

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 single-employer plan; ☐ a multiple-employer plan; or ☐ 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 LIMITED STORES SAVINGS AND RETIREMENT PLAN
1b	Three-digit plan number (PN) ▶ 001
1c	Effective date of plan 08/03/2007
2a	Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) LIMITED STORES, LLC 7775 WALTON PARKWAY NEW ALBANY, OH 43054
2b	Employer Identification Number (EIN) 54-2170165
2c	Sponsor's telephone number 614-415-7000
2d	Business code (see instructions) 448120

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.	10/14/2010	JOHN D BUELL
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2010	JOHN D BUELL
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") LIMITED STORES, LLC 7775 WALTON PARKWAY NEW ALBANY, OH 43054	3b Administrator's EIN 54-2170165 3c Administrator's telephone number 614-415-7000
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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	7496
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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	5936
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	268
d Subtotal. Add lines 6a , 6b , and 6c	6d	6204
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	6204
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	1028
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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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:

2A 2E 2G 2J 2K 3H

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)

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 LIMITED STORES SAVINGS AND RETIREMENT PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 LIMITED STORES, LLC	D Employer Identification Number (EIN) 54-2170165

Part I

Service Provider Information (see instructions)

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

1

Information on Persons Receiving Only Eligible Indirect Compensation

a

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

☒ Yes

☐ No

b

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

(b)	Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
ALLIANZ FUNDS	
33-0457728	

(b)	Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
AMERICAN FUNDS	
95-1411037	

(b)	Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
ARTISAN	
39-1811840	

(b)	Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
DIAMOND HILL FUNDS	
31-6547095	

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

DODGE & COX

94-1441976

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

DREYFUS

13-5673135

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

HARBOR

04-2679462

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

PIMCO FUNDS

95-2632339

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

SCHWAB FUNDS

94-3106735

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

VANGUARD

23-1945930

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

WELLS FARGO ADVANTAGE

41-0449260

(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)

WACHOVIA BANK,N.A

22-1147033

(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?
15 21 49 50 52 60 63 64	NONE	42413	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 ☐

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

(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.

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

a Name:	ARY,ROEPCKE, MULCHAEY, PC	b EIN:	52-2370901
c Position:	AUDITOR		
d Address:	TWO MIRANOVA PLACE, SUIT 600 COLUMBUS, OH 43215	e Telephone:	614-486-3600

Explanation: CONDUCTED AN RFP TO ENSURE AUDIT PRICING COMPETITIVENESS AND FOUND OTHER AUDITORS WHO COULD PERFORM COMPARABLE AUDIT FOR LESS COST WITH MORE EXPERIENCED AUDIT TEAM.

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2009 This Form is Open to Public Inspection.
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan LIMITED STORES SAVINGS AND RETIREMENT PLAN		B Three-digit plan number (PN) ► 001
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 LIMITED STORES, LLC		D Employer Identification Number (EIN) 54-2170165
Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)	
a Name of MTIA, CCT, PSA, or 103-12 IE: STABLE INVESTMENT		
b Name of sponsor of entity listed in (a): WACHOVIA BANK, N.A.		
c EIN-PN 56-6271988-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6256964
a Name of MTIA, CCT, PSA, or 103-12 IE: SCHWAB MANAGED RETIREMENT TRST 2010		
b Name of sponsor of entity listed in (a): THE CHARLES SCHWAB TRUST COMPANY		
c EIN-PN 81-0625169-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 133879
a Name of MTIA, CCT, PSA, or 103-12 IE: SCHWAB MANAGED RETIREMENT TRST 2020		
b Name of sponsor of entity listed in (a): THE CHARLES SCHWAB TRUST COMPANY		
c EIN-PN 81-0625169-002	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 644625
a Name of MTIA, CCT, PSA, or 103-12 IE: SCHWAB MANAGED RETIREMENT TRST 2030		
b Name of sponsor of entity listed in (a): THE CHARLES SCHWAB TRUST COMPANY		
c EIN-PN 81-0625169-003	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 873384
a Name of MTIA, CCT, PSA, or 103-12 IE: SCHWAB MANAGED RETIREMENT TRST 2040		
b Name of sponsor of entity listed in (a): THE CHARLES SCHWAB TRUST COMPANY		
c EIN-PN 81-0625169-004	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1277270
a Name of MTIA, CCT, PSA, or 103-12 IE: SCHWAB MANAGED RETIREMENT TRST 2050		
b Name of sponsor of entity listed in (a): THE CHARLES SCHWAB TRUST COMPANY		
c EIN-PN 81-0625169-006	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 137064
a Name of MTIA, CCT, PSA, or 103-12 IE: SCHWAB MANAGED RETIREMENT TRST INC		
b Name of sponsor of entity listed in (a): THE CHARLES SCHWAB TRUST COMPANY		
c EIN-PN 81-0625169-005	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 32064
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.		
Schedule D (Form 5500) 2009 v.092308.1		

a Name of MTIA, CCT, PSA, or 103-12 IE: [WELLS FARGO STABLE RETURN FUND](#)

b Name of sponsor of entity listed in (a): [WELLS FARGO BANK, N.A.](#)

c EIN-PN 52-2251296-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 106405
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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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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
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**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 LIMITED STORES SAVINGS AND RETIREMENT PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 LIMITED STORES, LLC	D Employer Identification Number (EIN) 54-2170165	

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	265	151
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	1457533	0
(2) Participant contributions	1b(2)	72551	31650
(3) Other.....	1b(3)	7647	6662
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		373120
(9) Value of interest in common/collective trusts.....	1c(9)	8749327	9461655
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	7858457	9809677
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	1023920	1364148

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	19169700	21047063

Liabilities

g Benefit claims payable	1g	10669	0
h Operating payables	1h	13467	9760
i Acquisition indebtedness	1i		
j Other liabilities	1j	265	151
k Total liabilities (add all amounts in lines 1g through 1j)	1k	24401	9911

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	19145299	21037152
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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)	252704	
(B) Participants	2a(1)(B)	1017551	
(C) Others (including rollovers)	2a(1)(C)	21612	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1291867
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	6480	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		6480
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	157239	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		157239
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		971808
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		2548943
c Other income.....	2c		0
d Total income. Add all income amounts in column (b) and enter total.....	2d		4976337

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	3024352	
(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)		3024352
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)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	60132	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		60132
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		3084484

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		1891853
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: MEADEN & MOORE, LTD

(2) EIN: 34-1818258

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		3000000
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	
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.			

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

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

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

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2009 This Form is Open to Public Inspection.
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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>LIMITED STORES SAVINGS AND RETIREMENT 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>LIMITED STORES, LLC</u>	D Employer Identification Number (EIN) <u>54-2170165</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	<u>0</u>
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): <u>56-1354495</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 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

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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



INDEPENDENT AUDITORS' REPORT

To the Retirement Savings Plan Committee of the
Limited Stores Savings and Retirement Plan
New Albany, Ohio:

We were engaged to audit the financial statements of the Limited Stores Savings and Retirement Plan as of December 31, 2009 and for the year then ended and the supplemental schedule as of December 31, 2009 as listed in the accompanying index. These financial statements are the responsibility of the Plan's management. The financial statements of the Limited Stores Savings and Retirement Plan as of December 31, 2008 and for the year then ended, were audited by other auditors whose report dated September 22, 2009 disclaimed an opinion on these financial statements as described in the following paragraph.

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

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

MEADEN & MOORE, LTD.
Certified Public Accountants

October 5, 2010
Cleveland, Ohio



Meaden & Moore, Ltd.

(A Meaden & Moore Company)

1100 Superior Avenue Suite 1100 Cleveland, Ohio 44114-2523 216-241-3272 FAX 216-771-4511
Akron Atlanta Charlotte Chicago Cleveland Columbus Los Angeles Naperville New York Orlando Phoenix Pittsburgh Wooster

Limited Stores Savings and Retirement Plan

Financial Statements

As of December 31, 2009 and 2008 and
For the Year Ended December 31, 2009

Contents

Independent Auditors' Report	1
Audited Financial Statements	
Statements of Net Assets Available for Benefits.....	2
Statement of Changes in Net Assets Available for Benefits	3
Notes to Financial Statements.....	4
Supplemental Schedule	
Schedule H, Line 4(i) Schedule of Assets (Held at End of Year)	18

Limited Stores Savings and Retirement Plan

Statements of Net Assets Available for Benefits

December 31, 2009 and 2008

	Assets	2009	2008
Investments at fair value		\$20,888,876	\$17,631,704
Receivable for contributions:			
Employer		-	1,457,533
Participants		31,650	72,551
Total receivable for contributions		31,650	1,530,084
Cash		151	265
Accrued fees		6,662	7,647
Total assets		20,927,339	19,169,700
	Liabilities		
Due to brokers		151	265
Administrative expenses payable		9,760	13,467
Total Liabilities		9,911	13,732
Net assets available for benefits at fair value		20,917,428	19,155,968
Adjustment from fair value to contract value for fully benefit-responsive investments		119,724	311,180
Net assets available for benefits		\$21,037,152	\$19,467,148

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

Limited Stores Savings and Retirement Plan

Statement of Changes in Net Assets Available for Benefits

For the Year Ended December 31, 2009

Additions	2009
Investment Income:	
Net appreciation in fair value of investments	\$3,189,154
Dividends from mutual funds	138,496
Transfer agent and 12b-1 fees	34,971
Total investment income	<u>3,362,621</u>
Contributions:	
Employer	252,704
Participant deferrals	1,017,551
Rollovers	21,612
Total contributions	<u>1,291,867</u>
Total additions	<u>4,654,488</u>
Deductions	
Administrative expense	31,826
Transfer agent and 12b-1 fees	28,306
Distributions to participants	3,024,352
Total deductions	<u>3,084,484</u>
Net increase	1,570,004
Net assets available for benefits:	
Beginning of period	<u>19,467,148</u>
End of period	<u><u>\$21,037,152</u></u>

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

Limited Stores Savings and Retirement Plan Notes to Financial Statements

1. Description of the Plan

General

The Limited Stores Savings and Retirement Plan (the Plan) is a defined contribution plan covering certain employees of Limited Stores, LLC and its affiliates (the Employer) who are at least 21 years of age and have completed one year of employment with 1,000 or more hours of service.

The Plan was formed effective August 3, 2007 as the result of the sale of a 75% ownership in Limited Stores, LLC (Limited Stores) by Limited Brands Store Operations, Inc. effective August 3, 2007. The employees of Limited Stores participated in the Limited Brands, Inc. Savings and Retirement Plan (the Prior Plan). All participating associates of Limited Stores in the Prior Plan became fully vested in their account balances which were transferred directly to the Plan. The amount of this plan-to-plan transfer was \$0 in 2009 and \$1,225,837 in 2008.

The following description of the Plan provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Contributions

Employer's Retirement Contribution:

The Employer provides non-service and service-related retirement contributions equal to a percentage of participants' annual eligible compensation to those participants who are employed on the last day of the Plan year and have completed 500 hours of service during the Plan year. In addition, the service-related retirement contribution also requires that the participant have five or more years of vesting service. The annual compensation of each participant taken into account under the Plan is limited to the maximum amount permitted under Section 401(a)(17) of the Internal Revenue Code. The annual compensation limit for 2009 was \$245,000. Plan compensation for the Prior Plan year included compensation earned while a participant was in the Prior Plan.

On December 26, 2008, an amendment was signed eliminating the Employer's Retirement Contribution for the 2009 and later plan years.

Limited Stores Savings and Retirement Plan

Notes to Financial Statements

Employer's Matching Contribution:

The Employer provides a matching contribution of 100% of the participant's voluntary contributions up to 4% of the participant's annual eligible compensation.

Effective March 1, 2009, an amendment was adopted making the employer matching contribution discretionary.

Participant Voluntary Contributions:

A participant may elect to make a voluntary tax-deferred contribution of 1% to 15% of his or her annual compensation up to the maximum permitted under Section 402(g) of the Internal Revenue Code adjusted annually. This voluntary tax-deferred contribution may be limited by Section 401(k) of the Internal Revenue Code.

Plan participants turning age 50 at any time before the end of the Plan Year, whose contributions to the Plan reach either the maximum percent of his or her annual compensation allowed by the Plan or the maximum dollar amount allowed by the Plan, are eligible to make "catch up" contributions to the Plan. Catch up contributions are voluntary and limited to a total of \$5,000 for each eligible participant for 2009. Catch up contributions are not eligible for employer matching contributions.

Investment Options

Both the Employer and participant contributions can be directed into various investment options offered by the Plan solely at the participant's discretion. The Employer periodically reviews and may make changes to the investment choices available in order to ensure the funds offered are meeting their investment objectives and the financial goals of the participants.

If a participant makes no investment fund election, any contributions made into such participant's account are invested into the Plan's default investment funds. The default investment fund is the age-appropriate Schwab Managed Retirement Trust Fund, which is selected based on the participant's date of birth.

Participant Accounts

Each participant's account is credited with the participant's and Employer's contributions as well as allocated investment earnings. The benefit to which a participant is entitled is equal to the vested balance in the participant's account.

Limited Stores Savings and Retirement Plan

Notes to Financial Statements

Vesting

Effective January 1, 2009, a participant is fully and immediately vested for voluntary, rollover, matching and Employer retirement contributions.

Payment of Benefits

The full value of participants' accounts becomes payable upon retirement, disability, or death. Upon termination of employment for any other reason, participants' accounts, to the extent vested, become payable. Those participants with vested account balances greater than \$1,000 have the option of leaving their accounts invested in the Plan until age 65. All benefits are paid as a lump sum distribution. Participants have the option of having benefits paid directly to an eligible retirement plan specified by the participant.

A participant may at any time request an in-service withdrawal as follows:

- 1) prior to age 59 ½ any portion of their rollover and pre-tax savings, and the portion of the retirement account transferred from the Prior Plan
- 2) after age 59 ½ any vested portion of their accounts
- 3) hardship distribution due to an immediate and heavy financial need based on the terms of the Plan

Amounts Allocated to Participants Withdrawn from the Plan

Amounts allocated, but not yet paid to participants withdrawn from the Plan were \$2,345 and \$10,669 as of December 31, 2009 and 2008, respectively.

Excess Contributions

Excess participant contributions totaling \$43,854 and Employer match contributions of \$63,254 were refunded to participants and the Employer for the year ended December 31, 2009. No participant or Employer matching contributions were refunded in 2008.

Forfeitures

Forfeitures are used to reduce the Employer's required contributions, and if so elected by the Employer, to reduce administrative expenses. Forfeitures of \$42,814 during the year ended December 31, 2009 were used to offset contributions made. Forfeitures of \$47,028 were used during the year ended December 31, 2008 to offset contributions made. There were no unused forfeitures at December 31, 2009 and 2008.

Limited Stores Savings and Retirement Plan

Notes to Financial Statements

Administrative Expenses

Expenses of the Plan including participant fees and disbursement fees for withdrawals, terminations and loans are deducted from participants' accounts. The Employer currently pays any additional Plan expenses.

Transfer agent and 12b-1 fees

The investment funds pay certain fees directly to the Plan which is in turn paid to the Plan's trustee. Transfer agent and 12b-1 fees of \$28,306 were passed through the Plan's trust accounts for the year ended December 31, 2009.

Participant Loans

Effective April 1, 2009, an amendment was adopted to make available loans to participants and their beneficiaries in amounts not to exceed \$50,000 or one-half of the present value of the participant's vested balance in the aggregate. The loans are secured by the balance in the participant's account and bear interest at 4.25 percent and have a maximum term of five years.

2. Summary of Accounting Policies

Basis of Presentation

The accompanying financial statements have been prepared on the accrual basis of accounting, including investment valuation and income recognition.

Use of Estimates

The Plan prepares its financial statements in conformity with accounting principles generally accepted in the United States of America, which require management to make estimates and assumptions that affect the reported amounts of net assets available for benefits at the date of the financial statements and the changes in net assets available for benefits during the reporting period and, when applicable, disclosures of contingent assets and liabilities at the date of the financial statements. Actual results could differ from these estimates.

Risks

The Plan provides for the various investment options as described in Notes 1 and 3. Any investment is exposed to various risks, such as interest rate, market and credit. These risks could result in a material effect on participants' account balances and the amounts reported in the

Limited Stores Savings and Retirement Plan

Notes to Financial Statements

statement of net assets available for benefits and the statement of changes in net assets available for benefits.

Investment Valuation

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation/depreciation include the Plan's gains and losses on investments bought and sold as well as held during the year.

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See note 4 for discussion of fair value measurements.

As required by FASB ASC 965, the Statement of Net Assets Available for Benefits presents the fair value of the Plan's investments in collective trusts which invest in fully benefit-responsive investment contracts with a corresponding adjustment to show these investments at the unit value as reported by such trusts. The value of each unit is determined by subtracting total liabilities from the total value of the assets, including accrued income, and dividing the amount remaining by the number of units outstanding on the valuation date.

The Statement of Changes in Net Assets Available for Benefits is prepared on a unit value basis of the investment; therefore, there is no impact on the Statement of Changes in Net Assets Available for Benefits.

The adjustment from fair value to contract value represents the difference between market value and contract value of common collective trusts which invest in fully benefit-responsive investment contracts.

Net realized and unrealized (depreciation)/appreciation are recorded in the accompanying Statement of Changes in Net Assets Available for Benefits as net depreciation in fair value of investments.

Benefit Payments

Benefits are recorded when paid. An active participant may make an in-service withdrawal equal to 30 percent of the participant's account balance less any previous withdrawals. A participant may make an in-service withdrawal which qualifies as a hardship withdrawal if the participant has an immediate and heavy financial need and who has obtained all distributions, other than hardship distributions.

Limited Stores Savings and Retirement Plan

Notes to Financial Statements

Plan Administration

The Retirement Savings Plan Committee, comprised of members appointed by the Managing Member of Limited Stores, LLC administers the Plan. The Managing Member has delegated the day-to-day administrative duties to the Retirement Plan Committee.

Subsequent Events

Management evaluates subsequent events occurring subsequent to the date of the financial statements in determining the accounting for and disclosure of transactions and events that affect the financial statements.

Subsequent events have been evaluated through October 5, 2010, which is the date the financial statements were available to be issued.

3. Investments

All investment information disclosed in the accompanying financial statements and schedules, including investments held at December 31, 2009 and 2008 and net appreciation/depreciation in fair value of investments, and other investment earnings for the year ended December 31, 2009, was obtained or derived from information supplied to the Plan administrator and certified as complete and accurate by Wachovia Bank, N.A., as trustee.

The following table presents balances at December 31, 2009 and 2008 for the Plan's current investment options representing 5% or more of the Plan's net assets:

Limited Stores Savings and Retirement Plan
Notes to Financial Statements

	<u>2009</u>	<u>2008</u>
Investments at fair value as determined by:		
Quoted market price:		
Mutual funds		
Vanguard Total Stk Mkt Ind - SG	\$ 2,943,657	\$ 2,481,201
Allianz CCM Capital appreciation Fund	1,767,205	1,543,338
Artisan International Fund	1,694,531	1,136,961
American Balanced Fund	1,396,747	1,134,825
Wachovia Unitized Pooled Mutual Fund for Pimco	1,364,148	1,023,920
Total Return		
Dodge & Cox Stock Fund	1,301,666	1,059,290
Estimated fair value:		
Common collective trusts:		
Stable Investment Fund of Wachovia A	6,137,027	6,734,402
Schwab Managed Retirement TR Fund 2040	1,277,270	-

The Plan's investments' (including investments bought, sold, and held during the year) appreciation in value for the year ended December 31, 2009 is set forth below:

	<u>2009</u>
Net appreciation in fair value as determined by:	
Quoted market price:	
Mutual funds	\$ 2,052,637
Estimated fair value:	
Common collective trusts	960,326
Unitized pooled mutual fund	<u>176,191</u>
Net appreciation in fair value	<u><u>\$ 3,189,154</u></u>

4. Benefit Responsive Contracts

The Plan holds a Stable Investment Fund portfolio with Wachovia Bank, the trustee. The Stable Investment Fund invests in a variety of investment contracts such as guaranteed investment contracts (GICs) issued by insurance companies and other financial institutions and other investment products (such as synthetic GICs) with similar characteristics. The Plan also holds a Stable Return Fund through Wachovia. The Stable Return Fund invests in Stable Return Fund G which invests in fully benefit-responsive security-backed contracts. The security-backed contract

Limited Stores Savings and Retirement Plan

Notes to Financial Statements

is comprised of two parts: the first part is a fixed-income security or portfolio of fixed-income securities; the second part is a contract value guarantee (wrapper) provided by a third party.

Traditional GICs provide a fixed rate of interest over a specified period of time. Some traditional GICs may reset their rates quarterly when based upon an index. Other traditional GICs have a rate that is guaranteed to the maturity of the contract.

The primary variables impacting future crediting rates of synthetic GICs include the current yield of the assets within the contract, duration of the assets covered by the contract and the existing difference between the fair value and the contract value of the assets within the contract. The primary risk involved in credit risk of a security-backed contract is the credit risk of the contract issuer. Credit risk for security-backed contracts includes risks arising from the potential inability of the issuer to meet the terms of the contract wrapper and the potential default of the underlying fixed-income securities. Secondly, liquidity is limited because of the unique characteristics of investment contracts and the absence of an actively traded secondary market. Inherent risk is also present because rates may be fixed with these products.

The average yield earned by the Stable Investment Fund was 2.54% during the year ended December 31, 2009. The average yield earned by the Fund with an adjustment to reflect the actual interest rate credited to participants in the Fund was 3.56% during the year ended December 31, 2009. The average yield earned by the Stable Return Fund was 3.40% during the year ended December 31, 2009. The average yield earned by the Fund with an adjustment to reflect the actual interest rate credited to participants in the Fund was 3.32% during the year ended December 31, 2009.

The Stable Investment Funds' investment contracts are fully benefit-responsive and provide that the plan participant initiated withdrawals permitted under a participating plan will be paid at contract value. In addition to certain wrapper agreement termination provisions, the contracts generally provide for withdrawals associated with certain events which are not in the ordinary course of Fund operations, and that the issuer determines will have a material adverse effect on the issuer's financial interest, will be paid with a fair value adjustment to the contract value amount of such withdrawal as defined in such contracts. While each contract issuer specifies the events which may trigger such a fair value adjustment, typically such events include all or a portion of the following: (i) amendments to the Fund documents or Fund administration that would adversely affect the issuer; (ii) changes to Fund's prohibition competing investment options by participating plans or deletion of equity wash provisions; (iii) complete or partial termination of the Fund or its merger with another fund that would adversely affect the issuer; (iv) the failure of the Fund or its trust to qualify for exemption from federal income taxes of required prohibited transaction exemption under ERISA; (v) unless made in accordance with the withdrawal provisions of the fund, the redemption of all or a portion of interests in the Fund held by a participating plan at the direction of the participating plan sponsor, including withdrawals due to

Limited Stores Savings and Retirement Plan

Notes to Financial Statements

the removal of a specifically identifiable group of employees from coverage under the participating plan (such as a group layoff or early retirement incentive program), or the closing or sale of a subsidiary, employing unit or affiliate, the bankruptcy or insolvency of a plan sponsor, the merger of the plan with another plan, or the plan sponsor's establishment of another tax qualified defined contribution plan; (vi) any change in law, regulation, ruling, administrative or judicial position or accounting requirement, in any case applicable to the Fund or participating plans, and (vii) the delivery of any communication to plan participants designed to influence a participant not to invest in the Fund. At December 31, 2009, the trustee of the Fund does not believe that the occurrence of any such fair value event which would limit the Funds' ability to transact at contract value with participants is probable.

Guaranteed investment contracts generally do not permit issuers to terminate the agreement prior to the scheduled maturity date. Wrapper contracts generally are evergreen contracts that contain termination provisions. Wrapper agreements permit the Stable Investment Fund's investment manager or issuer to terminate upon notice at any time at fair value and provide for automatic termination of the wrapper contract if the book value or the fair value of the contract equals zero. The issuer is not excused from paying the excess contract value when the fair value equals zero. Wrapper contracts that permit the issuer to terminate at fair value generally provide that the Fund may elect to convert such termination to an Amortization Election as described below. In addition, if the Fund defaults in its obligation under the agreement (including the issuer's determination that the agreement constitutes a non-exempt prohibited transaction as defined under ERISA) and such default is not cured within the time permitted by any cure period, then the wrapper contract may be terminated by the issuer and the Funds will receive the fair value as of the date of termination.

Also, wrapper contracts generally permit the issuer or investment manager to elect at any time to convert the wrapped portfolio to a declining duration strategy whereby the contract would terminate at a date which corresponds to the duration of the underlying fixed income portfolio (Amortization Election). After the effective date of an Amortization Election, the fixed income portfolio must conform to the guidelines agreed upon by the wrapper issuer and the investment manager for the Amortization Election period. Such guidelines are intended to result in contract value equaling fair value of the wrapped portfolio by such termination date.

The following is a reconciliation of the beginning and ending balance of the adjustment from fair value to contract value for fully benefit-responsive contracts included in the Plan's statement of net assets:

Limited Stores Savings and Retirement Plan
Notes to Financial Statements

		Investments at Fair Value	2009 Adjustments at Contract Value	Investments at Contract Value
Stable Investment Fund	\$	6,137,027	119,937	6,256,964
Stable Return Fund		106,618	(213)	106,405

		Investments at Fair Value	2008 Adjustments at Contract Value	Investments at Contract Value
Stable Investment Fund	\$	6,734,403	311,180	7,045,583

Fair Value Measurements

As defined in FASB ASC Subtopic 820, "Fair Value Measurements," fair value is the price that would be received to sell an asset, or paid to transfer a liability, in an orderly transaction between market participants at the measurement date. In determining fair value, the Company utilizes certain assumptions that market participants would use in pricing the asset or liability, including assumptions about risk and/or the risks inherent in the inputs to the valuation technique. These inputs can be readily observable, market corroborated, or generally unobservable firm inputs. The Company utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs. Based on the examination of the inputs used in the valuation techniques, the Company is required to provide the following information according to the fair value hierarchy. The fair value hierarchy ranks the quality and reliability of the information used to determine fair values. The three levels of the fair value hierarchy are described as follows:

Limited Stores Savings and Retirement Plan Notes to Financial Statements

Level 1	Unadjusted quoted prices accessible in active markets for identical assets or liabilities at measurement date.
Level 2	Inputs to the valuation methodology include • quoted prices for similar assets or liabilities in active markets; • quoted prices for identical or similar assets or liabilities in inactive markets; • inputs other than quoted prices that are observable for the asset or liability; • inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.
Level 3	Inputs to the valuation methodology are unobservable and significant to the fair value measurement. Inputs reflect management's best estimate about the assumptions market participants would use at the measurement date in pricing the asset or liability. Consideration is given to the risk inherent in both the method of valuation and the valuation inputs.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2009 and 2008:

Mutual funds: Valued at the quoted market price of shares held by the plan at year end.

Common collective trusts and unitized pooled mutual fund: Investments in units of common collective trusts and the unitized pooled fund are valued at the respective net asset values as reported by such trusts/funds, which are reported at fair value. The value of each unit is determined by subtracting total liabilities from the total value of the assets, including accrued income, and dividing the amount remaining by the number of units outstanding on the valuation date. See also note 2 for common collective trusts.

Limited Stores Savings and Retirement Plan
Notes to Financial Statements

Loans to participants: Valued at the unpaid principal balance plus accrued interest at year end.

The preceding methods described may produce a fair value calculation 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.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value, on a recurring basis, as of December 31, 2009:

Assets at Fair Value at December 31, 2009				
	Level 1	Level 2	Level 3	Total
Mutual funds:				
International funds	\$ 1,771,228	\$ -	\$ -	\$ 1,771,228
Equity funds	6,641,702	-	-	6,641,702
Balanced funds	1,396,747	-	-	1,396,747
Total mutual funds	<u>\$ 9,809,677</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 9,809,677</u>
Common collective trusts	-	9,341,931	-	9,341,931
Pooled separate accounts	-	1,364,148	-	1,364,148
Loans to participants	<u>-</u>	<u>-</u>	<u>373,120</u>	<u>373,120</u>
Total assets at fair value	<u><u>\$ 9,809,677</u></u>	<u><u>\$ 10,706,079</u></u>	<u><u>\$ 373,120</u></u>	<u><u>\$ 20,888,876</u></u>

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value, on a recurring basis, as of December 31, 2008:

Limited Stores Savings and Retirement Plan
Notes to Financial Statements

Assets at Fair Value at December 31, 2008

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
International funds	\$ 1,150,989	\$ -	\$ -	\$ 1,150,989
Equity funds	1,134,825	-	-	1,134,825
Balanced funds	5,572,643	-	-	5,572,643
Total mutual funds	<u>\$ 7,858,457</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 7,858,457</u>
Common collective trusts	-	8,749,327	-	8,749,327
Pooled separate accounts	-	1,023,920	-	1,023,920
Loans to participants	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Total assets at fair value	<u><u>\$ 7,858,457</u></u>	<u><u>\$ 9,773,247</u></u>	<u><u>\$ -</u></u>	<u><u>\$ 17,631,704</u></u>

The following table (2009) represents the fair value measurements using significant unobservable inputs for Level 3 investments:

**Fair Value Measurements Using
Significant Unobservable Inputs
(Level 3)**

Beginning Balance	\$ -
Purchases, issuances and settlements	<u>373,120</u>
Ending Balance	<u><u>\$ 373,120</u></u>

6. Tax Status

The Plan has not requested a determination letter from the Internal Revenue Service (IRS) stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code). The Plan Sponsor believes the Plan is qualified and the related trust is tax-exempt, and will take necessary and reasonable steps, if any, to maintain the Plan's qualified status.

7. Plan Termination

Although the Employer has not expressed any intent to do so, the Employer has the right under the Plan to discontinue its contributions at any time. Limited Stores, LLC has the right at any time, by action of the Managing Member of Limited Stores, LLC, to terminate the Plan subject to

Limited Stores Savings and Retirement Plan Notes to Financial Statements

provisions of ERISA. Upon Plan termination or partial termination, participants will become fully vested in their accounts.

8. Parties-in-Interest

Wachovia Bank, N.A., trustee of the Plan, its subsidiaries and affiliates maintain and manage certain of the investments of the Plan, for which the Plan is charged investment expenses.

9. Reconciliation of Financial Statements to Form 5500

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

	<u>2009</u>	<u>2008</u>
Net assets available for benefits per the financial statements	\$ 21,037,152	\$ 19,467,148
Contract value in excess of fair value	-	(311,180)
Amounts allocated to withdrawing participants	-	(10,669)
Net assets available for benefits per form 5500	<u>\$ 21,037,152</u>	<u>\$ 19,145,299</u>

The following is a reconciliation of total additions per the financial statements to the total earnings per the Form 5500:

	<u>2009</u>
Net increase per the financial statements	\$ 1,570,004
Change in adjustments from contract value to fair value	311,180
2008 amounts allocated to withdrawing participants	10,669
Net income per Form 5500	<u>\$ 1,891,853</u>

10. Subsequent Events

Effective January 1, 2010, an amendment was adopted to allow the employer to make a matching contribution for each participant who makes pre-tax savings contributions during a Plan Year. Effective July 1, 2010, an amendment was adopted in which participants may be eligible to make a pre-tax contribution if the participant is an associate, has been employed by the employer for at least 30 days and is at least 21 years of age.

Limited Stores Savings and Retirement Plan
 EIN #54-2170165 Plan #001
 Schedule H, Line 4i
 Schedule of Assets (Held at End of Year)

December 31, 2009

(a)	(b)	(c)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Current Value
*	Stable Investment Fund of Wachovia A	Common/Collective Trust - 200,251 units	6,256,964
	Schwab Managed Retirement TR Fund 2010	Common/Collective Trust - 10,024 units	133,879
	Schwab Managed Retirement TR Fund 2020	Common/Collective Trust - 43,496 units	644,625
	Schwab Managed Retirement TR Fund 2030	Common/Collective Trust - 43,640 units	873,384
	Schwab Managed Retirement TR Fund 2040	Common/Collective Trust - 52,906 units	1,277,270
	Schwab Managed Retirement TR Fund 2050	Common/Collective Trust - 6,890 units	137,064
*	Wells Fargo Stable Return Fund	Common/Collective Trust - 2,389 shares	106,405
	Schwab Managed Retirement TR Fund - Income	Common/Collective Trust - 14,298 units	32,064
	Allianz CCM Capital Appreciation Fund	Mutual Fund - 130,681 shares	1,767,205
	American Balanced Fund	Mutual Fund - 82,473 shares	1,396,747
	Artisan International Fund	Mutual Fund - 76,000 shares	1,694,531
	Diamond Hill Small-Mid Cap Fund	Mutual Fund - 2,237 shares	82,973
	Dodge & Cox Stock Fund	Mutual Fund - 12,244 shares	1,301,666
	Dreyfus The Bost Company Small Cap Growth Fund	Mutual Fund - 12,874 shares	546,201
	Harbor International Fund	Mutual Fund - 350 shares	76,697
	Vanguard Total Stk Mkt Ind - SG	Mutual Fund - 111,081 shares	2,943,657
*	Wachovia Unitized Pooled Mutual Fund for Pimco Total Return	Unitized Pooled Mutual Fund - 87,779 shares	1,364,148
	Participant Loans	Participant Loans - 4.25% interest	373,120
	Total		<u><u>21,008,600</u></u>

Note: column (d) is not applicable for participant directed investments.

* Represents a party-in-interest