491.380	31,491.38	.00	.00	31,491.38	31,491.38	.00
	PUR	01/12/09	44,624.380	44,624.38	.00	.00	44,624.38	44,624.38	.00



SUPPLEMENTAL SCHEDULE 2

01-040

RPT# 1772

5% REPORT BY ASSET-AGGREGATE TRANSACTIONS

01/01/09 THROUGH 12/31/09

ACCOUNT

INDIANA AREA UFCW & RFE CONS

VALUATION

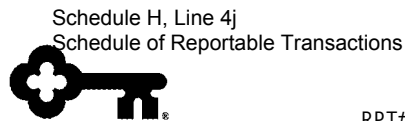
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PAGE 569

THRESHOLD 9,445,784.64

BROKER/PARTY ASSET DESCRIPTION	TRAN TYPE	SETTLE DATE	SHARES/ UNITS	PURCHASE/SALE COST/PROCEEDS	BROKER COMMISSION	OTHER EXPENSE	COST OF ASSET	PREVIOUS ANNUAL MARKET	NET GAIN/LOSS
VICTORY INSTITUTIONAL MONEY MARKET FUND INVESTOR CLASS	SAL	01/12/09	77,980.110	77,980.11	.00	.00	77,980.11	77,980.11	.00
	PUR	01/13/09	9,762.640	9,762.64	.00	.00	9,762.64	9,762.64	.00
	SAL	01/13/09	14,838.640	14,838.64	.00	.00	14,838.64	14,838.64	.00
	PUR	01/14/09	10,741.360	10,741.36	.00	.00	10,741.36	10,741.36	.00
	SAL	01/15/09	2,879.920	2,879.92	.00	.00	2,879.92	2,879.92	.00
	PUR	01/15/09	48,746.410	48,746.41	.00	.00	48,746.41	48,746.41	.00
	SAL	01/16/09	23,372.150	23,372.15	.00	.00	23,372.15	23,372.15	.00
	SAL	01/16/09	12,216.140	12,216.14	.00	.00	12,216.14	12,216.14	.00
	PUR	01/21/09	454.690	454.69	.00	.00	454.69	454.69	.00
	PUR	01/21/09	1,601.610	1,601.61	.00	.00	1,601.61	1,601.61	.00
	SAL	01/22/09	5,672.160	5,672.16	.00	.00	5,672.16	5,672.16	.00
	SAL	01/23/09	36,287.670	36,287.67	.00	.00	36,287.67	36,287.67	.00
	SAL	01/23/09	8,862.790	8,862.79	.00	.00	8,862.79	8,862.79	.00
	SAL	01/26/09	21,696.040	21,696.04	.00	.00	21,696.04	21,696.04	.00
	PUR	01/26/09	2,178.320	2,178.32	.00	.00	2,178.32	2,178.32	.00
	PUR	01/27/09	8,554.440	8,554.44	.00	.00	8,554.44	8,554.44	.00
	PUR	01/27/09	1,377.150	1,377.15	.00	.00	1,377.15	1,377.15	.00
	SAL	01/28/09	5,025.960	5,025.96	.00	.00	5,025.96	5,025.96	.00
	PUR	01/28/09	41,817.270	41,817.27	.00	.00	41,817.27	41,817.27	.00
	PUR	01/29/09	7,172.780	7,172.78	.00	.00	7,172.78	7,172.78	.00
	PUR	01/30/09	66,717.590	66,717.59	.00	.00	66,717.59	66,717.59	.00
	SAL	01/30/09	23,893.750	23,893.75	.00	.00	23,893.75	23,893.75	.00
	PUR	02/02/09	50,486.290	50,486.29	.00	.00	50,486.29	50,486.29	.00
	SAL	02/02/09	48,471.380	48,471.38	.00	.00	48,471.38	48,471.38	.00
	PUR	02/02/09	1.060	1.06	.00	.00	1.06	1.06	.00
	SAL	02/03/09	22,413.550	22,413.55	.00	.00	22,413.55	22,413.55	.00
	SAL	02/03/09	13,172.720	13,172.72	.00	.00	13,172.72	13,172.72	.00
	PUR	02/04/09	25,523.370	25,523.37	.00	.00	25,523.37	25,523.37	.00
	PUR	02/04/09	37,840.710	37,840.71	.00	.00	37,840.71	37,840.71	.00
	PUR	02/05/09	26,934.370	26,934.37	.00	.00	26,934.37	26,934.37	.00
	PUR	02/06/09	9,233.500	9,233.50	.00	.00	9,233.50	9,233.50	.00
	PUR	02/06/09	50,292.530	50,292.53	.00	.00	50,292.53	50,292.53	.00
	SAL	02/09/09	39,694.700	39,694.70	.00	.00	39,694.70	39,694.70	.00
	SAL	02/09/09	45,960.750	45,960.75	.00	.00	45,960.75	45,960.75	.00
	SAL	02/10/09	20,014.280	20,014.28	.00	.00	20,014.28	20,014.28	.00
	PUR	02/11/09	69,327.210	69,327.21	.00	.00	69,327.21	69,327.21	.00
	SAL	02/12/09	13,866.820	13,866.82	.00	.00	13,866.82	13,866.82	.00





SUPPLEMENTAL SCHEDULE 2

01-040

RPT# 1772

5% REPORT BY ASSET-AGGREGATE TRANSACTIONS

01/01/09 THROUGH 12/31/09

ACCOUNT

INDIANA AREA UFCW & RFE CONS

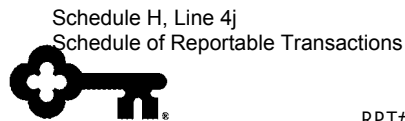
VALUATION

188,915,692.80

PAGE 570
THRESHOLD

9,445,784.64

BROKER/PARTY ASSET DESCRIPTION	TRAN TYPE	SETTLE DATE	SHARES/ UNITS	PURCHASE/SALE COST/PROCEEDS	BROKER COMMISSION	OTHER EXPENSE	COST OF ASSET	PREVIOUS ANNUAL MARKET	NET GAIN/LOSS
VICTORY INSTITUTIONAL MONEY MARKET FUND INVESTOR CLASS	PUR	02/13/09	7,731.250	7,731.25	.00	.00	7,731.25	7,731.25	.00
	PUR	02/13/09	19,622.670	19,622.67	.00	.00	19,622.67	19,622.67	.00
	PUR	02/17/09	3,078.940	3,078.94	.00	.00	3,078.94	3,078.94	.00
	SAL	02/17/09	6,480.840	6,480.84	.00	.00	6,480.84	6,480.84	.00
	PUR	02/18/09	32,957.400	32,957.40	.00	.00	32,957.40	32,957.40	.00
	PUR	02/18/09	4,634.930	4,634.93	.00	.00	4,634.93	4,634.93	.00
	SAL	02/19/09	9,045.250	9,045.25	.00	.00	9,045.25	9,045.25	.00
	PUR	02/19/09	26,968.880	26,968.88	.00	.00	26,968.88	26,968.88	.00
	SAL	02/20/09	17,840.730	17,840.73	.00	.00	17,840.73	17,840.73	.00
	SAL	02/20/09	22,461.680	22,461.68	.00	.00	22,461.68	22,461.68	.00
	PUR	02/23/09	12,374.000	12,374.00	.00	.00	12,374.00	12,374.00	.00
	SAL	02/23/09	41,756.600	41,756.60	.00	.00	41,756.60	41,756.60	.00
	SAL	02/24/09	17,338.360	17,338.36	.00	.00	17,338.36	17,338.36	.00
	PUR	02/25/09	13,478.460	13,478.46	.00	.00	13,478.46	13,478.46	.00
	PUR	02/25/09	36,323.560	36,323.56	.00	.00	36,323.56	36,323.56	.00
	PUR	02/26/09	22,382.120	22,382.12	.00	.00	22,382.12	22,382.12	.00
	PUR	02/27/09	60,080.040	60,080.04	.00	.00	60,080.04	60,080.04	.00
	SAL	02/27/09	24,900.160	24,900.16	.00	.00	24,900.16	24,900.16	.00
	PUR	03/02/09	13,329.280	13,329.28	.00	.00	13,329.28	13,329.28	.00
	PUR	03/02/09	.870	.87	.00	.00	.87	.87	.00
	PUR	03/02/09	78,677.400	78,677.40	.00	.00	78,677.40	78,677.40	.00
	SAL	03/03/09	42,666.150	42,666.15	.00	.00	42,666.15	42,666.15	.00
	PUR	03/03/09	28,106.330	28,106.33	.00	.00	28,106.33	28,106.33	.00
	SAL	03/04/09	29,308.360	29,308.36	.00	.00	29,308.36	29,308.36	.00
	PUR	03/05/09	12,297.010	12,297.01	.00	.00	12,297.01	12,297.01	.00
	SAL	03/05/09	82,477.280	82,477.28	.00	.00	82,477.28	82,477.28	.00
	PUR	03/06/09	25,383.740	25,383.74	.00	.00	25,383.74	25,383.74	.00
	SAL	03/06/09	25,725.540	25,725.54	.00	.00	25,725.54	25,725.54	.00
	SAL	03/09/09	16,845.120	16,845.12	.00	.00	16,845.12	16,845.12	.00
	SAL	03/09/09	33,882.310	33,882.31	.00	.00	33,882.31	33,882.31	.00
	SAL	03/10/09	11,828.790	11,828.79	.00	.00	11,828.79	11,828.79	.00
	PUR	03/11/09	29,545.550	29,545.55	.00	.00	29,545.55	29,545.55	.00
	SAL	03/11/09	51,725.830	51,725.83	.00	.00	51,725.83	51,725.83	.00
	PUR	03/12/09	12,238.950	12,238.95	.00	.00	12,238.95	12,238.95	.00
	SAL	03/13/09	43,446.900	43,446.90	.00	.00	43,446.90	43,446.90	.00
	PUR	03/16/09	286.000	286.00	.00	.00	286.00	286.00	.00
	PUR	03/16/09	14,806.050	14,806.05	.00	.00	14,806.05	14,806.05	.00



SUPPLEMENTAL SCHEDULE 2

01-040

RPT# 1772

5% REPORT BY ASSET-AGGREGATE TRANSACTIONS

01/01/09 THROUGH 12/31/09

ACCOUNT

INDIANA AREA UFCW & RFE CONS

VALUATION

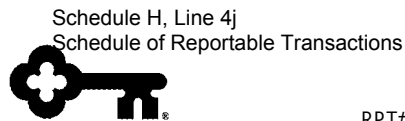
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PAGE 571

THRESHOLD 9,445,784.64

BROKER/PARTY ASSET DESCRIPTION	TRAN TYPE	SETTLE DATE	SHARES/ UNITS	PURCHASE/SALE COST/PROCEEDS	BROKER COMMISSION	OTHER EXPENSE	COST OF ASSET	PREVIOUS ANNUAL MARKET	NET GAIN/LOSS
VICTORY INSTITUTIONAL MONEY MARKET FUND INVESTOR CLASS	SAL	03/17/09	10,557.690	10,557.69	.00	.00	10,557.69	10,557.69	.00
	PUR	03/18/09	34,791.570	34,791.57	.00	.00	34,791.57	34,791.57	.00
	PUR	03/19/09	29,327.500	29,327.50	.00	.00	29,327.50	29,327.50	.00
	SAL	03/20/09	108,693.770	108,693.77	.00	.00	108,693.77	108,693.77	.00
	SAL	03/20/09	34,356.920	34,356.92	.00	.00	34,356.92	34,356.92	.00
	PUR	03/23/09	9,044.630	9,044.63	.00	.00	9,044.63	9,044.63	.00
	SAL	03/23/09	50,249.790	50,249.79	.00	.00	50,249.79	50,249.79	.00
	PUR	03/24/09	84,211.520	84,211.52	.00	.00	84,211.52	84,211.52	.00
	PUR	03/24/09	5,809.930	5,809.93	.00	.00	5,809.93	5,809.93	.00
	PUR	03/25/09	17,537.750	17,537.75	.00	.00	17,537.75	17,537.75	.00
	SAL	03/25/09	14,120.630	14,120.63	.00	.00	14,120.63	14,120.63	.00
	SAL	03/27/09	8,783.590	8,783.59	.00	.00	8,783.59	8,783.59	.00
	SAL	03/30/09	71,183.820	71,183.82	.00	.00	71,183.82	71,183.82	.00
	SAL	03/31/09	50,665.450	50,665.45	.00	.00	50,665.45	50,665.45	.00
	PUR	03/31/09	105.000	105.00	.00	.00	105.00	105.00	.00
	PUR	04/01/09	677.050	677.05	.00	.00	677.05	677.05	.00
	PUR	04/01/09	.870	.87	.00	.00	.87	.87	.00
	PUR	04/01/09	40,966.050	40,966.05	.00	.00	40,966.05	40,966.05	.00
	SAL	04/02/09	28,868.100	28,868.10	.00	.00	28,868.10	28,868.10	.00
	SAL	04/02/09	12,548.460	12,548.46	.00	.00	12,548.46	12,548.46	.00
	PUR	04/03/09	8,931.150	8,931.15	.00	.00	8,931.15	8,931.15	.00
	PUR	04/03/09	20,662.300	20,662.30	.00	.00	20,662.30	20,662.30	.00
	PUR	04/06/09	9,528.740	9,528.74	.00	.00	9,528.74	9,528.74	.00
	SAL	04/06/09	248.750	248.75	.00	.00	248.75	248.75	.00
	PUR	04/07/09	39,995.990	39,995.99	.00	.00	39,995.99	39,995.99	.00
	PUR	04/08/09	33,149.120	33,149.12	.00	.00	33,149.12	33,149.12	.00
	SAL	04/09/09	25,661.550	25,661.55	.00	.00	25,661.55	25,661.55	.00
	SAL	04/13/09	7,873.240	7,873.24	.00	.00	7,873.24	7,873.24	.00
	SAL	04/13/09	14,333.120	14,333.12	.00	.00	14,333.12	14,333.12	.00
	SAL	04/14/09	28,237.300	28,237.30	.00	.00	28,237.30	28,237.30	.00
	PUR	04/14/09	3,074.540	3,074.54	.00	.00	3,074.54	3,074.54	.00
	SAL	04/15/09	23,155.350	23,155.35	.00	.00	23,155.35	23,155.35	.00
	SAL	04/15/09	32,952.760	32,952.76	.00	.00	32,952.76	32,952.76	.00
	PUR	04/16/09	162.500	162.50	.00	.00	162.50	162.50	.00
	SAL	04/17/09	1,330.110	1,330.11	.00	.00	1,330.11	1,330.11	.00
	SAL	04/17/09	70,605.860	70,605.86	.00	.00	70,605.86	70,605.86	.00
	SAL	04/20/09	7,114.580	7,114.58	.00	.00	7,114.58	7,114.58	.00





SUPPLEMENTAL SCHEDULE 2

01-040

RPT# 1772

5% REPORT BY ASSET-AGGREGATE TRANSACTIONS

01/01/09 THROUGH 12/31/09

ACCOUNT

INDIANA AREA UFCW & RFE CONS

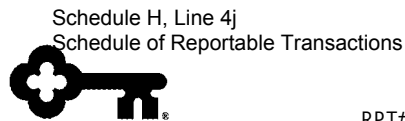
VALUATION

188,915,692.80

PAGE 572

THRESHOLD 9,445,784.64

BROKER/PARTY ASSET DESCRIPTION	TRAN TYPE	SETTLE DATE	SHARES/ UNITS	PURCHASE/SALE COST/PROCEEDS	BROKER COMMISSION	OTHER EXPENSE	COST OF ASSET	PREVIOUS ANNUAL MARKET	NET GAIN/LOSS
VICTORY INSTITUTIONAL MONEY MARKET FUND INVESTOR CLASS	SAL	04/20/09	2,675.490	2,675.49	.00	.00	2,675.49	2,675.49	.00
	PUR	04/21/09	21,915.300	21,915.30	.00	.00	21,915.30	21,915.30	.00
	PUR	04/22/09	13,827.380	13,827.38	.00	.00	13,827.38	13,827.38	.00
	PUR	04/22/09	61,092.220	61,092.22	.00	.00	61,092.22	61,092.22	.00
	SAL	04/23/09	45,679.350	45,679.35	.00	.00	45,679.35	45,679.35	.00
	SAL	04/24/09	12,405.880	12,405.88	.00	.00	12,405.88	12,405.88	.00
	SAL	04/24/09	38,109.690	38,109.69	.00	.00	38,109.69	38,109.69	.00
	PUR	04/27/09	33,143.130	33,143.13	.00	.00	33,143.13	33,143.13	.00
	SAL	04/27/09	7,803.980	7,803.98	.00	.00	7,803.98	7,803.98	.00
	SAL	04/28/09	8,161.030	8,161.03	.00	.00	8,161.03	8,161.03	.00
	SAL	04/29/09	6,292.780	6,292.78	.00	.00	6,292.78	6,292.78	.00
	SAL	04/29/09	49,331.240	49,331.24	.00	.00	49,331.24	49,331.24	.00
	SAL	04/30/09	49,902.650	49,902.65	.00	.00	49,902.65	49,902.65	.00
	PUR	04/30/09	17,527.120	17,527.12	.00	.00	17,527.12	17,527.12	.00
	SAL	05/01/09	23,744.660	23,744.66	.00	.00	23,744.66	23,744.66	.00
	PUR	05/01/09	.670	.67	.00	.00	.67	.67	.00
	SAL	05/01/09	92,300.870	92,300.87	.00	.00	92,300.87	92,300.87	.00
	SAL	05/04/09	89,494.020	89,494.02	.00	.00	89,494.02	89,494.02	.00
	SAL	05/05/09	22,352.870	22,352.87	.00	.00	22,352.87	22,352.87	.00
	PUR	05/05/09	10,305.730	10,305.73	.00	.00	10,305.73	10,305.73	.00
	PUR	05/06/09	70,717.050	70,717.05	.00	.00	70,717.05	70,717.05	.00
	SAL	05/06/09	32,127.080	32,127.08	.00	.00	32,127.08	32,127.08	.00
	SAL	05/07/09	15,831.110	15,831.11	.00	.00	15,831.11	15,831.11	.00
	SAL	05/07/09	4,349.700	4,349.70	.00	.00	4,349.70	4,349.70	.00
	PUR	05/08/09	25,920.030	25,920.03	.00	.00	25,920.03	25,920.03	.00
	SAL	05/11/09	63,215.030	63,215.03	.00	.00	63,215.03	63,215.03	.00
	SAL	05/11/09	71,666.550	71,666.55	.00	.00	71,666.55	71,666.55	.00
	PUR	05/12/09	34,374.870	34,374.87	.00	.00	34,374.87	34,374.87	.00
	SAL	05/12/09	99,832.020	99,832.02	.00	.00	99,832.02	99,832.02	.00
	PUR	05/13/09	144,836.610	144,836.61	.00	.00	144,836.61	144,836.61	.00
	SAL	05/13/09	48,414.980	48,414.98	.00	.00	48,414.98	48,414.98	.00
	PUR	05/14/09	11,215.280	11,215.28	.00	.00	11,215.28	11,215.28	.00
	PUR	05/14/09	14,436.130	14,436.13	.00	.00	14,436.13	14,436.13	.00
	PUR	05/15/09	82,286.540	82,286.54	.00	.00	82,286.54	82,286.54	.00
	PUR	05/15/09	19,640.400	19,640.40	.00	.00	19,640.40	19,640.40	.00
	SAL	05/18/09	27,161.440	27,161.44	.00	.00	27,161.44	27,161.44	.00
	PUR	05/18/09	6,414.980	6,414.98	.00	.00	6,414.98	6,414.98	.00



SUPPLEMENTAL SCHEDULE 2

01-040

RPT# 1772

5% REPORT BY ASSET-AGGREGATE TRANSACTIONS

01/01/09 THROUGH 12/31/09

ACCOUNT

INDIANA AREA UFCW & RFE CONS

VALUATION

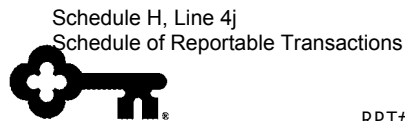
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PAGE 573

THRESHOLD 9,445,784.64

BROKER/PARTY ASSET DESCRIPTION	TRAN TYPE	SETTLE DATE	SHARES/ UNITS	PURCHASE/SALE COST/PROCEEDS	BROKER COMMISSION	OTHER EXPENSE	COST OF ASSET	PREVIOUS ANNUAL MARKET	NET GAIN/LOSS
VICTORY INSTITUTIONAL MONEY MARKET FUND INVESTOR CLASS	SAL	05/19/09	70,857.250	70,857.25	.00	.00	70,857.25	70,857.25	.00
	SAL	05/19/09	18,084.860	18,084.86	.00	.00	18,084.86	18,084.86	.00
	PUR	05/20/09	30,421.140	30,421.14	.00	.00	30,421.14	30,421.14	.00
	PUR	05/20/09	44,904.530	44,904.53	.00	.00	44,904.53	44,904.53	.00
	PUR	05/21/09	34,845.420	34,845.42	.00	.00	34,845.42	34,845.42	.00
	PUR	05/22/09	18,732.910	18,732.91	.00	.00	18,732.91	18,732.91	.00
	SAL	05/26/09	67,050.010	67,050.01	.00	.00	67,050.01	67,050.01	.00
	SAL	05/27/09	163,677.040	163,677.04	.00	.00	163,677.04	163,677.04	.00
	PUR	05/28/09	261.560	261.56	.00	.00	261.56	261.56	.00
	PUR	05/29/09	1,570.530	1,570.53	.00	.00	1,570.53	1,570.53	.00
	PUR	05/29/09	196,478.620	196,478.62	.00	.00	196,478.62	196,478.62	.00
	PUR	06/01/09	55,058.080	55,058.08	.00	.00	55,058.08	55,058.08	.00
	SAL	06/01/09	39,391.180	39,391.18	.00	.00	39,391.18	39,391.18	.00
	PUR	06/01/09	.690	.69	.00	.00	.69	.69	.00
	PUR	06/02/09	34,227.640	34,227.64	.00	.00	34,227.64	34,227.64	.00
	PUR	06/03/09	87,554.590	87,554.59	.00	.00	87,554.59	87,554.59	.00
	PUR	06/03/09	13,424.160	13,424.16	.00	.00	13,424.16	13,424.16	.00
	SAL	06/04/09	26,207.120	26,207.12	.00	.00	26,207.12	26,207.12	.00
	SAL	06/04/09	31,010.450	31,010.45	.00	.00	31,010.45	31,010.45	.00
	SAL	06/05/09	14,012.560	14,012.56	.00	.00	14,012.56	14,012.56	.00
	SAL	06/05/09	7,187.430	7,187.43	.00	.00	7,187.43	7,187.43	.00
	PUR	06/08/09	18,773.720	18,773.72	.00	.00	18,773.72	18,773.72	.00
	PUR	06/08/09	56,538.380	56,538.38	.00	.00	56,538.38	56,538.38	.00
	PUR	06/09/09	33,456.560	33,456.56	.00	.00	33,456.56	33,456.56	.00
	SAL	06/09/09	56,174.860	56,174.86	.00	.00	56,174.86	56,174.86	.00
	PUR	06/10/09	52,902.220	52,902.22	.00	.00	52,902.22	52,902.22	.00
	SAL	06/10/09	29,127.900	29,127.90	.00	.00	29,127.90	29,127.90	.00
	SAL	06/11/09	132,340.510	132,340.51	.00	.00	132,340.51	132,340.51	.00
	PUR	06/11/09	3,045.200	3,045.20	.00	.00	3,045.20	3,045.20	.00
	SAL	06/12/09	139,223.860	139,223.86	.00	.00	139,223.86	139,223.86	.00
	PUR	06/15/09	278,302.090	278,302.09	.00	.00	278,302.09	278,302.09	.00
	SAL	06/15/09	50,952.310	50,952.31	.00	.00	50,952.31	50,952.31	.00
	SAL	06/16/09	24,723.960	24,723.96	.00	.00	24,723.96	24,723.96	.00
	PUR	06/16/09	1,512.810	1,512.81	.00	.00	1,512.81	1,512.81	.00
	PUR	06/17/09	63,859.520	63,859.52	.00	.00	63,859.52	63,859.52	.00
	SAL	06/17/09	32,779.020	32,779.02	.00	.00	32,779.02	32,779.02	.00
	SAL	06/18/09	11,556.930	11,556.93	.00	.00	11,556.93	11,556.93	.00





SUPPLEMENTAL SCHEDULE 2

01-040

RPT# 1772

5% REPORT BY ASSET-AGGREGATE TRANSACTIONS

01/01/09 THROUGH 12/31/09

ACCOUNT

INDIANA AREA UFCW & RFE CONS

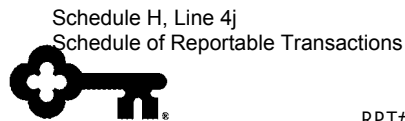
VALUATION

188,915,692.80

PAGE 574
THRESHOLD

9,445,784.64

BROKER/PARTY ASSET DESCRIPTION	TRAN TYPE	SETTLE DATE	SHARES/ UNITS	PURCHASE/SALE COST/PROCEEDS	BROKER COMMISSION	OTHER EXPENSE	COST OF ASSET	PREVIOUS ANNUAL MARKET	NET GAIN/LOSS
VICTORY INSTITUTIONAL MONEY MARKET FUND INVESTOR CLASS	PUR	06/18/09	23,612.720	23,612.72	.00	.00	23,612.72	23,612.72	.00
	SAL	06/19/09	5,416.890	5,416.89	.00	.00	5,416.89	5,416.89	.00
	PUR	06/19/09	16,537.860	16,537.86	.00	.00	16,537.86	16,537.86	.00
	SAL	06/22/09	84,301.150	84,301.15	.00	.00	84,301.15	84,301.15	.00
	PUR	06/22/09	19,565.290	19,565.29	.00	.00	19,565.29	19,565.29	.00
	PUR	06/23/09	4,542.150	4,542.15	.00	.00	4,542.15	4,542.15	.00
	PUR	06/23/09	19,723.040	19,723.04	.00	.00	19,723.04	19,723.04	.00
	SAL	06/24/09	128,024.670	128,024.67	.00	.00	128,024.67	128,024.67	.00
	SAL	06/24/09	4,365.460	4,365.46	.00	.00	4,365.46	4,365.46	.00
	PUR	06/25/09	75,162.870	75,162.87	.00	.00	75,162.87	75,162.87	.00
	SAL	06/26/09	29,030.560	29,030.56	.00	.00	29,030.56	29,030.56	.00
	SAL	06/26/09	20,469.620	20,469.62	.00	.00	20,469.62	20,469.62	.00
	PUR	06/29/09	26,826.220	26,826.22	.00	.00	26,826.22	26,826.22	.00
	SAL	06/29/09	25,390.860	25,390.86	.00	.00	25,390.86	25,390.86	.00
	SAL	06/30/09	7,197.720	7,197.72	.00	.00	7,197.72	7,197.72	.00
	PUR	06/30/09	46,604.910	46,604.91	.00	.00	46,604.91	46,604.91	.00
	SAL	07/01/09	26,153.110	26,153.11	.00	.00	26,153.11	26,153.11	.00
	PUR	07/01/09	.920	.92	.00	.00	.92	.92	.00
	PUR	07/01/09	65,081.180	65,081.18	.00	.00	65,081.18	65,081.18	.00
	SAL	07/02/09	158,502.780	158,502.78	.00	.00	158,502.78	158,502.78	.00
	SAL	07/02/09	12,198.570	12,198.57	.00	.00	12,198.57	12,198.57	.00
	SAL	07/06/09	7,511.160	7,511.16	.00	.00	7,511.16	7,511.16	.00
	SAL	07/06/09	12,220.840	12,220.84	.00	.00	12,220.84	12,220.84	.00
	PUR	07/07/09	9,409.620	9,409.62	.00	.00	9,409.62	9,409.62	.00
	SAL	07/08/09	17,075.140	17,075.14	.00	.00	17,075.14	17,075.14	.00
	PUR	07/08/09	39,783.510	39,783.51	.00	.00	39,783.51	39,783.51	.00
	PUR	07/09/09	65,282.450	65,282.45	.00	.00	65,282.45	65,282.45	.00
	SAL	07/10/09	15,363.960	15,363.96	.00	.00	15,363.96	15,363.96	.00
	PUR	07/10/09	20,194.850	20,194.85	.00	.00	20,194.85	20,194.85	.00
	PUR	07/13/09	6,676.190	6,676.19	.00	.00	6,676.19	6,676.19	.00
	PUR	07/13/09	21,081.960	21,081.96	.00	.00	21,081.96	21,081.96	.00
	PUR	07/14/09	147,753.730	147,753.73	.00	.00	147,753.73	147,753.73	.00
	SAL	07/14/09	17,314.910	17,314.91	.00	.00	17,314.91	17,314.91	.00
	PUR	07/15/09	4,482.630	4,482.63	.00	.00	4,482.63	4,482.63	.00
	PUR	07/15/09	126,181.280	126,181.28	.00	.00	126,181.28	126,181.28	.00
	PUR	07/16/09	28,523.550	28,523.55	.00	.00	28,523.55	28,523.55	.00
	PUR	07/16/09	2,081.420	2,081.42	.00	.00	2,081.42	2,081.42	.00



SUPPLEMENTAL SCHEDULE 2

01-040

RPT# 1772

5% REPORT BY ASSET-AGGREGATE TRANSACTIONS

01/01/09 THROUGH 12/31/09

ACCOUNT

INDIANA AREA UFCW & RFE CONS

VALUATION

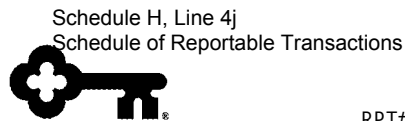
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PAGE 575

THRESHOLD 9,445,784.64

BROKER/PARTY ASSET DESCRIPTION	TRAN TYPE	SETTLE DATE	SHARES/ UNITS	PURCHASE/SALE COST/PROCEEDS	BROKER COMMISSION	OTHER EXPENSE	COST OF ASSET	PREVIOUS ANNUAL MARKET	NET GAIN/LOSS
VICTORY INSTITUTIONAL MONEY MARKET FUND INVESTOR CLASS	PUR	07/17/09	77,826.560	77,826.56	.00	.00	77,826.56	77,826.56	.00
	PUR	07/20/09	44,391.630	44,391.63	.00	.00	44,391.63	44,391.63	.00
	SAL	07/21/09	55,527.720	55,527.72	.00	.00	55,527.72	55,527.72	.00
	SAL	07/22/09	70,943.450	70,943.45	.00	.00	70,943.45	70,943.45	.00
	SAL	07/22/09	54,299.910	54,299.91	.00	.00	54,299.91	54,299.91	.00
	PUR	07/23/09	31,637.240	31,637.24	.00	.00	31,637.24	31,637.24	.00
	SAL	07/24/09	48,787.400	48,787.40	.00	.00	48,787.40	48,787.40	.00
	SAL	07/24/09	30,092.110	30,092.11	.00	.00	30,092.11	30,092.11	.00
	PUR	07/27/09	23,872.120	23,872.12	.00	.00	23,872.12	23,872.12	.00
	SAL	07/27/09	95,825.410	95,825.41	.00	.00	95,825.41	95,825.41	.00
	PUR	07/28/09	18,284.390	18,284.39	.00	.00	18,284.39	18,284.39	.00
	PUR	07/28/09	68,644.950	68,644.95	.00	.00	68,644.95	68,644.95	.00
	SAL	07/29/09	16,778.820	16,778.82	.00	.00	16,778.82	16,778.82	.00
	PUR	07/30/09	25,358.170	25,358.17	.00	.00	25,358.17	25,358.17	.00
	PUR	07/30/09	28,390.420	28,390.42	.00	.00	28,390.42	28,390.42	.00
	SAL	07/31/09	60,878.560	60,878.56	.00	.00	60,878.56	60,878.56	.00
	PUR	07/31/09	3,489.910	3,489.91	.00	.00	3,489.91	3,489.91	.00
	SAL	08/03/09	7,926.890	7,926.89	.00	.00	7,926.89	7,926.89	.00
	PUR	08/03/09	92.570	92.57	.00	.00	92.57	92.57	.00
	PUR	08/03/09	1.030	1.03	.00	.00	1.03	1.03	.00
	PUR	08/04/09	19,337.940	19,337.94	.00	.00	19,337.94	19,337.94	.00
	SAL	08/04/09	14,607.750	14,607.75	.00	.00	14,607.75	14,607.75	.00
	SAL	08/05/09	126,253.190	126,253.19	.00	.00	126,253.19	126,253.19	.00
	SAL	08/06/09	4,603.640	4,603.64	.00	.00	4,603.64	4,603.64	.00
	PUR	08/06/09	6,288.870	6,288.87	.00	.00	6,288.87	6,288.87	.00
	PUR	08/07/09	666.990	666.99	.00	.00	666.99	666.99	.00
	SAL	08/07/09	54,833.160	54,833.16	.00	.00	54,833.16	54,833.16	.00
	PUR	08/10/09	104,607.550	104,607.55	.00	.00	104,607.55	104,607.55	.00
	SAL	08/11/09	88,050.630	88,050.63	.00	.00	88,050.63	88,050.63	.00
	PUR	08/11/09	22,948.760	22,948.76	.00	.00	22,948.76	22,948.76	.00
	SAL	08/12/09	92,292.350	92,292.35	.00	.00	92,292.35	92,292.35	.00
	PUR	08/12/09	149,424.590	149,424.59	.00	.00	149,424.59	149,424.59	.00
	PUR	08/13/09	146,176.470	146,176.47	.00	.00	146,176.47	146,176.47	.00
	SAL	08/13/09	9,514.590	9,514.59	.00	.00	9,514.59	9,514.59	.00
	PUR	08/14/09	1,701.310	1,701.31	.00	.00	1,701.31	1,701.31	.00
	SAL	08/14/09	197,245.570	197,245.57	.00	.00	197,245.57	197,245.57	.00
	PUR	08/17/09	112,659.030	112,659.03	.00	.00	112,659.03	112,659.03	.00





SUPPLEMENTAL SCHEDULE 2

01-040

RPT# 1772

5% REPORT BY ASSET-AGGREGATE TRANSACTIONS

01/01/09 THROUGH 12/31/09

ACCOUNT

INDIANA AREA UFCW & RFE CONS

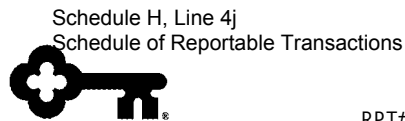
VALUATION

188,915,692.80

PAGE 576

THRESHOLD 9,445,784.64

BROKER/PARTY ASSET DESCRIPTION	TRAN TYPE	SETTLE DATE	SHARES/ UNITS	PURCHASE/SALE COST/PROCEEDS	BROKER COMMISSION	OTHER EXPENSE	COST OF ASSET	PREVIOUS ANNUAL MARKET	NET GAIN/LOSS
VICTORY INSTITUTIONAL MONEY MARKET FUND INVESTOR CLASS	PUR	08/17/09	1,256.250	1,256.25	.00	.00	1,256.25	1,256.25	.00
	PUR	08/18/09	31,045.540	31,045.54	.00	.00	31,045.54	31,045.54	.00
	PUR	08/19/09	4,101.620	4,101.62	.00	.00	4,101.62	4,101.62	.00
	PUR	08/19/09	8,578.480	8,578.48	.00	.00	8,578.48	8,578.48	.00
	PUR	08/19/09	3.000	3.00	.00	.00	3.00	3.00	.00
	PUR	08/20/09	2,988.120	2,988.12	.00	.00	2,988.12	2,988.12	.00
	SAL	08/20/09	47,473.220	47,473.22	.00	.00	47,473.22	47,473.22	.00
	SAL	08/21/09	22,904.750	22,904.75	.00	.00	22,904.75	22,904.75	.00
	SAL	08/24/09	57,696.360	57,696.36	.00	.00	57,696.36	57,696.36	.00
	PUR	08/25/09	86,979.220	86,979.22	.00	.00	86,979.22	86,979.22	.00
	SAL	08/26/09	54,933.480	54,933.48	.00	.00	54,933.48	54,933.48	.00
	SAL	08/27/09	100,097.090	100,097.09	.00	.00	100,097.09	100,097.09	.00
	PUR	08/28/09	60,676.730	60,676.73	.00	.00	60,676.73	60,676.73	.00
	PUR	08/28/09	72,979.270	72,979.27	.00	.00	72,979.27	72,979.27	.00
	SAL	08/31/09	18,650.680	18,650.68	.00	.00	18,650.68	18,650.68	.00
	SAL	08/31/09	17,987.500	17,987.50	.00	.00	17,987.50	17,987.50	.00
	PUR	09/01/09	26,510.200	26,510.20	.00	.00	26,510.20	26,510.20	.00
	PUR	09/01/09	989.790	989.79	.00	.00	989.79	989.79	.00
	PUR	09/01/09	.950	.95	.00	.00	.95	.95	.00
	PUR	09/03/09	17,221.210	17,221.21	.00	.00	17,221.21	17,221.21	.00
	PUR	09/04/09	15,171.350	15,171.35	.00	.00	15,171.35	15,171.35	.00
	SAL	09/04/09	1,354.930	1,354.93	.00	.00	1,354.93	1,354.93	.00
	PUR	09/08/09	31,917.810	31,917.81	.00	.00	31,917.81	31,917.81	.00
	PUR	09/09/09	7,736.250	7,736.25	.00	.00	7,736.25	7,736.25	.00
	SAL	09/09/09	36,598.160	36,598.16	.00	.00	36,598.16	36,598.16	.00
	PUR	09/10/09	324.500	324.50	.00	.00	324.50	324.50	.00
	PUR	09/11/09	3,945.860	3,945.86	.00	.00	3,945.86	3,945.86	.00
	SAL	09/11/09	27,095.450	27,095.45	.00	.00	27,095.45	27,095.45	.00
	SAL	09/14/09	75,936.460	75,936.46	.00	.00	75,936.46	75,936.46	.00
	PUR	09/14/09	71.500	71.50	.00	.00	71.50	71.50	.00
	SAL	09/15/09	14,682.690	14,682.69	.00	.00	14,682.69	14,682.69	.00
	SAL	09/15/09	5,183.180	5,183.18	.00	.00	5,183.18	5,183.18	.00
	PUR	09/16/09	121,696.670	121,696.67	.00	.00	121,696.67	121,696.67	.00
	SAL	09/16/09	13,081.160	13,081.16	.00	.00	13,081.16	13,081.16	.00
	PUR	09/17/09	1,810.870	1,810.87	.00	.00	1,810.87	1,810.87	.00
	SAL	09/17/09	8,637.640	8,637.64	.00	.00	8,637.64	8,637.64	.00
	SAL	09/18/09	8,527.360	8,527.36	.00	.00	8,527.36	8,527.36	.00



SUPPLEMENTAL SCHEDULE 2

01-040

RPT# 1772

5% REPORT BY ASSET-AGGREGATE TRANSACTIONS

01/01/09 THROUGH 12/31/09

ACCOUNT

INDIANA AREA UFCW & RFE CONS

VALUATION

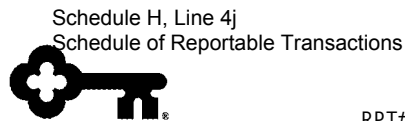
188,915,692.80

PAGE 577
THRESHOLD

9,445,784.64

BROKER/PARTY ASSET DESCRIPTION	TRAN TYPE	SETTLE DATE	SHARES/ UNITS	PURCHASE/SALE COST/PROCEEDS	BROKER COMMISSION	OTHER EXPENSE	COST OF ASSET	PREVIOUS ANNUAL MARKET	NET GAIN/LOSS
VICTORY INSTITUTIONAL MONEY MARKET FUND INVESTOR CLASS	PUR	09/18/09	24,334.600	24,334.60	.00	.00	24,334.60	24,334.60	.00
	SAL	09/21/09	7,901.610	7,901.61	.00	.00	7,901.61	7,901.61	.00
	PUR	09/21/09	106,756.670	106,756.67	.00	.00	106,756.67	106,756.67	.00
	PUR	09/22/09	56,048.570	56,048.57	.00	.00	56,048.57	56,048.57	.00
	SAL	09/22/09	11,760.610	11,760.61	.00	.00	11,760.61	11,760.61	.00
	PUR	09/23/09	11,492.030	11,492.03	.00	.00	11,492.03	11,492.03	.00
	SAL	09/24/09	46,817.050	46,817.05	.00	.00	46,817.05	46,817.05	.00
	PUR	09/25/09	73,394.860	73,394.86	.00	.00	73,394.86	73,394.86	.00
	SAL	09/25/09	32,129.380	32,129.38	.00	.00	32,129.38	32,129.38	.00
	SAL	09/28/09	85,705.200	85,705.20	.00	.00	85,705.20	85,705.20	.00
	PUR	09/29/09	28,568.540	28,568.54	.00	.00	28,568.54	28,568.54	.00
	SAL	09/30/09	38,295.770	38,295.77	.00	.00	38,295.77	38,295.77	.00
	SAL	09/30/09	198,624.120	198,624.12	.00	.00	198,624.12	198,624.12	.00
	PUR	10/01/09	1,791.290	1,791.29	.00	.00	1,791.29	1,791.29	.00
	PUR	10/01/09	.790	.79	.00	.00	.79	.79	.00
	SAL	10/01/09	278,495.070	278,495.07	.00	.00	278,495.07	278,495.07	.00
	SAL	10/02/09	52,505.860	52,505.86	.00	.00	52,505.86	52,505.86	.00
	PUR	10/02/09	54,173.140	54,173.14	.00	.00	54,173.14	54,173.14	.00
	PUR	10/05/09	2,786,964.160	2,786,964.16	.00	.00	2,786,964.16	2,786,964.16	.00
	PUR	10/05/09	98,200.170	98,200.17	.00	.00	98,200.17	98,200.17	.00
	SAL	10/06/09	35,372.080	35,372.08	.00	.00	35,372.08	35,372.08	.00
	PUR	10/07/09	44,528.270	44,528.27	.00	.00	44,528.27	44,528.27	.00
	PUR	10/07/09	525.750	525.75	.00	.00	525.75	525.75	.00
	SAL	10/08/09	2,786,964.160	2,786,964.16	.00	.00	2,786,964.16	2,786,964.16	.00
	PUR	10/09/09	166.500	166.50	.00	.00	166.50	166.50	.00
	PUR	10/09/09	42,389.070	42,389.07	.00	.00	42,389.07	42,389.07	.00
	PUR	10/13/09	157,981.920	157,981.92	.00	.00	157,981.92	157,981.92	.00
	PUR	10/14/09	27,617.130	27,617.13	.00	.00	27,617.13	27,617.13	.00
	PUR	10/15/09	54,502.920	54,502.92	.00	.00	54,502.92	54,502.92	.00
	PUR	10/15/09	567.000	567.00	.00	.00	567.00	567.00	.00
	SAL	10/16/09	155.420	155.42	.00	.00	155.42	155.42	.00
	SAL	10/16/09	546.710	546.71	.00	.00	546.71	546.71	.00
	SAL	10/19/09	21,142.340	21,142.34	.00	.00	21,142.34	21,142.34	.00
	SAL	10/20/09	31,490.790	31,490.79	.00	.00	31,490.79	31,490.79	.00
	SAL	10/21/09	66,178.640	66,178.64	.00	.00	66,178.64	66,178.64	.00
	SAL	10/22/09	1,478.550	1,478.55	.00	.00	1,478.55	1,478.55	.00
	PUR	10/23/09	25,752.640	25,752.64	.00	.00	25,752.64	25,752.64	.00





SUPPLEMENTAL SCHEDULE 2

01-040

RPT# 1772

5% REPORT BY ASSET-AGGREGATE TRANSACTIONS

01/01/09 THROUGH 12/31/09

ACCOUNT

INDIANA AREA UFCW & RFE CONS

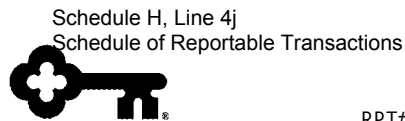
VALUATION

188,915,692.80

PAGE 578

THRESHOLD 9,445,784.64

BROKER/PARTY ASSET DESCRIPTION	TRAN TYPE	SETTLE DATE	SHARES/ UNITS	PURCHASE/SALE COST/PROCEEDS	BROKER COMMISSION	OTHER EXPENSE	COST OF ASSET	PREVIOUS ANNUAL MARKET	NET GAIN/LOSS
VICTORY INSTITUTIONAL MONEY MARKET FUND INVESTOR CLASS	SAL	10/26/09	71,171.940	71,171.94	.00	.00	71,171.94	71,171.94	.00
	PUR	10/27/09	12,849.170	12,849.17	.00	.00	12,849.17	12,849.17	.00
	SAL	10/28/09	26,066.510	26,066.51	.00	.00	26,066.51	26,066.51	.00
	SAL	10/29/09	10,148.650	10,148.65	.00	.00	10,148.65	10,148.65	.00
	PUR	10/30/09	38,453.210	38,453.21	.00	.00	38,453.21	38,453.21	.00
	PUR	11/02/09	14,122.000	14,122.00	.00	.00	14,122.00	14,122.00	.00
	PUR	11/02/09	14.840	14.84	.00	.00	14.84	14.84	.00
	PUR	11/02/09	82.330	82.33	.00	.00	82.33	82.33	.00
	PUR	11/03/09	6,036.050	6,036.05	.00	.00	6,036.05	6,036.05	.00
	PUR	11/04/09	32,235.630	32,235.63	.00	.00	32,235.63	32,235.63	.00
	PUR	11/05/09	29,983.330	29,983.33	.00	.00	29,983.33	29,983.33	.00
	SAL	11/06/09	41,834.850	41,834.85	.00	.00	41,834.85	41,834.85	.00
	SAL	11/09/09	1,220.940	1,220.94	.00	.00	1,220.94	1,220.94	.00
	SAL	11/12/09	91,402.700	91,402.70	.00	.00	91,402.70	91,402.70	.00
	PUR	11/16/09	103,957.950	103,957.95	.00	.00	103,957.95	103,957.95	.00
	PUR	11/17/09	10,851.250	10,851.25	.00	.00	10,851.25	10,851.25	.00
	PUR	11/18/09	33,334.740	33,334.74	.00	.00	33,334.74	33,334.74	.00
	SAL	11/19/09	14,186.250	14,186.25	.00	.00	14,186.25	14,186.25	.00
	SAL	11/20/09	19,272.160	19,272.16	.00	.00	19,272.16	19,272.16	.00
	SAL	11/23/09	44,674.660	44,674.66	.00	.00	44,674.66	44,674.66	.00
	SAL	11/24/09	22,640.160	22,640.16	.00	.00	22,640.16	22,640.16	.00
	PUR	11/25/09	27,969.110	27,969.11	.00	.00	27,969.11	27,969.11	.00
	SAL	11/30/09	168,163.400	168,163.40	.00	.00	168,163.40	168,163.40	.00
	PUR	12/01/09	5,661.360	5,661.36	.00	.00	5,661.36	5,661.36	.00
	PUR	12/01/09	.600	.60	.00	.00	.60	.60	.00
	PUR	12/01/09	12.820	12.82	.00	.00	12.82	12.82	.00
	SAL	12/02/09	99,366.000	99,366.00	.00	.00	99,366.00	99,366.00	.00
	SAL	12/04/09	47,034.530	47,034.53	.00	.00	47,034.53	47,034.53	.00
	PUR	12/08/09	31,396.310	31,396.31	.00	.00	31,396.31	31,396.31	.00
	PUR	12/09/09	88,662.410	88,662.41	.00	.00	88,662.41	88,662.41	.00
	PUR	12/10/09	74,824.970	74,824.97	.00	.00	74,824.97	74,824.97	.00
	PUR	12/11/09	53,615.800	53,615.80	.00	.00	53,615.80	53,615.80	.00
	PUR	12/15/09	24,482.340	24,482.34	.00	.00	24,482.34	24,482.34	.00
	PUR	12/16/09	818.240	818.24	.00	.00	818.24	818.24	.00
	SAL	12/21/09	15,888.470	15,888.47	.00	.00	15,888.47	15,888.47	.00
	PUR	12/21/09	23,942.950	23,942.95	.00	.00	23,942.95	23,942.95	.00
	SAL	12/23/09	137,651.300	137,651.30	.00	.00	137,651.30	137,651.30	.00



SUPPLEMENTAL SCHEDULE 2

01-040

RPT# 1772

5% REPORT BY ASSET-AGGREGATE TRANSACTIONS

01/01/09 THROUGH 12/31/09

ACCOUNT

INDIANA AREA UFCW & RFE CONS

VALUATION

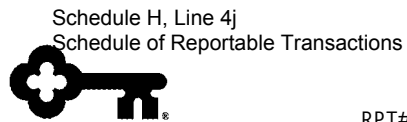
188,915,692.80

PAGE 579
THRESHOLD

9,445,784.64

BROKER/PARTY ASSET DESCRIPTION	TRAN TYPE	SETTLE DATE	SHARES/ UNITS	PURCHASE/SALE COST/PROCEEDS	BROKER COMMISSION	OTHER EXPENSE	COST OF ASSET	PREVIOUS ANNUAL MARKET	NET GAIN/LOSS
VICTORY INSTITUTIONAL MONEY MARKET FUND INVESTOR CLASS	SAL	12/29/09	4,664.580	4,664.58	.00	.00	4,664.58	4,664.58	.00
	PUR	12/31/09	4,239.050	4,239.05	.00	.00	4,239.05	4,239.05	.00
205 PURCHASES FOR			9,347,793.94	179 SALES FOR	10,056,816.62	ISSUE	AGGREGATE TOTAL	19,404,610.56	
COMMON TRUST FUND RECEIVABLE	PUR	09/14/09	3,700,000.000	3,700,000.00	.00	.00	3,700,000.00	3,700,000.00	.00
	SAL	09/22/09	3,700,000.000	3,700,000.00	.00	.00	3,700,000.00	3,700,000.00	.00
	PUR	09/30/09	1,380,970.810	1,380,970.81	.00	.00	1,380,970.81	1,380,970.81	.00
	PUR	09/30/09	6,000,000.000	6,000,000.00	.00	.00	6,000,000.00	6,000,000.00	.00
	PUR	09/30/09	2,800,000.000	2,800,000.00	.00	.00	2,800,000.00	2,800,000.00	.00
	SAL	10/01/09	6,000,000.000	6,000,000.00	.00	.00	6,000,000.00	6,000,000.00	.00
	PUR	10/01/09	6,000,000.000	6,000,000.00	.00	.00	6,000,000.00	6,000,000.00	.00
	PUR	10/05/09	180,000.000	180,000.00	.00	.00	180,000.00	180,000.00	.00
	PUR	10/13/09	24,621.690	24,621.69	.00	.00	24,621.69	24,621.69	.00
	SAL	10/13/09	180,000.000	180,000.00	.00	.00	180,000.00	180,000.00	.00
	SAL	10/16/09	24,621.690	24,621.69	.00	.00	24,621.69	24,621.69	.00
	PUR	11/02/09	1,900,000.000	1,900,000.00	.00	.00	1,900,000.00	1,900,000.00	.00
	SAL	11/09/09	2,800,000.000	2,800,000.00	.00	.00	2,800,000.00	2,800,000.00	.00
	SAL	11/17/09	1,380,970.810	1,380,970.81	.00	.00	1,380,970.81	1,380,970.81	.00
	SAL	12/01/09	6,000,000.000	6,000,000.00	.00	.00	6,000,000.00	6,000,000.00	.00
	PUR	12/14/09	950,000.000	950,000.00	.00	.00	950,000.00	950,000.00	.00
	PUR	10/01/09	2,800,000.000	2,800,000.00	.00	.00	2,800,000.00	2,800,000.00	.00
	PUR	10/01/09	50,000.000	50,000.00	.00	.00	50,000.00	50,000.00	.00
11 PURCHASES FOR			25,785,592.50	7 SALES FOR	20,085,592.50	ISSUE	AGGREGATE TOTAL	45,871,185.00	
GOTTEX MN RO FUND SPC RUN OFF PORTFOLIO 1 06-02-2009	PUR	09/23/09	84,484.220	8,448,422.00	.00	.00	8,448,422.00	8,448,422.00	.00
	SAL	09/24/09	23,986.200	2,398,619.76	.00	.00	2,398,620.00	2,398,620.00	-.24
	SAL	09/24/09	13,569.750	1,370,707.31	.00	.00	1,356,975.00	1,356,975.00	13,732.31
	SAL	09/24/09	7,813.310	794,480.49	.00	.00	781,331.00	781,331.00	13,149.49
	SAL	12/01/09	8,139.900	853,533.63	.00	.00	813,990.00	813,990.00	39,543.63
	SAL	12/17/09	5,421.980	571,650.20	.00	.00	542,198.00	542,198.00	29,452.20
1 PURCHASES FOR			8,448,422.00	5 SALES FOR	5,988,991.39	ISSUE	AGGREGATE TOTAL	14,437,413.39	





SUPPLEMENTAL SCHEDULE 2

01-040

RPT# 1773

5% REPORT BY BROKER-AGGREGATE TRANS FOR SECURITIES

01/01/09 THROUGH 12/31/09

ACCOUNT

INDIANA AREA UFCW & RFE CONS

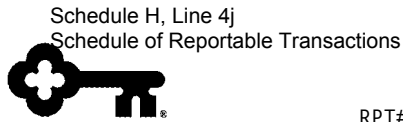
VALUATION

188,915,692.80

PAGE 580
THRESHOLD 9,445,784.64

BROKER/PARTY ASSET DESCRIPTION	TRAN TYPE	SETTLE DATE	SHARES/ UNITS	PURCHASE/SALE COST/PROCEEDS	BROKER COMMISSION	OTHER EXPENSE	COST OF ASSET	PREVIOUS ANNUAL MARKET	NET GAIN/LOSS
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NO ACTIVITY THIS PERIOD



SUPPLEMENTAL SCHEDULE 2

01-040

RPT# 1774 5% REPORT BY BROKER-AGGREGATE TRANS FOR NON SECURITIES

01/01/09 THROUGH 12/31/09

ACCOUNT

INDIANA AREA UFCW & RFE CONS

VALUATION

188,915,692.80

THRESHOLD

PAGE 581

9,445,784.64

BROKER/PARTY ASSET DESCRIPTION	TRAN TYPE	SETTLE DATE	SHARES/ UNITS	PURCHASE/SALE COST/PROCEEDS	BROKER COMMISSION	OTHER EXPENSE	COST OF ASSET	PREVIOUS ANNUAL MARKET	NET GAIN/LOSS
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N O A C T I V I T Y T H I S P E R I O D



**INDIANA AREA UNITED FOOD AND COMMERCIAL
WORKERS UNIONS AND RETAIL FOOD EMPLOYERS
JOINT PENSION PLAN**

FINANCIAL STATEMENTS

DECEMBER 31, 2009

**INDIANA AREA UNITED FOOD AND COMMERCIAL WORKERS UNIONS
AND RETAIL FOOD EMPLOYERS JOINT PENSION PLAN**

FINANCIAL STATEMENTS WITH ADDITIONAL INFORMATION

DECEMBER 31, 2009 AND 2008

CONTENTS

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Report of Independent Auditors	1
Statements of Net Assets Available for Benefits	2
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Notes to Financial Statements	4
	SCHEDULE
Additional Information	
Schedule H, Line 4i- Schedule of Assets (Held at End of Year)	1
Schedule H, Line 4j - Schedule of Reportable Transactions	2

**INDIANA AREA UNITED FOOD AND COMMERCIAL WORKERS UNIONS
AND RETAIL FOOD EMPLOYERS JOINT PENSION PLAN**

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2009 AND 2008

	<u>2009</u>	<u>2008</u>
ASSETS		
INVESTMENTS - at fair value		
Corporate bonds and notes	\$ 10,058,485	\$ 6,867,646
Corporate bonds and notes on loan	-	872,390
Corporate stocks	245,788	5,706,998
Corporate stocks on loan	-	2,771,028
Mutual funds	77,294,909	92,621,673
Collective investment funds	78,633,666	49,294,665
Partnership/joint ventures	33,710,179	29,424,063
Cash equivalents	715,036	1,165,679
	<u>200,658,063</u>	<u>188,724,142</u>
Collateral held for securities on loan	-	3,708,365
Total investments	<u>200,658,063</u>	<u>192,432,507</u>
RECEIVABLES		
Employer contributions	354,420	241,436
Accrued interest and dividends	1,260,351	1,130,196
Due from broker	57,955	252,925
Other	-	1,012
Total receivables	<u>1,672,726</u>	<u>1,625,569</u>
PREPAID EXPENSES	<u>33,149</u>	<u>30,399</u>
CASH	<u>1,839,984</u>	<u>1,971,257</u>
Total assets	<u>204,203,922</u>	<u>196,059,732</u>
LIABILITIES AND NET ASSETS		
LIABILITIES		
Accounts payable and accrued expenses	258,066	331,401
Due to broker	1,015,710	995,793
Liability to return collateral held for securities on loan	<u>-</u>	<u>3,708,365</u>
Total liabilities	<u>1,273,776</u>	<u>5,035,559</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 202,930,146</u>	<u>\$ 191,024,173</u>

See accompanying notes to financial statements.

**INDIANA AREA UNITED FOOD AND COMMERCIAL WORKERS UNIONS
AND RETAIL FOOD EMPLOYERS JOINT PENSION PLAN**

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEARS ENDED DECEMBER 31, 2009 AND 2008

	<u>2009</u>	<u>2008</u>
ADDITIONS		
Investment income (loss)		
Net appreciation (depreciation) in fair value of investments	\$ 21,392,472	\$ (81,106,048)
Dividends	3,492,796	5,229,868
Interest	967,036	1,389,363
Partnership/joint venture interest	543,079	652,676
Commission recapture income	5,050	6,515
Securities lending program - net	2,928	26,359
	<u>26,403,361</u>	<u>(73,801,267)</u>
Less investment expenses	<u>(602,822)</u>	<u>(829,797)</u>
Investment income (loss) - net	25,800,539	(74,631,064)
Employer contributions	4,383,750	2,843,541
Class action litigation proceeds	52,638	18,609
Total additions	<u>30,236,927</u>	<u>(71,768,914)</u>
DEDUCTIONS		
Pension benefits	17,403,657	16,605,001
Administrative expenses	927,297	971,293
Total deductions	<u>18,330,954</u>	<u>17,576,294</u>
NET INCREASE (DECREASE)	11,905,973	(89,345,208)
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year	<u>191,024,173</u>	<u>280,369,381</u>
End of year	<u>\$ 202,930,146</u>	<u>\$ 191,024,173</u>

See accompanying notes to financial statements.

**INDIANA AREA UNITED FOOD AND COMMERCIAL WORKERS UNIONS
AND RETAIL FOOD EMPLOYERS JOINT PENSION PLAN**

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2009 AND 2008

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Method of Accounting - The accompanying financial statements are prepared using the accrual basis of accounting.

New Accounting Pronouncements - During 2009, the Financial Accounting Standards Board (FASB) established the FASB Accounting Standards Codification (ASC) as the official source of authoritative generally accepted accounting principles (GAAP) for all non-governmental entities. The Codification, which changes the referencing of financial standards, supersedes current authoritative guidance and is effective for financial periods ending after September 15, 2009. The Codification is not intended to alter existing GAAP and it is not expected to result in a change in accounting practice for the Plan.

In September 2009, the FASB issued Accounting Standards Update (ASU) No. 2009-12, *Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)*, which amends the *Fair Value Measurements and Disclosures* Topic of the FASB ASC to permit the use of net asset value per share, without further adjustment, to estimate the fair value of investments in investment companies that do not have readily determinable fair values. The net asset value per share must be calculated in a manner consistent with the measurement principles of the *Financial Services - Investment Companies* Topic of the FASB ASC and can be used by investors in investments such as common collective trusts, hedge funds, private equity funds, venture capital funds and real estate funds. If it is probable the investment will be sold for an amount other than net asset value, the investor would be required to estimate the fair value of the investment considering all of the rights and obligations of the investment and any other market available data. In addition, the accounting update requires certain enhanced disclosures for the investments within its scope. The accounting guidance in ASU No. 2009-12 is effective for periods ending after December 15, 2009. The implementation of this guidance did not have an impact on the Plan's financial statements.

Investments - The investments of the Plan are reported at fair value. The fair value of a financial instrument is the amount that would be received to sell that asset (or paid to transfer a liability) in an orderly transaction between market participants at the measurement date (the exit price).

Purchases and sales of the investments are reflected on a trade-date basis.

Dividend income is recorded on the ex dividend date. Interest income and partnership/joint venture interest are recorded on the accrual basis.

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Contributions Receivable - Employer contributions due and not paid prior to the year end are recorded as contributions receivable. An allowance for uncollectible accounts is considered unnecessary and is not provided.

Employer contributions due but not paid as determined by payroll compliance audits are recorded as income as the deficiencies are collected.

Employer withdrawal liability income is recorded as income when the amounts are reasonably determined to be collectible.

Actuarial Present Value of Accumulated Plan Benefits - Accumulated plan benefits are those future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to the service which employees have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries.

Estimates - The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures in the financial statements. Actual results could differ from those estimates.

Reclassifications - Certain reclassifications have been made to prior year amounts to conform to the current year presentation.

Subsequent Events - Subsequent events have been evaluated through October 8, 2010, which is the date the financial statements were available to be issued.

NOTE 2. DESCRIPTION OF THE PLAN

The Plan was established June 1, 1966 as a result of collective bargaining agreements between the union and various employers to provide retirement and disability benefits for eligible participants. The Plan is financed entirely by employer contributions as specified in the collective bargaining agreements. The Plan is a multiemployer defined benefit pension plan and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Under current provisions of the Plan, participants are eligible to retire with a normal pension when they are at least age 60 (age 65 if hired after April 16, 2004) and have at least 5 years of vesting service. The Plan allows for early retirement for participants age 55 with at least 5 years of vesting service. If early retirement is taken, the amount of the monthly benefit is reduced by 1/2 of 1% for each month payments are made before the normal retirement age. Prior to January 1, 2009, participants with five or more years of vesting service could be eligible for disability benefits when permanently or totally disabled. As of January 1, 2009, the disability pension was eliminated.

Employee contributions are not permitted under the Plan.

NOTE 2. DESCRIPTION OF THE PLAN (CONTINUED)

The Plan was amended during 2009 and 2008. Participants should refer to the summary plan description for more complete information.

NOTE 3. PRIORITIES UPON TERMINATION

It is the intent of the Trustees to continue the Plan in full force and effect; however, the right to discontinue the Plan is reserved to the Trustees. Termination shall not permit any part of the Plan assets to be used for or diverted to purposes other than the exclusive benefit of the pensioners, beneficiaries and participants. In the event of termination, the net assets of the Plan will be allocated to pay benefits in priorities as prescribed by ERISA and its related regulations. Whether or not a particular participant will receive full benefits should the Plan terminate at some future time will depend on the sufficiency of the Plan's net assets at that time and the priority of those benefits.

In addition, certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation (PBGC) if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. The PBGC does not guarantee all types of benefits, and the amount of any individual participant's benefit protection is subject to certain limitations, particularly with respect to benefit increases as a result of plan amendments in effect for less than five years. Some benefits may be fully or partially provided for while other benefits may not be provided at all.

NOTE 4. TAX STATUS

The Plan's latest determination letter is dated November 19, 2002, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements under Section 401(a) of the Internal Revenue Code and was, therefore, exempt from federal income taxes under the provisions of Section 501(a). The Plan has been amended since receiving the determination letter. The Plan's administrator and the Plan's counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. They believe that the Plan was qualified and tax-exempt as of the financial statement date.

The Plan files Form 5500, *Annual Return/Report of Employee Benefit Plan*, which is subject to examination by the Internal Revenue Service until the applicable statute of limitation expires.

NOTE 5. ACTUARIAL INFORMATION

Actuarial valuations of the Plan were made by Milliman as of January 1, 2009 and 2008. Information shown in the reports included the following:

	<u>2009</u>	<u>January 1,</u> <u>2008</u>
Actuarial present value of accumulated plan benefits:		
Vested benefits:		
Participants currently receiving payments	\$ 143,798,486	\$ 134,252,524
Other participants	<u>147,411,031</u>	<u>147,348,145</u>
	291,209,517	281,600,669
Nonvested benefits	<u>3,237,458</u>	<u>3,329,163</u>
Total actuarial present value of accumulated plan benefits	<u>\$ 294,446,975</u>	<u>\$ 284,929,832</u>

As reported by the actuary, the changes in the present value of accumulated plan benefits for the year ended December 31, 2008 were as follows:

Actuarial present value of accumulated plan benefits at beginning of year		\$ 284,929,832
Increase (decrease) during the year attributable to:		
Benefits accumulated	\$ 4,552,651	
Increase for interest due to the decrease in the discount period	21,099,757	
Benefits paid	(16,605,001)	
Experience (gains) or losses	<u>469,736</u>	
Net increase		<u>9,517,143</u>
Actuarial present value of accumulated plan benefits at end of year		<u>\$ 294,446,975</u>

The actuarial valuations were prepared using the projected unit credit cost method.

NOTE 5. ACTUARIAL INFORMATION (CONTINUED)

Some of the more significant actuarial assumptions used in the January 1, 2009 and 2008 valuations were:

Mortality rates:

1994 Group Annuity Table for healthy lives; 1994 Group Annuity Table with ages set forward ten years for disabled lives.

Retirement rates:

The retirement rates used in the valuations are derived from an experience study of the Plan for the five plan years ended December 31, 2006 and are as follows:

<u>2009</u>		<u>2008</u>	
<u>Age</u>	<u>Rate</u>	<u>Age</u>	<u>Rate</u>
55-58	10%	55-58	10%
59	15%	59-60	15%
60-61	20%	61	20%
62	35%	62	35%
63	20%	63	20%
64	25%	64	25%
65	35%	65	35%
66-69	40%	66-69	40%
70+	100%	70+	100%

Terminated vested employees are assumed to retire at age 60 or current age with actuarially increased benefits, if older, in both valuations.

Interest rate:

7.50% per annum, compounded annually, net of investment related expenses.

The above actuarial assumptions are based on the presumption that the Plan will continue. If the Plan was to terminate, different actuarial assumptions and other factors might be applicable in determining actuarial results. Pension benefits in excess of the present assets of the Plan are dependent upon contributions received under collective bargaining agreements with employers and income from investments.

Since information on the accumulated plan benefits at December 31, 2009 and the changes therein for the year then ended are not included above, these financial statements do not purport to present a complete presentation of the financial status of the Plan as of December 31, 2009 and the changes in its financial status for the year then ended, but a presentation of the net assets available for benefits and the changes therein as of and for the year ended December 31, 2009. The complete financial status is presented as of December 31, 2008.

NOTE 6. FUNDING POLICY

The participating employers contribute such amounts as specified in their collective bargaining agreements. The contribution rates per hour worked for the last two years range from \$.10 to \$.52.

The Plan's actuary has advised that the minimum funding requirements of ERISA are being met as of January 1, 2009.

NOTE 7. INVESTMENTS

The following summary presents fair value for each of the Plan's investment categories. Investments that represent 5% or more of the Plan's net assets available for benefits are separately identified.

	<u>2009</u>	<u>2008</u>
Corporate bonds and notes	\$ 10,058,485	\$ 7,740,036
Corporate stocks	245,788	8,478,026
Mutual funds:		
Bridgewater All Weather Portfolio, Ltd.	17,735,705	16,184,868
Morgan Stanley Alpha Advantage Fund	10,684,896	8,147,315 *
PIMCO Funds - All Asset Fund	14,439,421	15,510,836
PIMCO Funds - Investment Grade Corporate Bond Fund	10,653,786	-
PIMCO Funds - Real Return Fund	7,619,982 *	10,999,717
PIMCO Funds - Total Return Fund	7,514,276 *	25,891,599
Others	8,646,843	15,887,338
Collective investment funds:		
JP Morgan Special Situation Property Fund	6,695,283 *	12,230,514
TBC Non US Value Equity Fund	16,804,499	11,384,960
TFA International Fund	16,440,984	9,778,266
Others	38,692,900	15,900,925
Partnership/joint ventures:		
Clarion Lion Properties Fund	8,023,238 *	13,262,882
Others	25,686,941	16,161,181
Cash equivalents	715,036	1,165,679
Collateral held for securities on loan - see Note 10	-	3,708,365
Total	<u>\$ 200,658,063</u>	<u>\$ 192,432,507</u>

* not 5%

NOTE 7. INVESTMENTS (CONTINUED)

The Plan's investments including investments bought, sold, as well as held during the year, appreciated (depreciated) in value as follows:

	<u>2009</u>	<u>2008</u>
U.S. Government and Government		
Agency obligations	\$ -	\$ 2,481
Corporate bonds and notes	2,385,797	(3,364,054)
Corporate stocks	2,174,120	(7,653,602)
Mutual funds	11,549,188	(31,962,523)
Collective investment funds	9,059,961	(31,905,221)
Partnership/joint ventures	<u>(3,776,594)</u>	<u>(6,223,129)</u>
Total	<u>\$ 21,392,472</u>	<u>\$ (81,106,048)</u>

NOTE 8. FAIR VALUE MEASUREMENTS

The *Fair Value Measurements and Disclosures* Topic of the FASB Accounting Standards Codification established a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

Basis of Fair Value Measurement

Level 1	Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities
Level 2	Quoted prices in markets that are not considered to be active or financial instruments for which all significant inputs are observable, either directly or indirectly
Level 3	Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable

The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

NOTE 8. FAIR VALUE MEASUREMENTS (CONTINUED)

During 2009, FASB updated its guidance on fair value measurements and disclosures to clarify that for equity and debt securities, *major category* should be defined as major security type, based on the nature and risks of the security. In determining whether disclosure for a particular security type is necessary and whether it is necessary to further separate a particular security type into greater detail, all of the following should be considered: the activity or business sector, vintage, geographic concentration, credit quality, or economic characteristic. Because the requirements of this updated guidance need not be applied retrospectively, the 2008 security types have not been separated into greater detail.

The following tables set forth, by level within the fair value hierarchy, the Plan's investment assets at fair value as of December 31, 2009 and 2008. As required, assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. Total Plan investment assets at fair value classified within Level 3 were \$47,998,468 and \$77,289,080 at December 31, 2009 and 2008 respectively and consist of a mutual fund, collective investment funds, hedge funds, real estate investment funds and limited partnership holdings. Such amounts were approximately 24% and 40% of the Plan's total investments as reported on the statement of net assets available for benefits at fair value as of December 31, 2009 and 2008 respectively.

Certain 2008 amounts have been reclassified to conform with the current year presentation.

NOTE 8. FAIR VALUE MEASUREMENTS (CONTINUED)

		Fair Value Measurements at 12/31/09 Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	Total			
Corporate bonds and notes:				
Domestic	\$ 10,058,485	\$ -	\$ 10,058,485	\$ -
Corporate stocks	245,788	245,788	-	-
Mutual funds:				
Global bond	23,664,850	5,929,145	17,735,705	-
Intermediate-term bond	18,168,062	18,168,062	-	-
Broad asset class	14,439,421	14,439,421	-	-
Large-cap equity fund of funds	13,402,594	-	10,684,896	2,717,698
Inflation-protected bond	7,619,982	7,619,982	-	-
	77,294,909	46,156,610	28,420,601	2,717,698
Collective investment funds:				
Global equity	33,245,482	-	33,245,482	-
Global fixed income	10,724,069	-	5,848,761	4,875,308
Investment trust fund of funds	7,724,260	-	7,724,260	-
Large-cap equity	6,881,850	-	6,881,850	-
Mid-cap equity	6,982,800	-	6,982,800	-
Small-cap equity	6,379,922	-	6,379,922	-
Real estate	6,695,283	-	-	6,695,283
	78,633,666	-	67,063,075	11,570,591
Partnership/joint ventures:				
Hedge funds of funds	18,049,830	-	-	18,049,830
Real estate investment funds	9,908,450	-	-	9,908,450
Pooled investment vehicles	4,986,093	-	-	4,986,093
Private equity fund of funds	765,806	-	-	765,806
	33,710,179	-	-	33,710,179
Cash equivalents	715,036	-	715,036	-
Total	\$ 200,658,063	\$ 46,402,398	\$ 106,257,197	\$ 47,998,468

NOTE 8. FAIR VALUE MEASUREMENTS (CONTINUED)

Fair Value Measurements at 12/31/08 Using				
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Corporate bonds and notes	\$ 7,740,036	\$ -	\$ 7,740,036	\$ -
Corporate stocks	8,478,026	8,478,026	-	-
Mutual funds	92,621,673	60,169,903	-	32,451,770
Collective investment funds	49,294,665	-	33,881,418	15,413,247
Partnership/joint ventures	29,424,063	-	-	29,424,063
Cash equivalents	1,165,679	-	1,165,679	-
Collateral held for securities on loan	3,708,365	-	3,708,365	-
Total	<u>\$ 192,432,507</u>	<u>\$ 68,647,929</u>	<u>\$ 46,495,498</u>	<u>\$ 77,289,080</u>

The table below sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the years ended December 31, 2009 and 2008.

Fair Value Measurements Using Significant Unobservable Inputs (Level 3)				
	Mutual Funds	Collective Investment Funds	Partnership/Joint Ventures	Total
Balance at 1/1/08	\$ 49,406,299	\$ 14,125,127	\$ 32,902,880	\$ 96,434,306
Realized (losses)	-	(1,297)	-	(1,297)
Unrealized (losses)	(23,454,529)	(6,569,119)	(6,223,128)	(36,246,776)
Purchases	6,500,000	8,000,000	2,744,311	17,244,311
(Sales)	-	(141,464)	-	(141,464)
Balance at 12/31/08	32,451,770	15,413,247	29,424,063	77,289,080
Realized gains (losses)	424,713	(69,153)	-	355,560
Unrealized gains (losses)	162,390	(3,581,924)	(3,776,598)	(7,196,132)
Purchases	8,448,422	-	8,062,714	16,511,136
(Sales)	(14,437,414)	(191,579)	-	(14,628,993)
Transfers out	(24,332,183)	-	-	(24,332,183)
Balance at 12/31/09	<u>\$ 2,717,698</u>	<u>\$ 11,570,591</u>	<u>\$ 33,710,179</u>	<u>\$ 47,998,468</u>

NOTE 8. FAIR VALUE MEASUREMENTS (CONTINUED)

Level 1 Measurements

Most corporate stocks are traded in active markets on national and international securities exchanges and are valued at closing prices on the last business day of each period presented.

The fair value of the mutual funds, excluding those registered in the Cayman Islands, is determined by reference to the funds' underlying assets, which are principally marketable equity and fixed income securities. Shares held in these mutual funds are traded on national securities exchanges and are valued at the net asset value as of December 31, 2009 and 2008.

Level 2 Measurements

Corporate bonds and notes are generally valued by benchmarking model-derived prices to quoted market prices and trade data for identical or comparable securities. To the extent that quoted prices are not available, fair value is determined based on a valuation model that include inputs such as interest rate yield curves and credit spreads. Securities traded in markets that are not considered active are valued based on quoted market prices, broker or dealer quotations, or alternative pricing sources with reasonable levels of price transparency. Securities that trade infrequently and therefore have little or no price transparency are valued using the investment manager's best estimates.

Mutual funds registered in the Cayman Islands, including the Bridgewater All Weather Portfolio, Ltd. and the Morgan Stanley Alpha Advantage Fund, are valued at the unit value as reported by the investment managers as of December 31, 2009 and 2008. The Bridgewater All Weather Portfolio, Ltd. invests primarily in a master fund that engages in investing and trading of a variety of financial instruments including futures and forward currency contracts, swap contracts, corporate and government bonds, repurchase and reverse repurchase agreements and U.S. dollar denominated money market instruments. The Morgan Stanley Alpha Advantage Fund consists of investments primarily in a fund of hedge funds. The fair values of these investments are estimated using the net asset value per share of the investments.

Redemptions from the Bridgewater All Weather Portfolio, Ltd. are available on a monthly basis with a notice period of 5 days. Partial redemptions are made available immediately on the dealing (redemption) date. For full redemptions, 90% of the Plan's net asset value for the previous month is wired on the dealing date. The remaining 10% is wired once the net asset value is finalized for the current month, typically around the 10th business day.

Voluntary redemptions are not allowed from the Morgan Stanley Alpha Advantage Fund. However, on a quarterly basis, the fund will generally offer to repurchase shares totaling between 5% and 25% of its total net assets. A notice period of 60 days is required.

NOTE 8. FAIR VALUE MEASUREMENTS (CONTINUED)

Level 2 Measurements (continued)

Units held in collective investment funds, excluding TCW Capital Trust, are valued at the unit value as reported by the investment managers as of December 31, 2009 and 2008. Investments in these common collective trusts consist primarily of marketable equity and fixed income securities. The fair values of these investments are estimated using the net asset value per share of the investments. Redemption availability for these investments, excluding the SSGA Russell 1000 Index Securities Lending Fund, varies from daily to monthly and the notice period varies from days up to a month.

As of December 31, 2009, approximately 12% of the Plan's portfolio was available for redemption from the SSGA Russell 1000 Index Securities Lending Fund. The remaining 88% was restricted according to withdrawal safeguards in effect at December 31, 2009. Available redemptions for this investment may be obtained twice a month with a notice period of five days.

The fair value of the TCW Capital Trust is determined by reference to the fund's underlying assets, which are principally public high yield securities, bank loans, mezzanine private debt securities, and limited partnerships. The value of interests held in this fund is determined by the investment manager as of December 31. Redemptions from the TCW Capital Trust are not permitted due to restrictions that do not allow for redemption in the first 2 years after acquisition. The Plan entered into this investment during 2009.

Cash equivalents and cash collateral held for securities on loan are valued at cost which approximates their fair value.

Level 3 Measurements

Units held in a mutual fund and two collective investment funds, including JP Morgan Special Situation Property Fund, are determined by reference to the funds' underlying assets, which are valued at the unit value as reported by the investment managers as of December 31, 2009 and 2008. The fair values of these investments are estimated using the net asset value per share of the investments. The investment in the mutual fund consists primarily of marketable equity securities. Voluntary redemptions are not allowed for this mutual fund. The JP Morgan Special Situation Property Fund consists primarily of investments in real estate. Redemptions are available on a quarterly basis with a notice period of 45 days subject to available cash, as determined by the Trustee of the fund. To the extent that withdrawal requests exceed available cash, distributions are made on a pro rata basis. The investment in the other collective investment fund consists primarily of fixed income securities. Redemptions are available on a monthly basis with a notice period of 30 days.

Partnership/joint ventures represent investments with various investment managers. The fair values of hedge funds, which are included in partnership/joint ventures, have been estimated using the net asset value per share of the investments. Shares held in hedge funds consist primarily of investments in investment entities with a variety of investment strategies as well as investment in or synthetic exposure to a leveraged portfolio that consists of floating rate commercial loans.

NOTE 8. FAIR VALUE MEASUREMENTS (CONTINUED)

Level 3 Measurements (continued)

Redemptions for investments in hedge funds are available on a quarterly basis with a notice period of 45 to 92 days. Redemption of shares for two hedge funds are subject to a minimum one year lockup. If total redemption requests on any given day exceed 15% or 20% of the net asset value of these two funds' assets, the directors of these funds may reduce the amount of each redemption request pro rata so that the redemption requests in the aggregate are not greater than 15% or 20% of the total net asset value. With respect to full redemptions for the third hedge fund, payment of 95% of the redemption price will be made and the fund will establish a reserve equal to 5% of the remaining redemption price pending the audit of the fund's books and records for the fiscal year in which the redemption occurs.

Limited partnership investments, which are included in partnership/joint ventures, represent ownership interests in private equity and real estate investment funds. The fair value of these investments are determined by reference to the funds' underlying assets, which are principally private equity partnerships and real estate properties. The value of interests held in limited partnerships is determined by the general partner, based upon the reported capital account or net asset value of the underlying partnership investments and by third-party appraisals of the underlying real estate assets. These investments are illiquid and no redemptions are permitted.

NOTE 9. RISKS AND UNCERTAINTIES

The Plan owns investments which are not publicly traded and utilize various investment strategies as part of the Plan's interest rate risk management strategy. These investments, as reported by the investment manager or general partner, invest in real estate, limited partnerships, hedge funds and certain derivative instruments, including forwards, futures, swaps and options. These types of investments are consistent with the investment guidelines established by the Board of Trustees.

The investments are invested in mutual funds, collective investment funds and partnership/joint ventures in the Statement of Net Assets Available for Benefits. The investment manager or general partner estimates the fair value of the underlying investments or properties within the funds. The gain or loss is recorded in the net appreciation (depreciation) in fair value of investments in the Statement of Changes in Net Assets Available for Benefits as part of investment income.

These investments are subject to various risks including interest rate risk, credit risk and market risk. The investment funds enter into transactions in financial instruments with off-balance sheet risk to the extent that subsequent changes in the market value of the securities underlying the financial instrument may be in excess of the amounts recognized (market risk) or that there is failure of the other party to the transaction to perform (credit risk). Interest rate risk is the result of movements in the underlying variable component of the mortgage financing rates.

Due to inherent uncertainties involved in the valuations of investments that are not publicly traded, estimated fair values may differ significantly from the values that would have been used had a ready market for the underlying securities existed, and the differences could be material.

NOTE 9. RISKS AND UNCERTAINTIES (CONTINUED)

The actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

NOTE 10. SECURITIES LENDING

The Trustees have established and executed a Securities Lending Program agreement with the custodial bank holding the Plan investments. Under the Program, certain designated Plan investment managers may identify in writing to the custodian, securities that are available for lending. The custodian then may loan eligible Plan investments to approved third party borrowers, primarily broker-dealers. In return, the custodial bank receives from the borrower, collateral in the form of cash, letters of credit issued by a bank mutually agreed to by the parties, or acceptable securities. Both the collateral and the securities loaned are marked-to-market on a daily basis so that all loaned securities are more than fully collateralized at all times.

The Plan cannot sell or pledge the collateral held unless the buyer defaults. Collateral securities and letters of credit are initially pledged at 102% of the market value of the securities lent and additional collateral is required by the next business day if the collateral value falls to less than 100% of the market value of the securities lent. In the event that the loaned securities are not returned by the borrower, the bank will, at its own expense, either replace the loaned securities or, if unable to purchase those securities on the open market, credit the Plan account with cash equal to the fair value of the loaned securities and credit the account with any accrued income on outstanding loans. The Plan may terminate the Securities Lending Program at any time.

The Plan and the bank each receive a percentage of the net revenue derived from securities lending activities.

Although the Plan's securities lending activities are collateralized as described above, and although the terms of the securities lending agreement with the custodial bank require the bank to comply with government rules and regulations related to the lending of securities held by ERISA plans, the securities lending program involves both market and credit risk. In this context, market risk refers to the possibility that the borrower of securities will be unable to collateralize the loan upon a sudden material change in the fair value of the loaned securities or collateral, or that the bank's investment of cash collateral received from the borrowers of the Plan's securities may be subject to unfavorable market fluctuations. Credit risk refers to the possibility that counterparties involved in the securities lending program may fail to perform in accordance with the terms of their contracts.

At December 31, 2009 and 2008, the fair value of securities loaned was \$0 and \$3,643,418, while the cash collateral held was \$0 and \$3,708,365, respectively. The value of the collateral held and a corresponding liability to return the collateral have been reported on the accompanying Statement of Net Assets Available for Benefits.

Subsequent to year end the Plan terminated the Securities Lending Program.

NOTE 11. RELATED ORGANIZATIONS

The Plan has two related tax-exempt organizations: a local union and a health and welfare plan.

NOTE 12. MAJOR EMPLOYER

A single employer accounts for 98% of the Plan's contributions for both years ended December 31, 2009 and 2008. In the event this employer suspends contributions, the Plan would retain the risk of current fixed administrative expenses until the appropriate adjustments were made.

NOTE 13. COMMITMENTS

The Plan is participating in various limited partnership investment funds. At December 31, 2009, the Plan had outstanding purchase commitments of approximately \$10,500,000.

NOTE 14. SUBSEQUENT EVENT

Under ERISA, as amended by the Pension Protection Act of 2006 (PPA), on March 31, 2010, the actuary of the Plan certified that the Plan is in critical status for the plan year beginning January 1, 2010. Under PPA, if a pension plan enters critical status, the trustees of the plan are required to adopt a rehabilitation plan and establish steps and benchmarks to improve the plan's funding status. Under requirements set forth by PPA, the Plan must adopt a rehabilitation plan by November 26, 2010.

REPORT OF INDEPENDENT AUDITORS ON SUPPLEMENTAL SCHEDULES

To the Participants and Trustees of
Indiana Area United Food and
Commercial Workers Union
and Retail Food Employers
Joint Pension Plan

Our audit of the financial statements of Indiana Area United Food and Commercial Workers Unions and Retail Food Employers Joint Pension Plan for the year ended December 31, 2009 was made for the purpose of forming an opinion on the basic financial statements taken as a whole. Supplemental Schedules 1 and 2 are presented for the purpose of additional analysis and are not a required part of the basic financial statements, but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedules have been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

Legacy Professionals LLP

October 8, 2010

SCHEDULE C	OTHER SERVICE PROVIDER SERVICE CODES	STATEMENT	1
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NAME	SERVICE CODES
STATE STREET GLOBAL ADVISORS	28 18 19 52 68 99

CODES TO SCHEDULE C, LINE 2(B)

SCHEDULE H	OTHER RECEIVABLES	STATEMENT	2
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DESCRIPTION	BEGINNING	ENDING
ACCRUED INTEREST AND DIVIDENDS	1,130,196.	1,260,351.
DUE FROM BROKER	252,925.	57,955.
OTHER RECEIVABLES	1,012.	0.
PREPAID EXPENSES	30,399.	33,149.
TOTAL TO SCHEDULE H, LINE 1B(3)	1,414,532.	1,351,455.

SCHEDULE H	OTHER GENERAL INVESTMENTS	STATEMENT	3
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DESCRIPTION	BEGINNING	ENDING
COLLATERAL HELD FOR SECS. ON LOAN	3,708,365.	0.
TCW CAPITAL TRUST	0.	5,848,760.
TOTAL TO SCHEDULE H, LINE 1C(15)	3,708,365.	5,848,760.

SCHEDULE H	OTHER PLAN LIABILITIES	STATEMENT	4
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DESCRIPTION	BEGINNING	ENDING
DUE TO BROKER	995,793.	1,015,710.
COLLATERAL HELD FOR SECS. ON LOAN	3,708,365.	0.
TOTAL TO SCHEDULE H, LINE 1J	4,704,158.	1,015,710.

SCHEDULE H	OTHER INCOME	STATEMENT	5
DESCRIPTION		AMOUNT	
CLASS ACTION LITIGATION PROCEEDS		52,638.	
COMMISSION RECAPTURE INCOME		5,050.	
SECURITIES LENDING PROGRAM		2,928.	
TOTAL TO SCHEDULE H, LINE 2C		60,616.	

SCHEDULE H	OTHER ADMINISTRATIVE EXPENSES	STATEMENT	6
DESCRIPTION		AMOUNT	
BANK CHARGES		190.	
SOCIAL SECURITY ADMINISTRATION WAGE DATA EXPENSE		8,117.	
GENERAL INSURANCE		871.	
PLAN TERMINATION INSURANCE (PBGC)		89,235.	
FIDUCIARY RESPONSIBILITY INSURANCE		61,980.	
MISCELLANEOUS EXPENSES		3,364.	
POSTAGE AND DELIVERY EXPENSE		24,878.	
PRINTING EXPENSE		8,344.	
TRUSTEE MEETING EXPENSES		4,771.	
CONFERENCE AND EDUCATIONAL EXPENSES		3,023.	
TOTAL TO SCHEDULE H, LINE 2I(4)		204,773.	

Plan Name: Indiana UFCW Unions and Retail Food Employers Pension Plan
Plan Sponsor: Trustees of Indiana UFCW Unions and Retail Food Employers Pension Plan
EIN: 35-6244695
Plan Number: 001

Schedule R, line 13d - Collective Bargaining Agreement Expiration Date

Fort Wayne Stores	8/6/2010
South Bend Stores	2/13/2011
Batesville Stores	5/12/2012
Indianapolis/Lafayette Stores	5/12/2012
Indianapolis/Terre Haute Stores	3/30/2013

Plan Name: Indiana UFCW Unions and Retail Food Employers Pension Plan

Plan Sponsor: Trustees of Indiana UFCW Unions and Retail Food Employers Pension Plan

EIN: 35-6244695

Plan Number: 001

Schedule R, Explanation of Status

The Plan status for purposes of attaching a summary of the Plan's funding improvement plan or rehabilitation plan to the Schedule R is not the same as shown by the Plan Status Code entered on Line 4a of Schedule MB.

On September 16, 2009, the IRS was notified that the Plan was electing to use the 2008 status of neither Endangered nor Critical for 2009 as permitted under Section 204 of the Worker, Retiree and Employer Recovery Act (WRERA) of 2008.

Schedule MB, Line 4A – Illustration Supporting Actuarial Certification Status

Indiana Area UFCW Unions and Retail Food Employers Joint Pension Plan

EIN – 35-6244695

PN - 001

PPA Certification

Based on the actuarial assumptions and methods, participant and financial data, and Plan provisions, as described in our actuarial report for the Plan year ended December 31, 2008, I hereby certify that the Indiana Area UFCW Unions and Retail Food Employers Joint Pension Plan is "critical", as that term is defined in the Pension Protection Act of 2006 (PPA) for the Plan year beginning January 1, 2009. Further, I hereby certify that to the best of my knowledge and belief, the actuarial assumptions employed in preparing this certification are individually reasonable and represent my best estimate of future experience. Further, the "projected industry activity" assumption, as required under Pension Protection Act Section 432(b)(3)(B)(iii), has been provided by the Board of Trustees.

As of January 1, 2009:

- The Plan's Funded percentage is less than 80%.
- The Plan is projected to have an accumulated funding deficiency for the 2012 plan year.

Plan Information

Plan Name: Indiana Area UFCW Unions And Retail Food Employers Joint Pension Plan
PIN: 001
EIN: 35-6244695
Address: Zenith Administrators, P. O. Box 42668, Indianapolis, IN 46242-0668
Phone: 317.247.7381

Funding Standard Account Status

The Plan's projected Funding Standard Account accumulated funding credit/(deficiency) for the Plan years ending in 2009 through 2015 are as follows:

December 31	Accumulated Funding Credit/(Deficiency) With 5-year Extension	Accumulated Funding Credit/(Deficiency) Without 5-year Extension
2009	\$ 17,736,000	\$ 12,813,000
2010	18,159,000	8,188,000
2011	18,143,000	2,726,000
2012	15,674,000	(4,481,000)
2013	10,765,000	(14,486,000)
2014	6,150,000	(24,577,000)
2015	(4,974,000)	(41,631,000)

Schedule MB, Line 4A – Illustration Supporting Actuarial Certification Status

Indiana Area UFCW Unions and Retail Food Employers Joint Pension Plan

EIN – 35-6244695

PN - 001

Funding Percentage

The Plan's Funded Percentage as of January 1, 2009 is 78%. This percentage is the ratio of the actuarial value of the Plan's assets as of January 1, 2009 to the Plan's Present Value of Accumulated Benefits (PVAB) as of January 1, 2009. These values are shown below.

	Actuarial Value of Assets	Present Value of Accumulated Benefits	Funded Percentage
January 1, 2009	\$ 230,960,186	\$ 294,399,702	78%

Summary of Assumptions/Methods

The projections which underlie this certification are based on reasonable actuarial estimates, assumptions and methods (Projected Unit Credit) that offer my best estimate of anticipated experience under the Plan. These assumptions include those from the January 1, 2008 actuarial valuation plus the following:

- Future annual contributions are based on the rates in the collective bargaining agreements in effect on January 1, 2009 and 7.2 million hours of service in each future year. This assumption is based on information provided by the Plan Sponsor.
- Future annual investment return on the market value of Plan assets will be 7.5% (net of investment related expenses).
- Future Unit Credit Normal Costs reflect the replacement of current active employees hired prior to April 17, 2004 with employees hired after April 16, 2004 and after June 17, 2008 for whom benefits accrue at a lower rate.
- Annual administrative expenses are assumed to be \$1,000,000 for 2009, increasing by 2% per year for each year in the future, but reducing by half for 2014 and later.
- Assumed future benefit payments are those developed in the January 1, 2008 actuarial valuation.
- Current collective bargaining agreement provisions will remain in effect indefinitely.

The Plan's assets are valued as of December 31, 2008, based on the unaudited financial report prepared by the Plan's administrator.

On the basis of the foregoing and as a member of the American Academy of Actuaries (AAA) who meets the Qualification Standards of the AAA to render the actuarial opinion contained herein, I hereby certify that, to the best of my knowledge and belief, this certification is complete and accurate and has been prepared in accordance with generally recognized and accepted actuarial principles and practices.

Sincerely,



3/31/2009

Steven J. Mikhalo, FSA, MAAA

Enrolled Actuary 08-2898

Milliman, Inc.

Chase Center/Circle, 111 Monument Circle Suite 601

Indianapolis, IN 46204-5128

317.639.1000

SCHEDULE MB, LINE 6 - STATEMENT OF ACTUARIAL ASSUMPTIONS/METHODS

INDIANA AREA UFCW UNIONS AND RETAIL FOOD EMPLOYERS JOINT PENSION PLAN

EIN - 35-6244695

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Appendix B

Actuarial Cost Method and Assumptions

A. Actuarial Cost Method

The true cost of a pension plan will ultimately be determined by the excess of benefits actually paid and the expenses incurred in its administration over investment income earned on monies set aside for its funding. Thus, the ultimate cost of a plan cannot be known until the last payment has been made to its last participant. The actuarial cost method is the technique adopted by the actuary for establishing the amount and incidence of annual actuarial costs. The actuarial cost method determines the portion of the ultimate cost of a pension plan which should be allocated to each plan year (known as the normal cost). The cost method is thus a budgeting tool which helps to ensure that the pension plan will be adequately and systematically funded.

The annual costs for a pension plan can be determined using any one of several actuarial cost methods. The methods differ in how much of the ultimate cost of the plan is assigned to each prior year, the current year and to each future year. Although the ultimate cost for a pension plan will be determined not by the cost method but by the benefits and expenses which become payable and the earnings which are obtained on the investments of the plan, the pattern of annual contributions from year to year and the rate of funding for the benefits will vary with the choice of actuarial cost method. In addition, the choice of actuarial assumptions for a given actuarial cost method will affect the current level of contributions and pattern of future contributions.

Effective January 1, 2007, the actuarial cost method used by the Plan was changed to the projected unit credit cost method. Under this cost method, the normal cost for each participant is the present value of the participant's benefit which is accrued or earned during the plan year being valued. The normal cost for the plan is the total of the individually computed normal costs for all participants including the costs for any death or disability benefits under the plan.

The accrued liability at any point in time for an active participant is the present value of the benefit which has been accrued up to the valuation date. For persons receiving benefits or entitled to a deferred vested retirement income, the accrued liability is equal to the present value of their future benefit payments. The accrued liability for the plan is the total of the individually computed accrued liability amounts for all participants. The unfunded liability for the plan is the excess of the accrued liability over the assets which have been accumulated for the plan. This unfunded accrued liability may be liquidated over a period of between fifteen and thirty years (forty years for plans in existence on January 1, 1974).

SCHEDULE MB, LINE 6 - STATEMENT OF ACTUARIAL ASSUMPTIONS/METHODS

INDIANA AREA UFCW UNIONS AND RETAIL FOOD EMPLOYERS JOINT PENSION PLAN

EIN - 35-6244695

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Appendix B (Continued)

Actuarial Cost Method and Assumptions

The funding cost of the Plan is derived by making certain specific assumptions as to rates of interest, mortality, turnover, etc. which are assumed to hold for many years into the future. Since actual experience may differ somewhat from the assumptions, the costs determined by the valuation must be regarded as estimates of the true costs of the Plan.

Effective January 1, 2003, the Asset Valuation Method was changed to the Smoothed Market Value method without phase-in. Under this method the Actuarial Value of assets is equal to the market value of assets less $\frac{4}{5}$ of the gain (or plus $\frac{4}{5}$ of the loss) of the preceding year less $\frac{3}{5}$ of the gain (or plus $\frac{3}{5}$ of the loss) of the next preceding year, less $\frac{2}{5}$ of the gain (or plus $\frac{2}{5}$ of the loss) of the next preceding year, and less $\frac{1}{5}$ of the gain (or plus $\frac{1}{5}$ of the loss) of the next preceding year. The gain or loss for a year is defined as the difference between the expected value of assets at the end of the year (where expected value equals the Market Value at the beginning of the year, increased for one year's interest at the valuation rate plus contributions with interest less benefits plus administrative expenses for the year increased for $\frac{1}{2}$ year's interest at the valuation rate) and the Market Value of assets at the end of the year. The Actuarial Value of assets is limited to a corridor of 80% to 120% of the Market Value.

The assets used to determine the Unfunded Vested benefits (UVB) are valued at Market Value.

SCHEDULE MB, LINE 6 - STATEMENT OF ACTUARIAL ASSUMPTIONS/METHODS

INDIANA AREA UFCW UNIONS AND RETAIL FOOD EMPLOYERS JOINT PENSION PLAN

EIN - 35-6244695

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Appendix B (Continued)

Actuarial Cost Method and Assumptions

B. Actuarial Assumptions

1. Interest Rate:

a. Funding:
(adopted 01/01/2003): 7.50% per annum, compounded annually,
net of investment related expenses.

b. RPA Current Liability: 4.82% per annum, compounded annually.

2. Administrative Expenses:
(adopted 01/01/2009) Midyear annual administrative expenses are
assumed to be \$950,000 in each future year.

3. Mortality Rates:
(adopted 01/01/2001)

a. Healthy Lives: 1994 Group Annuity Table as published in the
Transactions of the Society of Actuaries.

b. Disabled Lives: 1994 Group Annuity Table as published in
the Transactions of the Society of Actuaries
with ages set forward ten years.

c. RPA Current Liability: 2009 Annuitant and NonAnnuitant Mortality.

4. Retirement Rates:
(adopted 01/01/2008) The retirement rates used in this valuation
are derived from an experience study of the
Plan for the five plan years ended
December 31, 2006 and are as follows:

SCHEDULE MB, LINE 6 - STATEMENT OF ACTUARIAL ASSUMPTIONS/METHODS

INDIANA AREA UFCW UNIONS AND RETAIL FOOD EMPLOYERS JOINT PENSION PLAN

EIN - 35-6244695

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Appendix B (Continued)

Actuarial Cost Method and Assumptions

Age	Probability of Retirement
55	10%
56	10%
57	10%
58	10%
59	15%
60	20%
61	20%
62	35%
63	20%
64	25%
65	35%
66	40%
67	40%
68	40%
69	40%
70+	100%

Terminated vested employees are assumed to retire at Age 60 or current age with actuarially increased benefits, if older.

5. Form of Payment
(adopted 01/01/1990)

Non-retired employees are assumed to select the monthly single life annuity at retirement.

SCHEDULE MB, LINE 6 - STATEMENT OF ACTUARIAL ASSUMPTIONS/METHODS

INDIANA AREA UFCW UNIONS AND RETAIL FOOD EMPLOYERS JOINT PENSION PLAN

EIN - 35-6244695

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Appendix B (Continued)

Actuarial Cost Method and Assumptions

6. Withdrawal Rates:
(adopted 01/01/2008)

The withdrawal rates used in this valuation are derived from an experience study of the Plan for the five plan years ended December 31, 2006 and are shown below:

Age	Percent Withdrawing
Under 25	27.0%
25 - 29	18.0%
30 - 34	13.5%
35 - 39	11.0%
40 - 44	8.0%
45 - 49	8.0%
50 - 54	6.0%
55 - 59	5.0%
Over 60	5.0%

7. Disability Rates:
(adopted 01/01/2001)

The rates used in this valuation are derived from a study of the disability experience for the Plan for the five plan years ended December 31, 1997. The experience study covering the five plan years ended December 31, 2006 produced similar rates. Sample rates of disablement are shown below:

Age	Percent Becoming Disabled
Under 30	0.00%
30 - 39	0.08%
40 - 44	0.16%
45 - 49	0.24%
50 - 54	0.38%
55 - 59	0.65%
Over 60	0.91%

SCHEDULE MB, LINE 6 - STATEMENT OF ACTUARIAL ASSUMPTIONS/METHODS

INDIANA AREA UFCW UNIONS AND RETAIL FOOD EMPLOYERS JOINT PENSION PLAN

EIN - 35-6244695

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Appendix B (Continued)

Actuarial Cost Method and Assumptions

8. Future Credits:
(adopted 01/01/2008)

Based on a study of the Benefit Credits earned during the five Plan Years ended December 31, 2006, it is assumed that each participant will earn a portion of a full Benefit Credit each year according to the following table.

Age	Benefit Credit Assumed Earned During Year
Under 25	0.82
25 - 29	0.88
30 - 34	0.90
35 - 39	0.92
40 - 44	0.93
45 - 49	0.93
50 - 54	0.93
55 - 59	0.93
60 - 64	0.89
Over 64	0.80

9. Probability of Marriage:
(adopted 01/01/2001)

All active and terminated vested employees are assumed to have a probability of marriage according to the following table:

Age	Males	Females
20	16.0%	34.5%
25	67.5%	76.5%
30	84.0%	87.0%
35	87.5%	89.5%
40	89.0%	88.0%
45	88.7%	85.5%
50	87.8%	81.7%
55	87.0%	75.5%
60	86.2%	67.7%
65	84.0%	58.1%

SCHEDULE MB, LINE 6 - STATEMENT OF ACTUARIAL ASSUMPTIONS/METHODS

INDIANA AREA UFCW UNIONS AND RETAIL FOOD EMPLOYERS JOINT PENSION PLAN

EIN - 35-6244695

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Appendix B (Continued)

Actuarial Cost Method and Assumptions

- | | |
|---|---|
| 10. Age of Spouse:
(adopted 01/01/1990) | Males are assumed to be three years older than their spouses. |
| 11. Level of Contribution:
(Method adopted 01/01/2004) | A contribution rate of 52¢/HR (increasing to 57¢/HR effective 01/01/2010) and total hours of 6,800,000 (the average of the prior three years' hours reported on the Cash Summary Reports) are assumed for each future year. |
| 12. Adjustments for Missing Data: | |
| a. Gender: | As in prior valuations, it was assumed that any employee whose sex is not identified in the data is a female employee |
| b. Date of Birth: | As in prior valuations, it was assumed that any employee whose date of birth is not provided in the data was hired at age 31 and that his current age equals 31 plus years of vesting service in the data |
| 13. Assumption Changes: | Assumption changes effective January 1, 2009 are: |
| | a. The Current Liability interest rate was changed from 5.06% to 4.82%. |
| | b. The administrative expense assumption was changed from \$650,000 to \$950,000 to reflect recent experience and anticipated future expense levels. |
| | c. The assured number of hours of service used in the future level of contribution assumption was increased from |

SCHEDULE MB, LINE 6 - STATEMENT OF ACTUARIAL ASSUMPTIONS/METHODS

INDIANA AREA UFCW UNIONS AND RETAIL FOOD EMPLOYERS JOINT PENSION PLAN

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Appendix B (Continued)

Actuarial Cost Method and Assumptions

6,600,000 hours to 6,800,000 hours
to reflect recent experience and future
expectations.

SCHEDULE MB, LINE 6 - SUMMARY OF PLAN PROVISIONS

INDIANA AREA UFCW UNIONS AND RETAIL FOOD EMPLOYERS JOINT PENSION PLAN

EIN - 35-6244695

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Appendix A

Summary of Principal Plan Provisions
(January 1, 2009)

1. Name: Indiana Area United Food and Commercial Workers Unions and Retail Food Employers Joint Pension Plan.
2. Effective Date: June 1, 1966, for the initial Employers; for any subsequent Employer the date established in the participation agreement approved by the Trustees.
3. Type of Plan: Multiemployer Plan and Trust. Plan administered by a joint Board of Trustees, three appointed by the Employers and three by the Union.
4. Employers Included: Retail Food Employers in Indiana and the surrounding areas employing persons represented by the Union where such Employers are parties to collective bargaining agreements with the Union requiring contributions to be made to the Pension Fund on behalf of covered employees.

Local unions that have agreed to make contributions to the Plan and who have been accepted for participation in the Plan.
5. Employees Included: Any employee on whose behalf payments are required to be made to the Pension Fund by a participating Employer pursuant to a collective bargaining agreement with the Union, and any officer or employee of a local union that has been accepted as an Employer by the Plan. An employee will become a participant in the Plan on the January 1 or July 1 next following the later of the attainment of age 21 and completion of 12 months of employment, or the date for which the first contribution is received on behalf of that employee.

SCHEDULE MB, LINE 6 - SUMMARY OF PLAN PROVISIONS

INDIANA AREA UFCW UNIONS AND RETAIL FOOD EMPLOYERS JOINT PENSION PLAN

EIN - 35-6244695

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Appendix A (Continued)

Summary of Principal Plan Provisions
(January 1, 2009)

6. Service Considered: Two kinds of service are defined by the Plan. The first ("Eligibility Service") is used to determine how a participant qualifies for a benefit. The second ("Benefit Credits") is used to determine the amount of the benefit.
- a. Eligibility Service: Eligibility service is divided into three parts: years beginning after December 31, 1975; years beginning after December 31, 1970 and before January 1, 1976; and years beginning before January 1, 1971.
- i. Years before January 1, 1971: Any one of three conditions must be met by an employee to qualify for Eligibility Service for employment prior to January 1, 1971. The first of these is that the employee was employed by a participating Employer on January 1, 1971 (or the Employer's participation date, if later.). The second condition is that the employee was not employed by an Employer on its participation date but was employed by an Employer prior to that Employer's participation date and a contribution is made to the Plan on that employee's behalf by an Employer whose participation date was June 1, 1966. The third condition covers an employee or official of a union or the International Union, provided the employee was employed by an Employer immediately prior to employment with the Union and provided the employee becomes employed by an Employer within 12 months of terminating employment with the union or the International Union. If the employee meets one of the conditions above, he or she will

SCHEDULE MB, LINE 6 - SUMMARY OF PLAN PROVISIONS

INDIANA AREA UFCW UNIONS AND RETAIL FOOD EMPLOYERS JOINT PENSION PLAN

EIN - 35-6244695

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Appendix A (Continued)

Summary of Principal Plan Provisions
(January 1, 2009)

receive one year of eligibility service for each calendar year before the later of January 1, 1971 or the employer's participation date in which the employee had earnings reported to the social security administration from a participating employer or for work at a retail food store if such store is acquired by an employer (which later becomes an Employer) prior to the Employee's Termination Date and prior to the Employer's Employer Participation Date or from an employer that was a party to a collective bargaining agreement with a union even though such an Employer does not become a participating Employer.

- ii. January 1, 1971 to December 31, 1975:

For employment after an Employer's Participation Date, the employee will receive a full year of Eligibility Service for each calendar year in which he or she works 450 or more hours in covered employment provided, however, that with respect to a period of Employment covered by a Collective Bargaining Agreement preceding the earlier of the date on which contributions were made or Reported Hours reported to the Plan on the Employee's behalf, such Employee shall be credited with Eligibility Service on the basis of 190 Hours of Service for each month of such Employment, beginning on the first day of Employment covered by a Collective Bargaining Agreement. If the employee is working in non-covered employment for a participating Employer,

SCHEDULE MB, LINE 6 - SUMMARY OF PLAN PROVISIONS

INDIANA AREA UFCW UNIONS AND RETAIL FOOD EMPLOYERS JOINT PENSION PLAN

EIN - 35-6244695

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Appendix A (Continued)

Summary of Principal Plan Provisions
(January 1, 2009)

he or she will receive a full year of Eligibility Service for each calendar year in which there were any earnings reported to the Social Security Administration for the employee's work for an Employer.

iii. Years after December 31, 1975:

The employee will receive a full year of Eligibility Service for each calendar year in which he or she works 450 or more hours in covered employment and, if the employee is working in non-covered employment for a participating Employer, he or she will receive daily fractions of Eligibility Service for periods of non-covered employment provided such employment precedes or follows covered employment and there is no intervening quit, retirement, or discharge.

b. Benefit Credits:

Benefit service is divided into four parts. The same three parts as Eligibility Service plus the period after December 31, 2008.

i. Years before January 1, 1971:

The employee will receive a quarter of a year of Benefit credit for each calendar quarter in which he or she had earnings reported to the Social Security Administration for work performed for an Employer which was a party to a Collective Bargaining Agreement.

SCHEDULE MB, LINE 6 - SUMMARY OF PLAN PROVISIONS

INDIANA AREA UFCW UNIONS AND RETAIL FOOD EMPLOYERS JOINT PENSION PLAN

EIN - 35-6244695

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Appendix A (Continued)

Summary of Principal Plan Provisions
(January 1, 2009)

- ii. January 1, 1971 to December 31, 1975:

The employee will receive a full year of Benefit Credit for each calendar year in which an Employer made contributions on his or her behalf for 1,800 or more hours of work. For 1,350 - 1,799 hours, the employee will earn $\frac{3}{4}$ for a year of Benefit Credit; for 900 - 1,349 hours, the employee will earn $\frac{1}{2}$ of a year of Benefit Credit, and for 450 - 899 hours, the employee will earn $\frac{1}{4}$ of a year of Benefit Credit. If the employee works less than 450 hours, he or she will not earn any Benefit Credit for that calendar year.

- iii. January 1, 1976 to December 31, 2008:

The employee will receive Benefit Credit based upon the number of Hours of Service for which an Employer made contributions on his or her behalf in each calendar year in accordance with the following schedule:

SCHEDULE MB, LINE 6 - SUMMARY OF PLAN PROVISIONS

INDIANA AREA UFCW UNIONS AND RETAIL FOOD EMPLOYERS JOINT PENSION PLAN

EIN - 35-6244695

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Appendix A (Continued)

Summary of Principal Plan Provisions
(January 1, 2009)

Number of Hours of Service	Years of Benefit Credit
1,800 or more	1.00
1,700 - 1,799	0.88
1,600 - 1,699	0.83
1,500 - 1,599	0.78
1,400 - 1,499	0.73
1,300 - 1,399	0.68
1,200 - 1,299	0.63
1,100 - 1,199	0.58
1,000 - 1,099	0.53
900 - 999	0.48
800 - 899	0.43
700 - 799	0.38
600 - 699	0.33
500 - 599	0.28
450 - 499	0.25
Less than 450	0.00

iv. Years after December 31,
2008:

Number of Hours of Service	Years of Benefit Credit
1,800 or more	1.00
1,700 - 1,799	0.88
1,600 - 1,699	0.83
1,500 - 1,599	0.78
1,400 - 1,499	0.73
1,300 - 1,399	0.68
1,200 - 1,299	0.63
1,100 - 1,199	0.58
1,000 - 1,099	0.53
900 - 999	0.48
800 - 899	0.43
750 - 799	0.38
Less than 750	0.00

SCHEDULE MB, LINE 6 - SUMMARY OF PLAN PROVISIONS

INDIANA AREA UFCW UNIONS AND RETAIL FOOD EMPLOYERS JOINT PENSION PLAN

EIN - 35-6244695

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Appendix A (Continued)

Summary of Principal Plan Provisions
(January 1, 2009)

- | | |
|---|---|
| 7. Employer Contributions: | Participating Employers contribute for each included employee after the appropriate waiting period (i.e., the "tunnel") as collectively bargained. |
| 8. Employee Contributions: | None |
| 9. Normal Retirement Benefit: | |
| a. Normal Pension (current provisions): | <p>"Normal Pension" for an employee who had date of hire before May 1, 2004 and who does not terminate employment prior to reaching Early Retirement eligibility is a life annuity payable monthly upon employee's retirement after attainment of age 60 and completion of at least five years of Eligibility Service or if later, five years after the employee's commencement of participation.</p> <p>For all other employees "Normal Pension" is a life annuity payable monthly upon employee's retirement after attainment of age 65 and completion of at least five years of Eligibility Service or if later, five years after the employee's commencement of participation. For such other employees, the "Normal Pension" at age 60 will be the greater of the Normal Pension accrued as of June 30, 2004 payable at age 60 or the total Normal Pension accrued as of retirement, reduced for early Retirement at age 60. Monthly Normal Pension is equal to the Benefit Rate multiplied by the number of Benefit Credits, but not in excess of 40.</p> |

SCHEDULE MB, LINE 6 - SUMMARY OF PLAN PROVISIONS

INDIANA AREA UFCW UNIONS AND RETAIL FOOD EMPLOYERS JOINT PENSION PLAN

EIN - 35-6244695

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Appendix A (Continued)

Summary of Principal Plan Provisions
(January 1, 2009)

- b. Normal Pension effective January 1, 2011:

Effective January 1, 2011 "Normal Pension" for an employee who had date of hire before May 1, 2004 and who does not terminate employment prior to reaching Early Retirement eligibility is a life annuity payable monthly upon the employee's retirement after attainment of:

- i. Age 60 and completion of at least five years of Eligibility Service (or, if later, five years after the employee's commencement of participation) for benefits accrued before January 1, 2011 and
- ii. Age 62 and completion of at least five years of Eligibility Service (or, if later, five years after the employee's commencement of participation) for benefits accrued after December 31, 2010.

Effective January 1, 2011 "Normal Pension" for an employee who had a date of hire on or after May 1, 2004 is a life annuity payable monthly upon employee's retirement after attainment of age 65 and completion of at least five years of Eligibility Service or if later, five years after the employee's commencement of participation.

SCHEDULE MB, LINE 6 - SUMMARY OF PLAN PROVISIONS

INDIANA AREA UFCW UNIONS AND RETAIL FOOD EMPLOYERS JOINT PENSION PLAN

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Appendix A (Continued)

Summary of Principal Plan Provisions
(January 1, 2009)

- c. Benefit Rate Applicable to Service Prior to July 1, 2004:

The Benefit Rate applicable to service prior to July 1, 2004 is based on the contribution being made on behalf of the employee at the time of termination of Plan participation or at the time of the 1998 Contribution Holiday, if applicable, as well as the date the Employer began participation in the Plan and the date of termination of Plan participation.

- d. Benefit Rate Applicable to Service subsequent to June 30, 2004 and prior to January 1, 2009:

- i. For an Employee of Kroger, Grace Foods, or Local 700 hired prior to May 1, 2004 or an Employee of Wiseway hired prior to November 26, 1990, the benefit rate is as follows:

Table b.i.A	
Years of Benefit Credit	Benefit Credit Earned After 6/30/2004
Each of the first 10 years of Benefit Credit	\$40.25
Each of up to 10 years of Benefit Credit in excess of 10	\$48.25
Each of up to 20 years of Benefit Credit in excess of 20	\$53.50

- ii. For an Employee of Kroger, Grace Foods, or Local 700 hired after April 30, 2004, the rate is \$35.00.
- iii. For an Employee of Wiseway hired after November 26, 1990 but before January 19, 2000, the benefit rate is \$15.90.

SCHEDULE MB, LINE 6 - SUMMARY OF PLAN PROVISIONS

INDIANA AREA UFCW UNIONS AND RETAIL FOOD EMPLOYERS JOINT PENSION PLAN

EIN - 35-6244695

PN - 001

Appendix A (Continued)

Summary of Principal Plan Provisions
(January 1, 2009)

- iv. For an Employee of Wetterau/Sheridan IGA, the benefit rate is \$16.55. (Note: Contributions stopped in April 2006.)
- v. Employees of Wiseway hired after January 18, 2000 do not participate in the Plan.
- e. Benefit Rate Applicable to Service subsequent to December 31, 2008:
 - i. For an Employee of Kroger, Grace Foods, or Local 700 hired prior to May 1, 2004 or an Employee of Wiseway hired prior to November 26, 1990, the benefit rate is as follows:

Table b.i.A	
Years of Benefit Credit	Benefit Credit Earned After 12/31/2008
Each of the first 10 years of Benefit Credit	\$36.25
Each of up to 10 years of Benefit Credit in excess of 10	\$43.50
Each of up to 20 years of Benefit Credit in excess of 20	\$48.25

- ii. For an Employee of Kroger, Grace Foods, or Local 700 hired after April 30, 2004 but before June 19, 2008, the rate is \$31.50.
- iii. For an Employee of Kroger, Grace Foods, or Local 700 hired after June 18, 2008, the rate is \$20.00.

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INDIANA AREA UFCW UNIONS AND RETAIL FOOD EMPLOYERS JOINT PENSION PLAN

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Appendix A (Continued)

Summary of Principal Plan Provisions
(January 1, 2009)

- iv. For an Employee of Wiseway hired after November 26, 1990 but before January 19, 2000, the benefit rate is \$14.30.
- v. Employees of Wiseway hired after January 18, 2000 do not participate in the Plan.

10. Early Retirement Benefit:

a. Early Pension:

"Early Pension" is payable upon an employee's retirement after attainment of age 55 and completion of at least five years of Eligibility Service.

b. Monthly Early Pension for Employees with Hours of Service before May 1, 2004:

"Monthly Early Pension" is determined as for Normal Retirement considering Benefit Credits accumulated at actual retirement. An employee who had an hour of service before May 1, 2004 and did not terminate employment prior to reaching early Retirement eligibility may request earlier commencement, in which case Monthly Early Pension is the greater of:

- i. The Normal Pension accrued as of December 31, 2008 reduced by ½ of 1% for each month by which the commencement of early retirement benefit payments precedes the first of the month following the employee's 60th birthday or

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Summary of Principal Plan Provisions
(January 1, 2009)

- ii. The Normal Pension accrued as of actual retirement reduced to its actuarial equivalent.
- c. Monthly Early Retirement for all Other Employees:
 - For all other employees "Monthly Early Pension" is the larger of:
 - i. The greater of the Normal Pension accrued as of June 30, 2004 reduced by $\frac{1}{2}$ of 1% for each month by which the commencement of early retirement benefit payments precedes the first of the month following the employee's 60th birthday or the Normal Pension accrued at December 31, 2008 reduced by $\frac{1}{2}$ of 1% for each month by which the commencement of early retirement benefit payments precedes the first of the month following the employee's 65th birthday or
 - ii. The Normal Pension accrued at actual Retirement reduced to its actuarial equivalent.

SCHEDULE MB, LINE 6 - SUMMARY OF PLAN PROVISIONS

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Appendix A (Continued)

Summary of Principal Plan Provisions
(January 1, 2009)

11. Disability Retirement Benefit:

a. Disability Retirement (current provisions):

"Disability Pension" is payable upon employee's termination of employment by reason of total and permanent disability after attainment of age 40 and while working in a covered position and completion of at least five years of Eligibility Service.

Monthly Disability Pension is determined as for Normal Retirement, considering Benefit Credits accumulated to date of disability, with payment commencing the later of six months after disability is incurred, or the Participant's termination date.

b. Disability Retirement Effective January 1, 2009:

As of January 1, 2009 the Disability Pension is eliminated. Disabled employees will continue to be eligible for Early Retirement Benefits under the Plan.

12. Vested Retirement Benefit:

"Vested Pension Benefits" are payable to employees who terminate employment on or after completing at least five years of Eligibility Service and whose Termination Date is before his 55th birthday. Prior to January 1, 1990, Employees were required to complete ten years of Eligibility Service.

For employees terminating during the period January 1, 1973 through June 30, 1974, the employee had to be at least age 50; and prior to January 1, 1973, the employee had to be at least age 55 and

SCHEDULE MB, LINE 6 - SUMMARY OF PLAN PROVISIONS

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Appendix A (Continued)

Summary of Principal Plan Provisions
(January 1, 2009)

have completed ten years of eligibility service.

Vested Retirement Pension is determined as for Normal Retirement, considering Benefit Credits accumulated at date of termination, with payment commencing at the normal retirement date in effect at the date the employee terminated employment. The vested participant may request that his vested pension commence at any time after age 55 subject to the early retirement reduction factor in effect at the date the employee terminated employment.

13. Pre-Retirement Surviving Spouse's Benefit:

"Surviving Spouse's Benefit" is payable if the employee dies while vested but before any benefits from the Plan have been paid. Employee and spouse must have been married for at least one year preceding the date of death in order to be eligible for a Surviving Spouse's Benefit.

If the employee has attained age 55 when he dies, the monthly Surviving Spouse's Benefit will be 50% of the early retirement pension the employee would have received had such employee retired on the date preceding death and elected a contingent annuity with 50% continued to the employee's spouse. Benefits to the spouse will commence on the first day of the month following the employee's death.

SCHEDULE MB, LINE 6 - SUMMARY OF PLAN PROVISIONS

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Summary of Principal Plan Provisions
(January 1, 2009)

If the employee has not attained age 55 when he dies, the monthly Surviving Spouse's Benefit will be 50% of the Vested Retirement Pension the employee would have received had such employee:

- a. terminated employment on the date of death,
- b. survived to the earliest date retirement benefits would have been payable, and
- c. elected to receive benefits in the form of a contingent annuity with 50% continued to the employee's spouse.

Benefits to the spouse may not commence before the earliest date retirement benefits would have been payable to the employee had he survived.

14. General Limitations:

Pension is not payable unless the employee files a written application for benefits with the Trustees. If a retired employee engages in Prohibited Employment, pension payments are suspended. Prohibited Employment before the age of 60 is employment in the retail sale of food or food products within the geographic jurisdiction of the Plan in a store comparable to those participating in the Plan. After age 60, in addition to such employment as described as Prohibited Employment before age 60, such

SCHEDULE MB, LINE 6 - SUMMARY OF PLAN PROVISIONS

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Summary of Principal Plan Provisions
(January 1, 2009)

Prohibited Employment must also be in the same trade or craft. Upon subsequent retirement, the pension is recomputed, considering additional Benefit Credits earned, if any, and payments made to date.

Effective November 1, 2007 employment will be considered Prohibited Employment only if the employee is re-employed by the employer from which he retired and has been separated no less the 30 consecutive days from all employment or self-employment with such employer in any capacity, and if such consecutive day period included his benefit commencement date.

If a terminated employee returns to covered employment after at least a 24-month break, his pre-break and post-break benefit accruals shall be based on the respective plan provisions in effect for each period of service.

If a terminated employee returns to covered employment before a 36-month break has occurred his benefit accruals will be based on the most current plan provisions if that produces the greater benefit.

Trustees may, upon accepting new employers for participation in the Plan, impose a lower benefit scale, a waiting period for benefits, or any other conditions

SCHEDULE MB, LINE 6 - SUMMARY OF PLAN PROVISIONS

INDIANA AREA UFCW UNIONS AND RETAIL FOOD EMPLOYERS JOINT PENSION PLAN

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Appendix A (Continued)

Summary of Principal Plan Provisions
(January 1, 2009)

deemed necessary to maintain actuarial soundness and equity among all Employers.

15. Expenses:

Paid from the Trust.

16. Actuarial Equivalent:

Actuarial Equivalent means a form of benefit differing in time, period and/or manner of payment from another form of benefit but having the same value when computed based upon the following interest and mortality assumptions:

- | | |
|--|--|
| a. For Early Retirement and Late Retirement Adjustments: | <ul style="list-style-type: none">• 7% interest per annum, compounded annually.• GATT Mortality. |
| b. For Lump Sums and Level Income Options: | <ul style="list-style-type: none">• Applicable interest rate.• Applicable Mortality Table. |
| c. For Joint and Survivor Options: | <ul style="list-style-type: none">• 30-year Treasury Rate for the month of November immediately preceding the Plan Year.• Applicable Mortality Table. |

17. Pension Adjustments:

From time to time the Trustees may, but shall not be required to, increase the pension benefits being paid or payable to former participants and their beneficiaries.

- | | |
|----|--|
| a. | Effective with payments to former participants and beneficiaries due on or after October 1, 1979, monthly pension benefits were increased by 7%. |
| b. | Effective with payments to former participants and |

SCHEDULE MB, LINE 6 - SUMMARY OF PLAN PROVISIONS

INDIANA AREA UFCW UNIONS AND RETAIL FOOD EMPLOYERS JOINT PENSION PLAN

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Summary of Principal Plan Provisions
(January 1, 2009)

beneficiaries due on or after October 1, 1980, monthly pension benefits were increased by 7%.

- c. Effective with payments to former participants and beneficiaries due on or after September 1, 1981, monthly pension benefits were increased by 12%.
- d. Effective with payments to former participants and beneficiaries due on or after June 1, 1987, for whom no Employer contributions were made on or after June 1, 1987, monthly pension benefits were increased by 5%.
- e. Effective with payments due on or after January 1, 1996 to participants, former participants and the beneficiaries of such participants due on or after January 1, 1996, who had begun to receive pension benefits prior to February 1, 1996 and who were still receiving such pension benefit on May 1, 1997, monthly pension benefits were increased by 4%.
- f. Effective with payments to former participants and beneficiaries receiving pension benefits on January 1, 1997 and who continued to receive such pension benefits on December 1, 1998 received a 10% permanent increase in their monthly benefit amount.
- g. Effective as of January 1, 1999, the amount of the monthly pension benefit being paid to an individual was increased by 10%, provided such increase was retroactive to January 1, 1999, or if later, as of the month the individual's pension benefit became effective in calendar year 1999 and was only be

SCHEDULE MB, LINE 6 - SUMMARY OF PLAN PROVISIONS

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Summary of Principal Plan Provisions
(January 1, 2009)

payable if such individual continue to be
entitled to be paid a pension benefit as of
September 1, 2000.

SCHEDULE MB, LINE 9C AND LINE 9H - SCHEDULE OF FUNDING STANDARD ACCOUNT BASES

INDIANA AREA UFCW UNIONS AND RETAIL FOOD EMPLOYERS JOINT PENSION PLAN

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Exhibit 5

Unfunded Actuarial Liability/ERISA Amortization
Schedule
(January 1, 2009)

Date Established	Source	Unamortized Balance 01/01/2009	Amortization Payment	Remaining Years
1. CHARGES				
01/01/1977	Initial accrued liability	\$1,244,592	\$197,661	8.0
01/01/1977	Plan amendment	13,933,719	2,212,896	8.0
01/01/1980	Plan amendment	7,246,720	921,496	11.0
01/01/1980	Change in cost Method	82,203	82,203	1.0
01/01/1982	Plan amendment	2,898,101	1,036,677	3.0
01/01/1986	Plan amendment	102,042	17,921	7.0
01/01/1988	Plan amendment	6,896,104	1,005,658	9.0
01/01/1989	Change in assumptions	1,614,441	218,791	10.0
01/01/1991	Change in assumptions	4,185,288	503,317	12.0
01/01/1995	Actuarial loss	111,804	111,804	1.0
01/01/1996	Plan amendment	4,180,660	412,232	17.0
01/01/1997	Plan amendment	19,665,031	1,884,714	18.0
01/01/1999	Plan amendment	6,245,637	569,906	20.0
01/01/2000	Plan amendment	15,392,245	1,374,984	21.0
01/01/2000	Change in assumptions	4,268,088	381,266	21.0
01/01/2001	Actuarial loss	5,850,935	1,027,590	7.0
01/01/2002	Actuarial loss	514,278	81,676	8.0
01/01/2003	Actuarial loss	13,585,543	1,981,178	9.0
01/01/2005	Actuarial loss	13,779,208	1,752,170	11.0
01/01/2006	Actuarial loss	10,735,749	1,291,065	12.0
01/01/2007	Actuarial loss	1,811,842	207,417	13.0
01/01/2008	Plan amendment	193,140	21,164	14.0
01/01/2009	Actuarial Loss	\$52,324,522	5,514,140	15.0
	TOTAL CHARGES	\$186,861,892	\$22,807,926	

SCHEDULE MB, LINE 9C AND LINE 9H - SCHEDULE OF FUNDING STANDARD ACCOUNT BASES

INDIANA AREA UFCW UNIONS AND RETAIL FOOD EMPLOYERS JOINT PENSION PLAN

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Exhibit 5 (Continued)

Unfunded Actuarial Liability/ERISA Amortization Schedule

Date Established	Source	Unamortized Balance 01/01/2009	Amortization Payment	Remaining Years
2. CREDITS				
01/01/2006	Combination of bases	\$ 75,120,755	\$ 13,861,727	6.6
01/01/2007	Change in cost method	19,753,499	3,137,168	8.0
01/01/2008	Actuarial gain	8,488,953	930,211	14.0
01/01/2008	Change in assumptions	797,063	87,341	14.0
	TOTAL CREDITS	\$ 104,160,270	\$ 18,016,447	
3.	Net balance/payment [(1) - (2)]	\$ 82,701,622	\$ 4,791,479	
4.	Credit Balance as of January 1, 2009	16,852,881		
5.	Balance test result [(3) - (4)]	\$ 65,848,741		
6.	Unfunded Actuarial Liability as of January 1, 2009 [Exhibit 2, Item (8c)]	\$ 65,848,741		

Form 5500Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security
Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

▶ **Complete all entries in accordance with the instructions to the Form 5500.**OMB Nos. 1210 - 0110
1210 - 0089**2009****This Form is Open to
Public Inspection****Part I Annual Report Identification Information**For calendar plan year 2009 or fiscal plan year beginning **01/01/2009** and ending **12/31/2009**

- A** This return/report is for: ☒ a multiemployer plan; ☐ a multiple-employer plan; or
☐ a single-employer plan; ☐ a DFE (specify) _____
- B** This return/report is: ☐ the first return/report; ☐ the final return/report;
☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
- C** If the plan is a collectively-bargained plan, check here ☒
- D** Check box if filing under: ☒ Form 5558; ☐ automatic extension; ☐ the DFVC program;
☐ special extension (enter description) _____

Part II Basic Plan Information - enter all requested information

1a Name of plan INDIANA UFCW UNIONS AND RETAIL FOOD EMPLOYERS PENSION PLAN	1b Three-digit plan number (PN) ▶ 001
	1c Effective date of plan 06/01/1966
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) TRUSTEES OF INDIANA UFCW UNIONS AND RETAIL FOOD EMP 5420 WEST SOUTHERN AVENUE SUITE 407 INDIANAPOLIS IN 46241	2b Employer Identification Number (EIN) 35-6244695 2c Sponsor's telephone number 317-247-7381 2d Business code (see instructions) 445110

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

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

SIGN HERE	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	<i>[Signature]</i>	<i>10/8/2010</i>	<i>JOSEPH CHORPENNING / CINDY BONDAR</i>
SIGN HERE	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2009)
V.092307.1