

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 BIMBO BAKERIES USA PENSION PLAN	1b Three-digit plan number (PN) ►	001	
	1c Effective date of plan	07/30/2001	
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) BBU, INC. 255 BUSINESS CENTER DR., SUITE 200 HORSHAM, PA 19044	2b Employer Identification Number (EIN)	75-2490530	
	2c Sponsor's telephone number	215-672-8010	
	2d Business code (see instructions)	311800	

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	LOUIS MINELLA
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") BBU, INC. 255 BUSINESS CENTER DR., SUITE 200 HORSHAM, PA 19044	3b Administrator's EIN 75-2490530 3c Administrator's telephone number 215-672-8010
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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 WESTON FOODS, INC.	4b EIN 22-3396279 4c PN 001
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5 Total number of participants at the beginning of the plan year	5	1688
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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	6137
b Retired or separated participants receiving benefits.....	6b	1721
c Other retired or separated participants entitled to future benefits.....	6c	4600
d Subtotal. Add lines 6a , 6b , and 6c	6d	12458
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	384
f Total. Add lines 6d and 6e	6f	12842
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	8

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:
 1A 1C 1G 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)
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SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information 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). ▶ File as an attachment to Form 5500 or 5500-SF.	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

▶ **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 <u>BIMBO BAKERIES USA 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 or 5500-SF <u>BBU, INC.</u>	D Employer Identification Number (EIN) <u>75-2490530</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information	
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2009</u>		
2 Assets:		
a Market value	2a <u>57694174</u>	
b Actuarial value	2b <u>63463591</u>	
3 Funding target/participant count breakdown		
	(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a <u>157</u>	<u>17773517</u>
b For terminated vested participants	3b <u>546</u>	<u>8950627</u>
c For active participants:		
(1) Non-vested benefits	3c(1)	<u>1551992</u>
(2) Vested benefits	3c(2)	<u>38085952</u>
(3) Total active	3c(3) <u>985</u>	<u>39637944</u>
d Total	3d <u>1688</u>	<u>66362088</u>
4 If the plan is at-risk, check the box and complete items (a) and (b)	☐	
a Funding target disregarding prescribed at-risk assumptions	4a	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor	4b	
5 Effective interest rate	5	<u>8.14</u> %
6 Target normal cost	6	<u>137525</u>

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.

SIGN HERE	<u>09/30/2010</u>
Signature of actuary <u>JOHN R. POPIOLEK, FSA</u>	Date <u>08-05696</u>
Type or print name of actuary <u>TOWERS WATSON PENNSYLVANIA INC.</u>	Most recent enrollment number <u>215-246-7358</u>
Firm name <u>CENTRE SQUARE EAST, 1500 MARKET ST. PHILADELPHIA, PA 19102-4790</u>	Telephone number (including area code)
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 5500-SF.

Schedule SB (Form 5500) 2009
v.092308.1

Part II Beginning of year carryover and prefunding balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	6088405	0
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	0	0
9	Amount remaining (Item 7 minus item 8).....	6088405	0
10	Interest on item 9 using prior year's actual return of <u>-23.09</u> %	-1405813	
11	Prior year's excess contributions to be added to prefunding balance:		
a	Excess contributions (Item 38 from prior year)		2528415
b	Interest on (a) using prior year's effective rate of <u>6.17</u> %		156003
c	Total available at beginning of current plan year to add to prefunding balance		2684418
d	Portion of (c) to be added to prefunding balance.....		0
12	Reduction in balances due to elections or deemed elections.....	0	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d – item 12).....	4682592	0

Part III Funding percentages			
14	Funding target attainment percentage.....	14	88.58 %
15	Adjusted funding target attainment percentage.....	15	95.63 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	94.99 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	%

Part IV Contributions and liquidity shortfalls					
18 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
01/15/2010	500000	0			
04/14/2010	8000000	0			
07/15/2010	8000000	0			
09/14/2010	8000000	0			
			Totals ►	18(b)	24500000
				18(c)	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contribution from prior years.....	19a
b Contributions made to avoid restrictions adjusted to valuation date	19b
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c 21794839
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No
c If 20a is "Yes," see instructions and complete the following table as applicable:	

Liquidity shortfall as of end of Quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:				
a Segment rates:	1st segment: %	2nd segment: %	3rd segment: %	☒ N/A, full yield curve used
b Applicable month (enter code)				21b 2
22 Weighted average retirement age				22 60
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contribution for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a).....	29	
30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29)	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions).....	31	137525
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	0	0
b Waiver amortization installment	0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	0
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33).....	34	137525
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	0	0
36 Additional cash requirement (item 34 minus item 35).....	36	137525
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....	37	21794839
38 Interest-adjusted excess contributions for current year (see instructions).....	38	21657314
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37).....	39	0
40 Unpaid minimum required contribution for all years	40	0

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

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

<div>A Name of plan</div> <div>BIMBO BAKERIES USA PENSION PLAN</div>	<div>B Three-digit plan number (PN)</div> <div>▶</div> <div>001</div>
<div>C Plan sponsor's name as shown on line 2a of Form 5500</div> <div>BBU, INC.</div>	<div>D Employer Identification Number (EIN)</div> <div>75-2490530</div>

Part I

Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

TOWERS PERRIN

23-1159360

(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	169067	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

KREISCHER MILLER

23-1984075

(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	62250	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

EXCELLERATEHRO

75-2548221

(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 15	NONE	60836	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

THE BANK OF NEW YORK MELLON

13-5160382

(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?
21	NONE	1818	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 ☐

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:	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 <div style="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2009</div> 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>BIMBO BAKERIES USA 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>BBU, INC.</u>	D Employer Identification Number (EIN) <u>75-2490530</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>JPMCB LIQUIDITY FUND</u>		
b Name of sponsor of entity listed in (a): <u>JP MORGAN CHASE BANK</u>		
c EIN-PN <u>13-4994650-001</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>189217</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>EB TEMPORARY INVESTMENT FUND II</u>		
b Name of sponsor of entity listed in (a): <u>THE BANK OF NEW YORK MELLON</u>		
c EIN-PN <u>13-5160382-023</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>3858226</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>JPMCB LONG CREDIT FUND</u>		
b Name of sponsor of entity listed in (a): <u>JP MOGRAN CHASE BANK</u>		
c EIN-PN <u>13-4027152-999</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>47934095</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>GSCI ENERGY SECTOR FUND A</u>		
b Name of sponsor of entity listed in (a): <u>STANDARD & POORS CORP</u>		
c EIN-PN <u>13-2582625-999</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>3308319</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>GSCI NON-ENERGY SECTOR FUND A</u>		
b Name of sponsor of entity listed in (a): <u>STANDARD & POORS CORP</u>		
c EIN-PN <u>13-2582625-999</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>2854569</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>JPMCB EAFE PLUS FUND</u>		
b Name of sponsor of entity listed in (a): <u>JP MORGAN CHASE BANK</u>		
c EIN-PN <u>26-0001051-001</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>20947868</u>
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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

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

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

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

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 BIMBO BAKERIES USA PENSION PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 BBU, INC.	D Employer Identification Number (EIN) 75-2490530	

Part I	Asset and Liability Statement
---------------	--------------------------------------

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	2800000	24500000
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		9945101
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		5307
(2) U.S. Government securities.....	1c(2)		35847309
(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)		576549
(B) Common	1c(4)(B)		99037151
(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)		
(9) Value of interest in common/collective trusts.....	1c(9)		79092294
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	55009802	
(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)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		104365776

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	57809802	353369487

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	19110	99477
i Acquisition indebtedness	1i		
j Other liabilities	1j		1874858
k Total liabilities (add all amounts in lines 1g through 1j)	1k	19110	1974335

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	57790692	351395152
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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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	24500000	
(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)		24500000

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)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0

(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)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0

(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)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		9076645
(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)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		33576645

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	3932318	
(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)		3932318
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)	231317	
(2) Contract administrator fees	2i(2)	60836	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	123254	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		415407
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		4347725

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		29228920
l Transfers of assets:			
(1) To this plan.....	2l(1)		264375540
(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: KREISCHER MILLER

(2) EIN: 23-1984075

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		100000000
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.

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

A Name of plan <u>BIMBO BAKERIES USA 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>BBU, INC.</u>	D Employer Identification Number (EIN) <u>75-2490530</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): <u>56-2520491</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.....	34

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
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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: 51% Investment-Grade Debt: 42% High-Yield Debt: 3% Real Estate: 0% Other: 4%

- 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

Bimbo Bakeries USA Benefits Committee
Horsham, Pennsylvania

We were engaged to audit the statements of net assets available for benefits of Bimbo Foods Bakeries, Inc. Cash Balance Plan for Salaried Employees as of December 31, 2009 and 2008, and the related statements of changes in net assets available for benefits for the years then ended, and the supplemental Schedule H Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2009. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Notes 6 and 8, which was certified by The Bank of New York Mellon/BNY Mellon, 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 certifications from the trustee as of and for the years ended December 31, 2009 and 2008, 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 supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by 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.



Horsham, Pennsylvania
October 8, 2010

BIMBO FOODS BAKERIES INC
BIMBO BAKERIES USA PENSION PLAN
EIN: 75-2490530 PLAN: 001

Attachment to 2009 Form 5500 Schedule SB, Line 22 - Description of Weighted Average Retirement Age

The average retirement age was calculated as follows:

(a) <u>Age</u>	(b) <u>Retirement Decrement*</u>	(c) <u>Population Beg of Year</u>	(d) <u>Population End of Year</u>	(e) <u>Number Retired</u>	(f) <u>[(a) * (e)] / 1000</u>
55	10%	1000	900	100	5.5
56	10%	900	810	90	5.0
57	5%	810	770	41	2.3
58	5%	770	731	39	2.2
59	5%	731	694	37	2.2
60	35%	694	451	243	14.6
61	50%	451	226	226	13.8
62	65%	226	79	147	9.1
63	20%	79	63	16	1.0
64	20%	63	51	13	0.8
65	100%	51	0	51	3.3
TOTALS				1000	59.8
Weighted Average Retirement Age is		60			

* Retirement rates are based on age and service. The ultimate retirement rates are shown here.

BIMBO FOODS BAKERIES INC
BIMBO BAKERIES USA PENSION PLAN
EIN: 75-2490530 PLAN: 001

Attachment to 2009 Form 5500 Schedule SB, Line 24 – Change in Actuarial Assumptions

The mortality assumption for lump sums was changed to the IRS 2009 Prescribed 417(e) (3) (unisex) table.

The required mortality table used to calculate the funding target and target normal cost was updated to include one additional year of projected mortality improvements.

SCHEDULE SB, LINE 25 -- Change in Method

Bimbo Foods Bakeries Inc. Bimbo Bakeries USA Pension Plan

EIN: 75-2490530

Plan Number: 001

The full corporate bond yield curve used to calculate the funding target and target normal cost was changed from IRS prescribed one-month average yield curve based on yields during December 2008 to October 2009.

The Actuarial value of assets was changed from market value of assets to an average of the fair market value over a 24 month period, adjusted for contributions, disbursements and expected earnings.

Assumed plan-related expenses of \$137,525 were added to the target normal cost.

BIMBO FOODS BAKERIES INC
BIMBO BAKERIES USA PENSION PLAN
EIN: 75-2490530 PLAN: 001
Attachment to 2009 Form 5500 Schedule SB, Line 26 - Schedule of Active Participant Data

Schedule of Active Participant Data

Attained Age		Total Years of Credited Service									
		<1	1 to 4	5 to 9	10 to 14	15 to 19	20 to 24	25 to 29	30 to 34	35 to 39	40 & up
<25	Count	0	4	0	0	0	0	0	0	0	0
	Average Earnings										
	Average cash balance										
25 to 29	Count	0	27	3	0	0	0	0	0	0	0
	Average Earnings										
	Average cash balance										
30 to 34	Count	2	29	14	2	0	0	0	0	0	0
	Average Earnings										
	Average cash balance										
35 to 39	Count	2	33	33	16	3	0	0	0	0	0
	Average Earnings										
	Average cash balance										
40 to 44	Count	2	54	39	46	12	0	0	0	0	0
	Average Earnings										
	Average cash balance										
45 to 49	Count	2	57	46	80	17	16	5	0	0	0
	Average Earnings										
	Average cash balance										
50 to 54	Count	1	48	44	83	14	28	10	2	0	0
	Average Earnings										
	Average cash balance										
55 to 59	Count	0	30	15	70	10	18	6	2	2	0
	Average Earnings										
	Average cash balance										
60 to 64	Count	0	7	5	24	1	11	2	2	0	0
	Average Earnings										
	Average cash balance										
65 to 69	Count	0	0	1	3	0	0	0	0	0	0
	Average Earnings										
	Average cash balance										
70 & up	Count	0	0	0	1	0	1	0	0	0	0
	Average Earnings										
	Average cash balance										
Average Age:					48.1	Average Service:		9.9			

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</small>	Single-Employer Defined Benefit 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>► File as an attachment to Form 5500 or 5500-SF.</p>	<small>OMB No. 1210-0110</small> 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

► **Round off amounts to nearest dollar.**

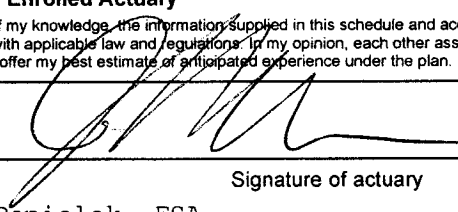
► **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan Bimbo Bakeries USA 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 BBU, Inc.	D Employer Identification Number (EIN) 75-2490530	
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B		
F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500		

Part I Basic Information			
1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2009</u>			
2 Assets:			
a Market value.....	2a	57,694,174	
b Actuarial value.....	2b	63,463,591	
3 Funding target/participant count breakdown			
		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment.....	3a	157	17,773,517
b For terminated vested participants.....	3b	546	8,950,627
c For active participants:			
(1) Non-vested benefits.....	3c(1)		1,551,992
(2) Vested benefits.....	3c(2)		38,085,952
(3) Total active.....	3c(3)	985	39,637,944
d Total.....	3d	1,688	66,362,088
4 If the plan is at-risk, check the box and complete items (a) and (b) ☐			
a Funding target disregarding prescribed at-risk assumptions.....	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor.....	4b		
5 Effective interest rate.....	5	8.14 %	
6 Target normal cost.....	6	137,525	

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.

SIGN HERE	 Signature of actuary John R. Popiolek, FSA Type or print name of actuary Towers Watson Pennsylvania Inc. Centre Square East, 1500 Market St. Philadelphia PA 19102-4790 Address of the firm	<u>9/30/10</u> Date 08-05696 Most recent enrollment number (215) 246-7358 Telephone number (including area code)
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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 5500-SF.

Schedule SB (Form 5500) 2009
v.092308.1

Part II Beginning of year carryover and prefunding balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	6,088,405	0
8 Portion used to offset prior year's funding requirement (Item 35 from prior year)	0	0
9 Amount remaining (Item 7 minus item 8)	6,088,405	0
10 Interest on item 9 using prior year's actual return of <u>(23.09)%</u>	(1,405,813)	
11 Prior year's excess contributions to be added to prefunding balance:		
a Excess contributions (Item 38 from prior year)		2,528,415
b Interest on (a) using prior year's effective rate of <u>6.17 %</u>		156,003
c Total available at beginning of current plan year to add to prefunding balance		2,684,418
d Portion of (c) to be added to prefunding balance		0
12 Reduction in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (item 9 + item 10 + item 11d - item 12)	4,682,592	0

Part III Funding percentages

14 Funding target attainment percentage	14	88.58 %
15 Adjusted funding target attainment percentage	15	95.63 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	94.99 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls

18 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
01/15/2010	500,000	0			
04/14/2010	8,000,000	0			
07/15/2010	8,000,000	0			
09/14/2010	8,000,000	0			
Totals ▶			18(b)	24,500,000	18(c) 0

19 Discounted employer contributions - see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contribution from prior years	19a
b Contributions made to avoid restrictions adjusted to valuation date	19b
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c 21,794,839

20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No
c If 20a is "Yes," see instructions and complete the following table as applicable:	

Liquidity shortfall as of end of Quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:			
a Segment rates:	1st segment: %	2nd segment: %	3rd segment: %
			☒ N/A, full yield curve used
b Applicable month (enter code)			21b 2
22 Weighted average retirement age			22 60
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute			

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.		☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.		☒ Yes ☐ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.		☒ Yes ☐ No
27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment.		27

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contribution for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a)	29	
30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29)	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions)		31	137,525
32 Amortization installments:		Outstanding Balance	Installment
a Net shortfall amortization installment		0	0
b Waiver amortization installment		0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount		33	0
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b - item 33)		34	137,525
		Carryover balance	Prefunding balance
35 Balances used to offset funding requirement		0	0
36 Additional cash requirement (item 34 minus item 35)		36	137,525
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c)		37	21,794,839
38 Interest-adjusted excess contributions for current year (see instructions)		38	21,657,314
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37)		39	0
40 Unpaid minimum required contribution for all years		40	0

Actuarial Assumptions and Methods

Economic Assumptions

Interest rate basis:

- ▶ Applicable month One month average based on yields during October 2008
- ▶ Yield curve basis Full yield curve
- ▶ Transition from current liability rates No

Interest rates:

- ▶ 10-year rate 8.81%
- ▶ 20-year rate 8.22%
- ▶ 30-year rate 7.50%
- ▶ Effective interest rate 8.17%

Annual rates of increase:

- ▶ Salaries 5.00%
- ▶ Cash Balance Crediting Rate 5.00%
- ▶ Conversion to Lump Sums Funding interest rates with adjustment to reflect phase-in of the PPA changes to the 417(e) minimum lump sum requirements
- ▶ Conversion to Annuities Funding interest rate with phase-in
- ▶ Future Social Security wage bases 4.00%

Lump sum factor load to reflect prior 417(e) subsidy)

- ▶ 2009 7.50%
- ▶ 2010 5.00%
- ▶ 2011 2.50%
- ▶ 2012 0.00%

Demographic Assumptions

Mortality

- ▶ Healthy Separate rates for non-annuitants (based on RP-2000 "Employees" table without collar or amount adjustments, projected to 2024 using Scale AA) and annuitants (based on RP-2000 "Healthy Annuitants" table without collar or amount adjustments, projected to 2016 using Scale AA)
- ▶ Disabled Separate rates for non-annuitants (based on RP-2000 "Employees" table without collar or amount adjustments, projected to 2024 using Scale AA) and annuitants (based on RP-2000 "Healthy Annuitants" table without collar or amount adjustments, projected to 2016 using Scale AA)
- ▶ Lump Sum / Annuity Conversions IRS 2009 Prescribed 417(e)(3) (unisex) for lump sum conversion

Termination

Rates varying by age and service

Representative rates:

Nonunion

<i>Age</i>	<i>Years of Service</i>	
	<i>2</i>	<i>5</i>
25	20.0%	20.0%
40	20.0%	12.0%
55	20.0%	10.0%

Union

<i>Age</i>	<i>Years of Service</i>	
	<i>2</i>	<i>5</i>
25	12.0%	10.0%
40	12.0%	3.0%
55	12.0%	3.0%

Disability

Rates varying by age

Representative rates:

<i>Age</i>	<i>Rate</i>
25	0.0003
40	0.0007
55	0.0050

Retirement Rates varying by age and service

Representative rates:

Nonunion

<i>Years of Service</i>			
<i>Age</i>	<i>10</i>	<i>25</i>	<i>30</i>
55	0.03	0.03	0.10
62	0.50	0.65	0.65
65	1.00	1.00	1.00

Union

<i>Years of Service</i>			
<i>Age</i>	<i>10</i>	<i>25</i>	<i>30</i>
55	0.03	0.03	0.15
62	0.15	0.45	0.45
65	1.00	1.00	1.00

Benefit commencement date:

- ▶ Preretirement death benefit The later of the death of the active participant or the date the participant would have attained age 55 and 5 years service or age 65
- ▶ Deferred vested benefit The later of age 65 or termination of employment
- ▶ Disability benefit Upon disablement after age 55 or 15 years service
- ▶ Retirement benefit The later of age 55 and 5 years service or age 65

Form of payment

For Cash Balance Participants:
 25% of participants are assumed to take an annuity at retirement – life annuity
 75% of participants are assumed to take a lump sum at retirement. 100% at termination and disability
 For all others, 100% assumed to take on annuity at retirement

Percent married 80% of males; 60% of females

Spouse age Wife three years younger than husband

Covered pay W-2 earnings reported for the prior year increased by the salary scale assumption

Administrative expense assumption \$242,571

Methods

- ▶ Valuation date First day of plan year
- ▶ Funding target Present value of accrued benefits
- ▶ Target normal cost Present value of benefits expected to accrue during plan year plus plan-related expenses expected to be paid from plan assets during plan year
- ▶ Actuarial value of assets
Average of the fair market value of assets on the valuation date and the two immediately preceding valuation dates, adjusted for contributions, benefits, administrative expenses and expected earnings (with such expected earnings limited as described in IRS Notice 2009-22) . The average asset value must be within 10% of fair value, including contributions receivable.

The method of computing the actuarial value of assets complies with rules governing the calculation of such values under the Pension Protection Act of 2006 (PPA). These rules produce smoothed values that reflect the underlying market value of plan assets but fluctuate less than the market value. As a result, the actuarial value of assets will be lower than the market value in some years and greater in other years. However, over the long term under PPA's smoothing rules, the method has a bias to produce an actuarial value of assets that is below the market value of assets.

Benefits Not Valued

All benefits described in the Plan Provisions section of this report were valued. Towers Watson has reviewed the plan provisions with Bimbo Bakeries USA and, based on that review, is not aware of any significant benefits required to be valued that were not.

Plan Provisions

Pension accruals for non-union employees was frozen effective December 31, 2007. This change was reflected at December 31, 2006 for accounting purposes. For funding purposes, the full impact of the change was reflected as of January 1, 2008.

Covered Employees All salaried employees of Bimbo Foods Bakeries, Inc. who were participants as of January 21, 2009.

Definitions

Compensation Base pay plus overtime, shift differential, sales incentive and bonuses; not to exceed the pensionable earnings limit mandated by law.

Average compensation The average of the highest 60 consecutive months of compensation earned during the last 120 month period.

Vesting service One year for each 12 consecutive months of employment during which a participant:

Before January 1, 2000

Completes 1,000 or more hours of service

After December 31, 1999 and before January 1, 2004

Completes at least one hour of service

After December 31, 2003

Completes 1,000 or more hours of service

Credited service One year is credited for determining pension benefits for each 12 consecutive months of service from:

- (i) Prior to June 30, 1976: most recent hire date to June 30, 1976
- (ii) From June 30, 1976 to July 30, 2001: the later of June 30, 1976 or most recent hire date from which an employee completes 1,800 hours of service in a year. A partial year will be given for years with 1,000 or more hours but less than 1,800 hours, and for the year in which retirement or termination occurs, regardless of hours worked.
- (iii) From January 1, 2000 to December 31, 2003: the later of December 31, 1999 or most recent hire date from which at least one hour of service in a year is completed.
- (iv) After July 30, 2001: credited service is calculated based on 1/12 for every month where more than 15 days were completed.

BIMBO FOODS BAKERIES INC
BIMBO BAKERIES USA PENSION PLAN
EIN: 75-2490530 PLAN: 001

Attachment to 2009 Form 5500 Schedule SB, Part V – Summary of Plan Provisions

2

Allocation percentage For a calendar year, the percentage from the following table based on the sum of the employee's attained age and completed years of service at December 31 of the year:

Age + Service at December 31	Allocation Percentage
Less than 40	3%
40 – 50	4%
50 – 60	5%
60 – 70	6%
70 – 80	7%
80 – 90	8%
90 – 100	9%
100 and over	10%

Interest credit rate The fixed interest rate for a calendar year is determined as the 5-year U.S. Treasury note yields for the last business day on or before the previous November 30 plus 0.25%.

Transition participant Participants who were under age 40 and were active (including those on leave of absence, severance or disability) as of December 31, 1999.

Grandfathered participant Participants who were at least age 40 and were active employees as of December 31, 1999.

Normal Retirement Date (NRD) First of the month coincident with or next following the attainment of age 65 and 5 vesting service.

Accrued Benefit The single life annuity commencing at NRD which is the greater of (i) , (ii) or (iii) (if applicable)

(i) Transition benefit

the greater of (a) or (b):

(a) 1.2% of average compensation multiplied by credited service to a maximum of 30 years frozen as of December 31, 2004

(b) the frozen accrued benefit as of December 31, 1988 plus 1.2% of average compensation multiplied by credited service completed between December 31, 1988 and December 31, 1993

(ii) Grandfathered benefit

the greater of (a) or (b):

- (a) 1.2% of average compensation multiplied by credited service to a maximum of 30 years
- (b) the frozen accrued benefit as of December 31, 1988 plus 1.2% of average compensation multiplied by credited service completed between December 31, 1988 and December 31, 1993
- (iii) Cash balance benefit converted to an annuity. The Cash Balance benefit is equal to the sum of (a), (b) and (c):
 - (a) The opening balance as of December 31, 1999
 - (b) Allocations each December 31 equal to the year's allocation percentage times compensation for the plan year
 - (c) Interest credits.

Eligibility for Benefits

Normal or Deferred Retirement	Retire on or after NRD.
Early Retirement	Retire before NRD and on or after both attaining age 55 and completing 10 years of service, or completion of 30 years of service.
Disability Retirement	A participant who becomes totally and permanently disabled.
Deferred Vested	Terminate for reasons other than death or retirement after completing 3 years of service.
Preretirement Death Benefits	Spouses and eligible dependents of active participants who die before pension payments have commenced.

Annual Benefits Paid Upon the Following Events

Normal or Postponed Retirement	Accrued benefit determined as of NRD or actual retirement, if later.
Early Retirement	The greater of <ul style="list-style-type: none"> (i) transition benefit or grandfathered benefit (as applicable) determined as of early retirement date, reduced 3.0% for each year that commencement of payment precedes age 62, or (ii) the actuarial equivalent benefit payable from the participant's cash balance account.

Termination With Deferred Vested Benefit	<p>The greater of</p> <ul style="list-style-type: none">(i) the accrued transition benefit or accrued grandfathered benefit (as applicable) payable at normal retirement actuarially reduced at commencement date prior to normal retirement date. If the participant has 10 or more years service, the accrued transition benefit is reduced 4% per year before age 65 and actuarially reduced for commencement before age 55 or(ii) actuarially equivalent benefit payable from participant's cash balance account.
Preretirement Death Benefit	<p>If a participant's beneficiary is the spouse, the benefit amount is the greater of:</p> <ul style="list-style-type: none">(i) 50% of the participant's benefit reduced for early retirement and the 50% joint and survivor option as of the date of death or(ii) the actuarial equivalent of the participant's cash balance account. <p>If a participant's beneficiary is not the participant's spouse, the benefit is a lump sum payment equal to the greater of:</p> <ul style="list-style-type: none">(i) the actuarial equivalent of 50% of the participant's benefit or(ii) the cash balance account.
Disability Benefit	<p>Disabled employees continue to accrue transition benefits and service during their period of disability for the first two years after the disability occurs. After the two years, the participant is terminated. Compensation credits are based on the greater of the annual rate of base compensation for the plan year in which the disability occurred.</p>
Forms of Payment	<p>Normal form is a life annuity for single employees and a 50% joint and survivor annuity for married employees. Optional forms are an actuarially equivalent 33 1/3%, 50%, 75% or 100% joint and survivor annuity, life annuity, 10, 15 or 20 years certain and life annuity, Social Security level income option, or a lump sum payment.</p>
Maximum on Benefits and Pay	<p>All benefits and pay for any calendar year may not exceed the maximum limitations for that year as defined in the Internal Revenue Code. The plan provides for increasing the dollar limits automatically as such changes become effective. Benefits may not exceed 100% of the average compensation of the highest three consecutive calendar years.</p>

Future Plan Changes

No future plan changes were recognized in determining pension cost or in determining minimum and maximum contributions. Towers Watson is not aware of any future plan changes which are required to be reflected.

Changes in Benefits Valued Since Prior Year

There have been no changes in benefits valued since the prior year except to recognize changes in IRS benefit and pay limitations, and change in 417(e) mortality.

**BIMBO FOODS BAKERIES, INC.
CASH BALANCE PLAN
FOR SALARIED EMPLOYEES**

Financial Statements

December 31, 2009 and 2008

**BIMBO FOODS BAKERIES, INC. CASH BALANCE PLAN
FOR SALARIED EMPLOYEES
December 31, 2009 and 2008**

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SUPPLEMENTAL SCHEDULE

Schedule I - Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

Independent Auditors' Report

Bimbo Bakeries USA Benefits Committee
Horsham, Pennsylvania

We were engaged to audit the statements of net assets available for benefits of Bimbo Foods Bakeries, Inc. Cash Balance Plan for Salaried Employees as of December 31, 2009 and 2008, and the related statements of changes in net assets available for benefits for the years then ended, and the supplemental Schedule H Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2009. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Notes 6 and 8, which was certified by The Bank of New York Mellon/BNY Mellon, 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 certifications from the trustee as of and for the years ended December 31, 2009 and 2008, 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 supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by 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.



Horsham, Pennsylvania
October 8, 2010

**BIMBO FOODS BAKERIES, INC. CASH BALANCE PLAN
FOR SALARIED EMPLOYEES**

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

	2009	2008
Assets:		
Investments, at fair value:		
Interest-bearing cash	\$ 5,307	\$ -
U.S. government securities	34,007,369	-
Preferred stock	576,549	-
Common stock	99,037,151	-
Common collective trust funds	79,092,294	-
Foreign bond	1,839,940	-
Plan interest in Weston Foods, Inc. Master Trust Fund	-	55,009,802
Total investments	214,558,610	55,009,802
Receivables:		
Employer contributions receivable	24,500,000	2,800,000
Due from affiliated plans	7,500,000	-
Due from broker	2,445,101	-
Due from Bimbo Bakeries USA, Inc. Retirement Account Balance Plan	104,365,776	-
Total assets	353,369,487	57,809,802
Liabilities:		
Due to broker	1,874,858	-
Administrative expenses payable	99,477	19,110
Total liabilities	1,974,335	19,110
Net assets available for benefits	\$ 351,395,152	\$ 57,790,692

See accompanying notes to financial statements.

**BIMBO FOODS BAKERIES, INC. CASH BALANCE PLAN
FOR SALARIED EMPLOYEES**

**Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2009 and 2008**

	2009	2008
Changes in net assets attributed to:		
Investment income (loss):		
Plan interest in Weston Foods, Inc. Master Trust Fund income (loss)	\$ 9,076,645	\$ (16,778,255)
Employer contributions	24,500,000	2,800,000
	33,576,645	(13,978,255)
Deductions from net assets attributed to:		
Benefits paid to participants	3,932,318	7,095,962
Administrative expenses	415,407	519,230
Total deductions	4,347,725	7,615,192
Increase (decrease) before transfer	29,228,920	(21,593,447)
Transfers from affiliated plans	264,375,540	-
Net increase (decrease)	293,604,460	(21,593,447)
Beginning of year	57,790,692	79,384,139
End of year	\$351,395,152	\$ 57,790,692

See accompanying notes to financial statements.

BIMBO FOODS BAKERIES, INC. CASH BALANCE PLAN FOR SALARIED EMPLOYEES

Notes to Financial Statements
December 31, 2009 and 2008

(1) Description of Plan

The following brief description of the Bimbo Foods Bakeries, Inc. Cash Balance Plan for Salaried Employees (f/k/a George Weston Bakeries Inc. Cash Balance Plan for Salaried Employees) (the Plan) is provided for general informational purposes only. Participants should refer to the plan document, including plan amendments, for more complete information.

General

The Plan is a defined benefit plan covering all regular salaried employees of Bimbo Foods Bakeries, Inc. (the Company). See Note 12 for subsequent events.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

The Plan participates in the Weston Foods, Inc. Master Trust Fund (the Master Trust), and is funded entirely from contributions by the Company.

In December 2006, the Company announced the freezing of pension benefits for salaried employees under the Plan, effective January 1, 2008. Effective January 1, 2008, salaried participants ceased earning annual contribution credits under the cash balance formula, but continued to earn interest credits. Service after December 31, 2007 for these salaried participants continues to count for vesting and eligibility for early retirement. In addition, effective January 1, 2007, salaried new hires are no longer eligible to participate in the Plan.

On January 21, 2009, the Company sold its fresh bread and baked goods business in the United States to Bimbo Bakeries USA. Additionally, the plan sponsor was changed to Bimbo Bakeries USA.

Effective June 30, 2009, the Plan name changed to Bimbo Foods Bakeries, Inc. Cash Balance Plan for Salaried Employees.

Effective December 31, 2009, the Bimbo Foods Bakeries, Inc. Hourly Employees Retirement Income Plan (Hourly Plan), Bimbo Foods, L.L.C. Employees' Retirement Plan (LLC Plan) and Bimbo Bakeries USA, Inc. Retirement Account Balance Plan (RABP Plan) were merged into the Plan (see Note 11).

Continued...

BIMBO FOODS BAKERIES, INC. CASH BALANCE PLAN FOR SALARIED EMPLOYEES

Notes to Financial Statements
December 31, 2009 and 2008

(1) Description of Plan, Continued

General, Continued

The Plan provides for annual contribution credits. The contribution credit percentage is determined by points credited to the participant on December 31 of each plan year. Participants' points as of any December 31 are equal to the sum of their age and years of service. Compensation credits are determined as follows:

Points (Age Plus Years of Service)	Compensation Credit for 12-Month Period Ending December 31
Less than 40	3% of such Active Participant's Compensation (as defined in the plan document) paid during such year
40 or more, but less than 50	4% of such Active Participant's Compensation paid during such year
50 or more, but less than 60	5% of such Active Participant's Compensation paid during such year
60 or more, but less than 70	6% of such Active Participant's Compensation paid during such year
70 or more, but less than 80	7% of such Active Participant's Compensation paid during such year
80 or more, but less than 90	8% of such Active Participant's Compensation paid during such year
90 or more, but less than 100	9% of such Active Participant's Compensation paid during such year
100 or more	10% of such Active Participant's Compensation paid during such year

The Plan provides for annual interest credits. The annual interest credit is a percentage increase in the cash balance account. The rate of annual interest is the five-year treasury note yield on or before November 30 of the previous year plus 0.25 percent, not to exceed a maximum of 10 percent.

Employees have the option to receive a lump sum distribution of their cash balance account or a variety of other options.

Continued...

BIMBO FOODS BAKERIES, INC. CASH BALANCE PLAN FOR SALARIED EMPLOYEES

Notes to Financial Statements
December 31, 2009 and 2008

(1) Description of Plan, Continued

Plan Administration

The administration of the Plan is overseen by the Bimbo Bakeries USA Benefits Committee (the Committee).

- *Trustee*

The investment assets of the Plan are maintained by The Bank of New York Mellon/BNY, N.A. (the Trustee). Among other duties, the Trustee is to safekeep and account for the trust funds and make payments to eligible participants in accordance with the Plan.

- *Expenses*

Administrative expenses, such as actuarial, trust and other administrative expenses are paid from the assets of the Plan. All other expenses are paid by the Company.

Eligibility for Participation

Full-time employees became eligible to participate in the Plan upon the date of hire. Each employee who was a member of the Bestfoods Cash Balance Pension Plan for Salaried Employees, the prior plan, was immediately eligible for participation in the Plan at inception of the Plan. Part-time employees became eligible to participate on the first anniversary of the first hour of service.

Pension Benefits

Scheduled pension benefits begin at the later of the normal retirement age of 65 or completion of five years of vesting service. An employee may elect early retirement with reduced benefits after completing at least 10 years of service and attaining the age of 55. An employee who terminates with a vested benefit may commence benefits as soon as administratively feasible. The retirement benefit is based on the participant's cash balance account at retirement/termination or, for a transition participant as defined in the plan document, the greater of the transition benefits or the cash balance account. The cash balance account is based on contribution and interest credits granted annually.

Vesting

Participants are 100 percent vested in the Plan after three years of credited service.

BIMBO FOODS BAKERIES, INC. CASH BALANCE PLAN FOR SALARIED EMPLOYEES

Notes to Financial Statements
December 31, 2009 and 2008

(2) Summary of Significant Accounting Policies

Basis of Accounting

The financial statements have been prepared using the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of the accumulated plan benefits at the date of the financial statements. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments are in funds administered by the Trustee.

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 7 for a discussion of the fair value measurements.

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) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Administrative Expenses

During 2009 and 2008, administrative expenses of \$415,407 and \$519,230, respectively, include fees paid to the Trustee and other service providers, as well as the Pension Benefit Guaranty Corporation (PBGC) expenses.

Subsequent Events

The Plan has evaluated subsequent events through October 8, 2010, the date the financial statements were available to be issued.

BIMBO FOODS BAKERIES, INC. CASH BALANCE PLAN FOR SALARIED EMPLOYEES

Notes to Financial Statements
December 31, 2009 and 2008

(3) Funding Policy

The Company's funding policy is to make annual contributions to the Plan in amounts that are estimated to ensure all employees' benefits will be fully provided for by the time they retire. The Company's contributions of \$24,500,000 and \$2,800,000 for 2009 and 2008, respectively, exceeded the minimum funding requirements of ERISA. Employer contributions of \$500,000 from the Hourly Plan, \$1,500,000 from the LLC Plan and \$6,000,000 from the RABP Plan are reflected as due from affiliated plans on the statements of net assets available for benefits and as part of the transfer from affiliated plans in the statements of changes in net assets available for benefits in connection with the merger (see Note 1).

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA.

(4) Plan Termination

As discussed in Note 1 and Note 8, the Company merged the Bimbo Foods Bakeries, Inc. Hourly Employees Retirement Income Plan and Bimbo Foods, L.L.C. Employees' Retirement Plan's assets and trusts into the Plan effective December 31, 2009. In the event the Plan terminates, the net assets of the Plan will be allocated, as prescribed by ERISA and its related regulations, generally, to provide the following benefits in the order indicated:

- Annuity benefits that former employees or their beneficiaries have been receiving for at least three years, or that employees eligible to retire for that three-year period, would have been receiving if they had retired with benefits in the normal form of annuity under the Plan. The priority amount is limited to the lowest benefit that was payable (or would have been payable) during those three years. The amount is further limited to the lowest benefit that would be payable under Plan provisions in effect any time during the five years preceding plan termination.
- Other vested benefits insured by PBGC (U.S. government agency) up to the applicable limitations (discussed below).
- All other vested benefits (that is, vested benefits not insured by the PBGC).
- All nonvested benefits.

Continued...

BIMBO FOODS BAKERIES, INC. CASH BALANCE PLAN FOR SALARIED EMPLOYEES

Notes to Financial Statements
December 31, 2009 and 2008

(4) Plan Termination, Continued

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivors' pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination. However, there is a statutory ceiling, which is adjusted periodically on the amount of an individual's monthly benefit that the PBGC guarantees. For plan terminations occurring during 2010, that ceiling is \$4,500 per month. That ceiling applies to those pensioners who elect to receive their benefits in the form of a single-life annuity and are at least 65 years old at the time of retirement or plan termination (whichever comes later). For younger annuitants or for those who elect to receive their benefits in some form more valuable than a single-life annuity, the corresponding ceilings are actuarially adjusted downward.

Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide for accumulated benefit obligations and may also depend on the financial condition of the plan sponsor and the level of benefits guaranteed by the PBGC.

(5) Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those estimated future periodic payments, including lump sum distributions that are attributable under the Plan's provisions to services rendered by the employees to the valuation date. Accumulated plan benefits include benefits expected to be paid to: (a) retired or terminated employees or their beneficiaries; (b) present employees or their beneficiaries; and (c) beneficiaries of employees who have died.

The actuarial present value of accumulated plan benefits was determined by the Plan's actuary and is that amount which results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment.

Continued...

BIMBO FOODS BAKERIES, INC. CASH BALANCE PLAN FOR SALARIED EMPLOYEES

**Notes to Financial Statements
December 31, 2009 and 2008**

(5) Actuarial Present Value of Accumulated Plan Benefits, Continued

The present value of accumulated plan benefits was computed by the Plan's consulting actuaries as of January 1, 2009 and 2008. The significant assumptions underlying the actuarial computations for 2009 and 2008 are as follows:

Interest rate	8.0%
Average retirement age	61
Mortality	
Healthy	1994 Uninsured Pensioner Mortality Table (UP94) Projected to 2015
Disabled	IRS Revenue Ruling 96-7 post 1994 disability table

These actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

The actuarial present value of accumulated benefits is as follows at January 1:

	2009	2008
Vested benefits:		
Participants currently receiving payments	\$ 18,311,163	\$ 16,452,869
Other participants	51,369,365	54,732,625
Total vested benefits	69,680,528	71,185,494
Nonvested benefits	1,271,964	1,940,404
Actuarial present value of accumulated plan benefits at end of year	\$ 70,952,492	\$ 73,125,898

Continued...

BIMBO FOODS BAKERIES, INC. CASH BALANCE PLAN FOR SALARIED EMPLOYEES

Notes to Financial Statements
December 31, 2009 and 2008

(5) Actuarial Present Value of Accumulated Plan Benefits, Continued

The changes in the actuarial present value of accumulated plan benefits were as follows for the years ended January 1:

	2009	2008
Actuarial present value of accumulated plan benefits at beginning of year	\$ 73,125,898	\$ 67,545,050
Increase (decrease) attributable to:		
Additional benefits accumulated (including the effect of noninvestment experience) and experience losses	(649,138)	5,537,970
Increase for interest due to decrease in discount period	5,571,694	5,141,112
Benefits paid	(7,095,962)	(6,691,015)
Assumption changes	-	1,592,781
Net increase (decrease)	(2,173,406)	5,580,848
Actuarial present value of accumulated plan benefits at end of year	\$ 70,952,492	\$ 73,125,898

As discussed in Note 1, the Company merged the assets of the Hourly Plan, LLC Plan and the RABP Plan into the Plan effective December 31, 2009.

The actuarial present value of the accumulated benefits for the Hourly Plan, LLC Plan and the RABP Plan is as follows at January 1, 2009:

	Hourly Plan	LLC Plan	RABP Plan
Vested benefits:			
Participants currently receiving payments	\$ 15,625,270	\$ 60,975,966	\$ 14,674,873
Other participants	22,572,926	66,218,899	101,584,791
Total vested benefits	38,198,196	127,194,865	116,259,664
Nonvested benefits	1,362,967	2,741,244	2,081,231
Actuarial present value of accumulated plan benefits at end of year	\$ 39,561,163	\$ 129,936,109	\$ 118,340,895

Continued...

BIMBO FOODS BAKERIES, INC. CASH BALANCE PLAN FOR SALARIED EMPLOYEES

**Notes to Financial Statements
December 31, 2009 and 2008**

(5) Actuarial Present Value of Accumulated Plan Benefits, Continued

The changes in the actuarial present value of accumulated plan benefits for the Hourly Plan, LLC Plan, and the RABP Plan were as follows for the year ended January 1, 2009:

	Hourly Plan	LLC Plan	RABP Plan
Actuarial present value of accumulated plan benefits at beginning of year	\$ 37,378,987	\$ 126,171,079	\$ 112,060,504
Increase (decrease) attributable to:			
Additional benefits accumulated (including the effect of noninvestment experience) and experience losses	82,513	4,700,953	7,398,189
Increase for interest due to decrease in discount period	2,916,637	9,677,576	8,007,845
Benefits paid	(1,878,176)	(10,606,823)	(10,773,242)
Assumption changes	-	-	1,647,599
Plan amendments	1,061,202	(6,676)	-
Net increase	2,182,176	3,765,030	6,280,391
Actuarial present value of accumulated plan benefits at end of year	\$ 39,561,163	\$ 129,936,109	\$ 118,340,895

(6) Investments (Unaudited)

The plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by the Trustee of the Plan, as complete and accurate, except for comparing such information certified by the Trustee to information included in the Plan's financial statements and supplemental schedule.

The following presents investments that represent 5 percent or more of the Plan's net assets at December 31:

	2009	2008
Plan's interest in the Master Trust	*	\$ 55,009,802
JPMCB Long Credit Fund	\$ 47,934,095	*
JPMCB EAFE Plus Fund	\$ 20,947,868	*

*Investment is less than 5 percent of the Plan's net assets at year end.

Continued...

BIMBO FOODS BAKERIES, INC. CASH BALANCE PLAN FOR SALARIED EMPLOYEES

Notes to Financial Statements December 31, 2009 and 2008

(6) Investments (Unaudited), Continued

The Plan's share of investment income (loss) was as follows for the years ended December 31:

	2009	2008
Plan's interest in the Master		
Trust income (loss)	\$ 9,076,645	\$ (16,778,255)

(7) Fair Value Measurements

Financial Accounting Standards Board (FASB) *Accounting Standards Codification* (ASC) 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides 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 under FASB ASC 820 are described as follows:

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

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.

Continued...

BIMBO FOODS BAKERIES, INC. CASH BALANCE PLAN FOR SALARIED EMPLOYEES

Notes to Financial Statements
December 31, 2009 and 2008

(7) Fair Value Measurements, Continued

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.

Plan's interest in the Master Trust: See Note 8.

U.S. government securities: Valued at the closing price reported in the active market in which the individual securities are traded.

Corporate debt instruments and foreign bond: Valued based on yields currently available on comparable securities of issuers with similar credit ratings.

Common and preferred stock: Valued at the closing price reported in the active market in which the individual securities are traded.

Common collective trust funds: Valued by the fund sponsor based on quoted market prices of the underlying investments.

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.

Continued...

BIMBO FOODS BAKERIES, INC. CASH BALANCE PLAN FOR SALARIED EMPLOYEES

**Notes to Financial Statements
December 31, 2009 and 2008**

(7) Fair Value Measurements, Continued

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

	Assets at Fair Value as of December 31, 2009			
	Level 1	Level 2	Level 3	Total
Interest-bearing cash	\$ 5,307	\$ -	\$ -	\$ 5,307
U.S. government securities:				
U.S. treasury bonds	30,121,379	-	-	30,121,379
Federal mortgage securities	2,906,506	-	-	2,906,506
Other	979,484	-	-	979,484
Total U.S. government securities	34,007,369	-	-	34,007,369
Preferred stock	576,549	-	-	576,549
Common stock:				
Domestic	78,504,799	-	-	78,504,799
Foreign	20,532,352	-	-	20,532,352
Total common stock	99,037,151	-	-	99,037,151
Common collective trust funds:				
Money market	-	4,047,443	-	4,047,443
Fixed income	-	47,934,095	-	47,934,095
Blend	-	20,947,868	-	20,947,868
Other	-	6,162,888	-	6,162,888
Total common collective trust funds	-	79,092,294	-	79,092,294
Foreign bond	-	1,839,940	-	1,839,940
Total assets at fair value	\$ 133,626,376	\$ 80,932,234	\$ -	\$ 214,558,610

(8) Interest in the Master Trust (Unaudited)

Prior to January 21, 2009, the Plan's investments were in the Weston Foods, Inc. Master Trust which was established for the investment of assets of the Plan and several other Weston Foods, Inc. sponsored plans. Subsequent to January 21, 2009, in association with the Company's purchase of the U.S. fresh bakery business division of Weston Foods, Inc., three plans associated with the purchase remained in the Master Trust while two plans remained with Weston Foods, Inc. and the corresponding assets were transferred from the Master Trust into a separate master trust.

Effective December 31, 2009, the Hourly Plan and the LLC Plan were merged into the Plan. The Plan is the only remaining plan included in the Master Trust as of December 31, 2009.

Continued...

BIMBO FOODS BAKERIES, INC. CASH BALANCE PLAN FOR SALARIED EMPLOYEES

**Notes to Financial Statements
December 31, 2009 and 2008**

(8) Interest in the Master Trust (Unaudited), Continued

The value of the Plan's interest in the Master Trust is based on the beginning of the year value of the Plan's interest in the trust plus actual contributions and allocated investment income (loss) less actual distributions and allocated administrative expenses. At December 31, 2009, and 2008, the Plan's interest in the net assets of the Master Trust was approximately 100 percent and 25 percent, respectively. Investment income (loss) and administrative expenses relating to the Master Trust are allocated to the individual plans based upon average monthly balances invested in each plan.

The plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by the Trustee of the Master Trust as complete and accurate, except for comparing such information certified by the Trustee to information included in the Plan's financial statements.

The Trustee has certified to the accuracy and completeness of the investment in the net assets of the Master Trust as of December 31, 2009 and 2008, and the investment income (loss) for the years ended December 31, 2009 and 2008, as summarized below.

The following table presents the assets, including investments of the Master Trust, as of December 31:

	2009	2008
Interest-bearing cash	\$ -	\$ 44,214
U.S. government securities	-	49,069,718
Corporate debt instruments	-	249,083
Preferred stock	-	301,004
Common stock	-	92,677,866
Common collective trust funds	-	78,303,101
Foreign bond	-	1,768,146
	-	222,413,132
Receivables from investment income, forward foreign currency contracts and securities sold	-	1,026,217
	-	223,439,349
Payables for forward foreign currency contracts and securities purchased	-	(17,956)
Total Master Trust investments	\$ -	\$ 223,421,393

Continued...

**BIMBO FOODS BAKERIES, INC. CASH BALANCE PLAN
FOR SALARIED EMPLOYEES**

**Notes to Financial Statements
December 31, 2009 and 2008**

(8) Interest in the Master Trust (Unaudited), Continued

Investment income (loss) of the Master Trust was as follows for the years ended December 31:

	2009	2008
Interest income	\$ 1,868,661	\$ 2,695,610
Dividend income	2,456,134	2,916,047
Net appreciation (depreciation) in fair value of investments:		
Interest-bearing cash	8,440	(9,333)
U.S. government securities	(7,345,215)	7,607,892
Preferred stock	474,629	(186,735)
Common stock	20,440,133	(60,087,382)
Foreign exchange contracts	(55,962)	(54,721)
Common collective trust funds	12,386,727	(19,878,848)
Foreign bond	37,099	39,389
	<u>\$ 30,270,646</u>	<u>\$ (66,958,081)</u>

Following is a description of the valuation methodologies used for assets measured at fair value held by the Master Trust.

U.S. government securities: Valued at the closing price reported in the active market in which the individual securities are traded.

Corporate debt instruments and foreign bond: Valued based on yields currently available on comparable securities of issuers with similar credit ratings.

Common and preferred stock: Valued at the closing price reported in the active market in which the individual securities are traded.

Common collective trust funds: Valued by the fund sponsor based on quoted market prices of the underlying investments.

Continued...

BIMBO FOODS BAKERIES, INC. CASH BALANCE PLAN FOR SALARIED EMPLOYEES

Notes to Financial Statements December 31, 2009 and 2008

(8) Interest in the Master Trust (Unaudited), Continued

The following table sets forth by level, within the fair value hierarchy, the Master Trust's assets at fair value as of December 31, 2008:

	Assets at Fair Value as of December 31, 2008			
	Level 1	Level 2	Level 3	Total
Interest-bearing cash	\$ 44,214	\$ -	\$ -	\$ 44,214
U.S. government securities :				
U.S. treasury bonds	42,241,177	-	-	42,241,177
Federal mortgage securities	5,914,345	-	-	5,914,345
Other	914,196	-	-	914,196
Total U.S. government securities	49,069,718	-	-	49,069,718
Corporate debt instruments	-	249,083	-	249,083
Preferred stock	301,004	-	-	301,004
Common stock:				
Domestic	74,352,883	-	-	74,352,883
Foreign	18,324,983	-	-	18,324,983
Total common stock	92,677,866	-	-	92,677,866
Common collective trust funds:				
Money market	-	5,512,374	-	5,512,374
Fixed income	-	47,915,739	-	47,915,739
Blend	-	18,457,736	-	18,457,736
Other	-	6,417,252	-	6,417,252
Total common collective trust funds	-	78,303,101	-	78,303,101
Foreign bond	-	1,768,146	-	1,768,146
Total assets at fair value	\$ 142,092,802	\$ 80,320,330	\$ -	\$ 222,413,132

Forward foreign currency contracts:

- The Master Trust may buy or sell foreign forward currency contracts. Foreign forward currency contracts obligate one party to purchase and the other party to sell a specific currency at a set price on a future date. Foreign forward currency contracts are valued monthly based on forward currency rates with the resulting adjustment being recorded as an unrealized gain or loss. At December 31, 2009 and 2008, there were no unrealized gains or losses related to the foreign forward contracts, as the Master Trust had no open positions to buy or sell foreign currency contracts.

BIMBO FOODS BAKERIES, INC. CASH BALANCE PLAN FOR SALARIED EMPLOYEES

Notes to Financial Statements December 31, 2009 and 2008

(9) Tax Status

The Internal Revenue Service has determined and informed the Company by a letter dated September 2, 2008, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the plan administrator believes the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

(10) Risks and Uncertainties

The Plan, through its interest in the Master Trust, invests in various types of investment securities. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statement of net assets available for benefits.

Plan contributions are made and 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 processes, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

(11) Transfer from Affiliated Plans

At December 31, 2009, the net assets of the LLC Plan totaling \$116,465,163 were transferred to the Plan.

At December 31, 2009, the net assets of the Hourly Plan totaling \$37,544,601 were transferred to the Plan.

At December 31, 2009, the net assets of the RABP Plan totaling \$110,365,776 were transferred into the Plan.

(12) Subsequent Events

On January 1, 2010, BBU, Inc. assumed sponsorship of the Plan and the Plan name changed to Bimbo Bakeries USA Pension Plan.

SUPPLEMENTAL SCHEDULE



THE BANK OF NEW YORK MELLON

CWI 6500200
WESTON FOODS, INC.
WFI-COMBINE MANAGER

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
31 DECEMBER 2009

RUN DATE: 28-APR-10
PAGE: 1
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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
<u>INTEREST-BEARING CASH</u>					
3,698.6900	EUR (EURO)	5,363.24	0.0000	5,306.70	56.54-
TOTAL INTEREST-BEARING CASH		5,363.24		5,306.70	56.54-
<u>U. S. GOVERNMENT SECURITIES</u>					
673,000.0000	FEDERAL HOME LN HTG DEBS 6.750% 03/15/2031 DD 10/25/00	991,424.68	121.7810	819,586.13	171,838.55-
1,632,000.0000	FEDERAL NATL HTG ASSN DEBS 7.250% 05/15/2030 DD 05/05/00	2,353,140.12	127.8750	2,086,920.00	266,220.12-
1,209,000.0000	ISRAEL ST AID 5.500% 04/26/2024 DD 04/26/04	1,449,259.12	106.7170	1,290,208.53	159,050.59-
917,000.0000	TENNESSEE VALLEY AUTH BD 5.880% 04/01/2036 DD 07/23/97	1,137,914.21	106.8140	979,484.38	158,429.83-
3,290,000.0000	U S TREASURY BOND 7.875% 02/15/2021 DD 02/15/91	4,891,216.81	134.4060	4,421,957.40	469,259.41-
3,393,000.0000	U S TREASURY BOND 07.250% 08/15/2022 DD 08/15/92	4,934,650.37	129.5470	4,395,529.71	539,120.66-
1,480,000.0000	U S TREASURY BOND 6.250% 08/15/2023 DD 08/15/93	1,874,825.52	119.4380	1,767,682.40	107,143.12-
365,000.0000	U S TREASURY BOND 06.875% 08/15/2025 DD 08/15/95	555,131.18	126.9220	463,265.30	91,865.88-
1,235,000.0000	U S TREASURY BOND 6.000% 02/15/2026 DD 02/15/96	1,724,129.53	116.9840	1,444,752.40	279,377.13-

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1,275,000.0000	U S TREASURY BOND 5.500% 08/15/2028 DD 08/15/98	1,723,751.32	111.4380	1,420,834.50	302,916.82-
1,509,000.0000	U S TREASURY BOND 6.125% 08/15/2029 DD 08/15/99	2,156,010.93	120.0630	1,811,750.67	344,260.26-
1,810,000.0000	U S TREASURY BOND 5.375% 02/15/2031 DD 02/15/01	2,487,763.47	110.5000	2,000,050.00	487,713.47-
1,749,000.0000	U S TREASURY BOND 4.500% 02/15/2036 DD 02/15/06	1,972,277.81	98.5000	1,722,765.00	249,512.81-
909,000.0000	U S TREASURY BOND 4.750% 02/15/2037 DD 02/15/07	1,273,658.89	102.1880	928,888.92	344,769.97-
644,000.0000	U S TREASURY BOND 5.000% 05/15/2037 DD 05/15/07	933,318.63	106.2030	683,947.32	249,371.31-
849,000.0000	U S TREASURY BOND 4.375% 02/15/2038 DD 02/15/08	1,137,461.49	96.0000	815,040.00	322,421.49-
2,152,000.0000	U S TREASURY BOND 4.500% 05/15/2038 DD 05/15/08	2,713,995.74	97.9220	2,107,281.44	606,714.30-
1,105,000.0000	U S TREASURY BOND 3.500% 02/15/2039 DD 02/15/09	1,020,673.06	81.9060	905,061.30	115,611.76-
1,635,000.0000	U S TREASURY BOND 4.250% 05/15/2039 DD 05/15/09	1,612,241.12	93.8130	1,533,842.55	78,398.57-
2,335,000.0000	U S TREASURY BOND 4.500% 08/15/2039 DD 08/15/09	2,533,965.99	97.7340	2,282,088.90	251,877.09-
1,480,000.0000	U S TREASURY BONDS 4.375% 11/15/2039 DD 11/15/09	1,454,489.04	95.7190	1,416,641.20	37,847.84-
TOTAL U. S. GOVERNMENT SECURITIES		40,931,299.03		35,297,578.05	5,633,720.98-



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<u>CORPORATE STOCK - PREFERRED</u>					
7,500.0000	PETROLEO BRASILEIRO SA ADR PETROBRAS SPONSORED	153,075.00	42.3900	317,925.00	164,850.00
10,420.0000	VALE S A ADR REPSTG PFD	110,973.00	24.8200	258,624.40	147,651.40
TOTAL CORPORATE STOCK - PREFERRED		264,048.00		576,549.40	312,501.40
<u>CORPORATE STOCK - COMMON</u>					
6,870.0000	NATL AUSTRALIA BK NPV	99,962.37	24.6421	169,291.85	69,329.48
9,110.0000	TELEKOM AUSTRIA (TA) NPV	130,432.56	14.2757	130,052.20	380.36-
21,420.0000	DEUTSCHE POST AG NPV (REGD)	351,492.35	19.4408	416,423.27	64,930.92
4,230.0000	RHOEN-KLINIKUM AG ORD NPV	89,943.04	24.4911	103,597.70	13,654.66
2,290.0000	MERCK KGAA NPV	205,381.00	92.8283	212,576.86	7,195.86
5,670.0000	SAP AG ORD NPV	200,387.22	47.4615	269,106.88	68,719.66
6,240.0000	E.ON AG NPV	247,620.03	41.7655	260,617.17	12,997.14
4,880.0000	CELESIO AG	120,516.19	25.5385	124,628.12	4,111.93
1,490.0000	MUENCHENER RUECKVERSICHERUNGS G NPV REGD	229,900.37	156.2012	232,739.84	2,839.47
3,440.0000	SIEMENS AG NPV REGD	252,429.74	92.3548	317,700.71	65,270.97
5,770.0000	BAYERISCHE MOTOREN WERKE (BMW) AG EUR1	173,324.92	45.9120	264,912.24	91,587.32

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26,658.0000	INFINEON TECHNOLOGIES ORD NPV	43,489.00	5.5668	148,400.55	104,911.55
19,144.0000	IBERDROLA SA EURO.75 (POST SUBDIVISION)	165,252.90	9.5697	183,203.92	17,951.02
2,705.0000	INDUSTRIA DE DISENO TEXTIL SA EURO.15	109,432.67	62.2538	168,396.54	58,963.87
2,190.0000	GDF SUEZ EUR1	83,417.17	43.4514	95,158.57	11,741.40
5,130.0000	TOTAL SA EUR2.5 POST SUBDIVISION	277,465.52	64.5709	331,248.84	53,783.32
4,612.0000	MICHELIN CIE GLE DES ETABL ORD EUR2 REGD	240,144.38	76.8739	354,542.45	114,398.07
5,346.0000	VIVENDI SA EUR5.5	163,827.19	29.8356	159,501.26	4,325.93-
19,910.0000	FRANCE TELECOM EUR4	552,410.87	25.0076	497,903.16	54,507.71-
4,470.0000	SANOFI-AVENTIS EUR2	282,093.96	78.9973	353,118.09	71,024.13
3,360.0000	ACCOR EUR3	153,550.46	54.8791	184,394.07	30,843.61
9,674.0000	AXA EUR2.29	209,814.86	23.7307	229,571.42	19,756.56
29,125.0000	INTESA SANPAOLO EURO.52	102,731.21	4.5194	131,629.35	28,898.14
27,527.0000	UNICREDIT EURO.50	56,471.26	3.3609	92,515.55	36,044.29
8,875.0000	ENI EUR1	206,516.24	25.5385	226,654.63	20,138.39
148,032.0000	TELECOM ITALIA DI RISP EURO.55	159,723.26	1.1090	164,176.63	4,453.37
37,924.0000	COMPAL ELECTRONIC GDR-REPR 5 ORD TWD10 REG S	98,865.69	6.9300	262,813.32	163,947.63



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10,790.0000	UNILEVER NV CVA EURO.16	260,076.41	32.6405	352,191.67	92,115.26
6,350.0000	SBM OFFSHORE NV EURO.25 (POST SUBDIVISION)	80,202.15	19.7636	125,499.38	45,297.23
3,160.0000	AKZO NOBEL NV EUR2	126,184.87	66.5724	210,368.78	84,183.91
6,400.0000	WOLTERS KLUWERS COM EURO.12	114,304.19	21.9516	140,490.72	26,186.53
9,930.0000	KONINKLIJKE PHILIPS ELECTRONIC NV EURO.20	190,898.20	29.6706	294,629.36	103,731.16
35,804.0000	ING GROEP N.V. CVA EURO.24	286,950.14	9.8997	354,451.54	67,501.40
22,890.0000	PORTUGAL TELECOM SGPS SA EURO.03 REG1	193,136.74	12.2240	279,808.96	86,672.22
3,169.0000	UBS AG CHF0.1 (POST SUBDIVISION)	44,184.68	15.5259	49,201.89	5,017.21
3,820.0000	NOVARTIS AG CHF0.50 (REGD)	189,142.66	54.6553	208,783.55	19,640.89
1,240.0000	ROCHE HLDG AG GENUSSCHEINE NPV	170,932.10	170.0604	210,874.97	39,942.87
1,920.0000	ADECCO SA CHF1 (REGD)	66,699.58	55.1874	105,959.85	39,260.27
7,020.0000	NESTLE SA CHF0.1 (REGD)	274,375.91	48.5610	340,898.67	66,522.76
6,480.0000	SWISS REINSURANCE LTD CHF0.1 (REGD)	306,237.61	48.2805	312,857.85	6,620.24
1,259.0000	LONZA GROUP AG CHF1(REGISTERED)	126,249.13	70.6166	88,906.41	37,342.72
63,060.0000	G4S PLC ORD GBP0.25	200,306.90	4.2082	265,375.34	65,068.44
12,773.0000	ROYAL DUTCH SHELL 'B' SHS	339,507.65	29.2530	373,648.68	34,141.03

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32,580.0000	CENTRICA ORD GBP0.061728395	128,282.77	4.5393	147,891.81	19,609.04
85,350.0000	RENTOKIL INITIAL ORD GBP0.01	53,993.22	1.8667	159,328.53	105,335.31
6,640.0000	SMITHS GROUP PLC ORD GBP0.375	84,487.94	16.3745	108,727.20	24,239.26
199,798.0000	VODAFONE GROUP ORD USD0.11428571	399,290.81	2.3205	463,639.15	64,348.34
17,826.0000	STANDARD LIFE ORD GBP0.10	51,771.24	3.4961	62,322.37	10,551.13
31,290.0000	BRITISH AIRWAYS ORD 25P	67,981.71	3.0181	94,438.06	26,456.35
20,530.0000	BRITISH SKY BRDCSTG ORD 50P	141,681.63	9.0754	186,319.13	44,637.50
35,036.0000	AVIVA PLC GBP0.25	196,454.74	6.4254	225,123.40	28,668.66
31,140.0000	BAE SYSTEMS ORD GBP0.025	168,676.76	5.8053	180,779.71	12,102.95
132,382.0000	HAYS ORD 1P	219,864.14	1.6810	222,541.93	2,677.79
45,870.0000	REXAM ORD 64 2/7P	211,385.89	4.6927	215,256.63	3,870.74
14,330.0000	PEARSON ORD GBP0.25	132,064.95	14.3883	206,184.53	74,119.58
31,515.0000	BP PLC ORD USD.25	238,334.24	9.6891	305,351.99	67,017.75
14,090.0000	GLAXOSMITHKLINE ORD GBP0.25	260,212.69	21.3079	300,228.96	40,016.27
23,260.0000	MARKS & SPENCER GROUP ORD GBP0.25	142,293.68	6.4916	150,996.87	8,703.19
86,500.0000	KINGFISHER ORD GBP0.157142857	167,893.26	3.6980	319,877.56	151,984.30
7,394.0000	CRH ORD EURO.32 DUBLIN LIST	151,284.57	27.2745	201,668.37	50,383.80

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20,144.0000	HSBC HLDGS USD0.50 HONGKONG REG	191,424.25	11.5294	232,249.42	40,825.17
17,000.0000	CHEUNG KONG(HLDGS) HK\$0.50	160,782.94	12.9351	219,897.99	59,115.05
14,000.0000	HUTCHISON WHAMPOA HK\$0.25	70,178.83	6.8867	96,414.13	26,235.30
568,000.0000	CHINA TELECOM CORP 'H'CNY1	211,803.56	0.4178	237,336.62	25,533.06
14,000.0000	SWIRE PACIFIC A HKD0.60	96,371.70	12.1226	169,717.76	73,346.06
39,300.0000	MITSUBISHI UFJ FINANCIAL GROUP NPV	230,330.34	4.8552	190,811.53	39,518.81-
12,400.0000	FUJIFILM HOLDINGS CORP NPV	266,740.22	29.9693	371,620.37	104,880.15
14,500.0000	KONICA MINOLTA HLDGS INC Y50	148,503.23	10.2261	148,278.63	224.60-
1,100.0000	NINTENDO CO	336,441.75	236.7473	260,422.14	76,019.61-
6,900.0000	SONY CORP NPV	146,296.75	28.6803	197,894.62	51,597.87
3,100.0000	TAKEDA PHARMACEUTICAL CO LTD NPV	158,676.24	41.1407	127,536.38	31,139.86-
6,700.0000	TOYOTA MOTOR CORP NPV	214,710.43	41.6778	279,241.62	64,531.19
870.0000	SAMSUNG ELECTRONICS CO GDR (144A)	152,250.00	350.0000	304,500.00	152,250.00
111,000.0000	SINGAPORE TELECOMMUNICATIONS SGD0.15 (POST RE-ORGANIZATION)	198,288.04	2.2151	245,884.82	47,596.78
24,005.0000	DBS HLDGS SGD1	136,584.31	10.9690	263,312.08	126,727.77
7,500.0000	AIRCASLE LTD SHS	57,090.77	9.8500	73,875.00	16,784.23

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1,700.0000	ASPEN INSURANCE HOLDINGS LIMITED SHS	41,225.29	25.4500	43,265.00	2,039.71
4,200.0000	CONSOLIDATED WATER CO LTD	62,272.77	14.2900	60,018.00	2,254.77-
2,500.0000	FRESH DEL MONTE PRODUCE	56,271.65	22.1000	55,250.00	1,021.65-
7,650.0000	INVESCO LTD SHS	107,429.54	23.4900	179,698.50	72,268.96
1,100.0000	PLATINUM UNDERWRITERS HLDGS LTD SHS	30,710.79	38.2900	42,119.00	11,408.21
1,537.0000	VALIDUS HOLDINGS LTD COM SHS	47,246.13	26.9400	41,406.78	5,839.35-
17,500.0000	ACE LIMITED SHS ORD CHF31.89	822,150.66	50.4000	882,000.00	59,849.34
8,447.0000	TRANSOCEAN LTD ZUG NAMEN-AKT	465,617.77	82.8000	699,411.60	233,793.83
3,346.0000	SASOL NVP	101,346.34	40.4685	135,407.64	34,061.30
9,040.0000	CHECKPOINT SOFTWARE TECH	171,669.60	33.8800	306,275.20	134,605.60
6,320.0000	BANCO LATINOAMERICANO DE COMERCIO EXTERIOR	90,755.19	13.9000	87,848.00	2,907.19-
7,590.0000	UPM-KYMMENE OY NPV	94,954.31	11.9371	90,602.74	4,351.57-
9,130.0000	AKER SOLUTIONS NOK2 (POST SUBDIVISION)	58,675.25	13.0608	119,245.69	60,570.44
29,750.0000	TELENOR AS ORD NOK6	194,623.92	14.0302	417,400.20	222,776.28
9,770.0000	NORDEA BANK AB EUR0.39632	47,907.97	10.2099	99,751.12	51,843.15
9,270.0000	ASSA ABLOY SER B NPV	103,743.06	19.2994	178,905.90	75,162.84



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19,210.0000	ERICSSON (L.M.) TELEFONAKTIEBOLAGET SEK1 SER B	197,091.12	9.2295	177,299.90	19,791.22-
20,240.0000	FLEXTRONICS INTERNATIONAL LTD	65,383.45	7.3100	147,954.40	82,570.95
2,286.0000	AAON INC PAR \$0.004	39,077.13	19.4900	44,554.14	5,477.01
2,200.0000	AEP INDS INC	54,562.35	38.2800	84,216.00	29,653.65
42,712.0000	AT & T INC COM	1,175,706.56	28.0300	1,197,217.36	21,510.80
3,900.0000	ATP OIL & GAS CORP COM	43,419.55	18.2800	71,292.00	27,872.45
5,900.0000	ATC TECHNOLOGY CORP COM	93,118.50	23.8500	140,715.00	47,596.50
13,750.0000	ABBOTT LABS COM	642,805.72	53.9900	742,362.50	99,556.78
10,001.0000	ACME PACKET INC COM	80,998.84	11.0000	110,011.00	29,012.16
1,240.0000	AEROPOSTALE INC COM	19,963.98	34.0500	42,222.00	22,258.02
1,600.0000	ADVENT SOFTWARE INC	52,722.89	40.7300	65,168.00	12,445.11
14,990.0000	AETNA INC COM NEW	370,445.38	31.7000	475,183.00	104,737.62
11,470.0000	AGILENT TECHNOLOGIES INC	190,172.82	31.0700	356,372.90	166,200.08
800.0000	ALASKA AIR GROUP INC	16,241.20	34.5600	27,648.00	11,406.80
4,900.0000	ALBANY MOLECULAR RESH INC COM	47,726.00	9.0800	44,492.00	3,234.00-
700.0000	ALEXION PHARMACEUTICALS INC	22,507.66	48.8200	34,174.00	11,666.34
6,500.0000	ALIGN TECHNOLOGY INC COM	51,544.92	17.8200	115,830.00	64,285.08

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8,901.0000	ALKERMES INC COM	87,457.57	9.4100	83,758.41	3,699.16-
2,100.0000	ALLEGiant TRAVEL CO COM	86,630.49	47.1700	99,057.00	12,426.51
15,320.0000	ALLSTATE CORP COM	350,127.91	30.0400	460,212.80	110,084.89
1,850.0000	ALNYLAM PHARMACEUTICALS INC COM	45,750.52	17.6200	32,597.00	13,153.52-
4,000.0000	AMERICAN COML LINES INC	61,654.78	18.3300	73,320.00	11,665.22
7,200.0000	AMERICAN MED SYS HLDGS INC COM	66,508.00	19.2900	138,888.00	72,380.00
2,053.0000	AMERICAN PHYSICIANS CAP INC	74,062.01	30.3200	62,246.96	11,815.05-
1,101.0000	AMERICAN SCIENCE & ENGR INC	63,070.13	75.8400	83,499.84	20,429.71
1,600.0000	AMERICAN SUPERCONDUCTOR CORP	26,095.99	40.9000	65,440.00	39,344.01
3,100.0000	AMERIGROUP CORP	87,181.30	26.9600	83,576.00	3,605.30-
3,770.0000	AMGEN INC COM	178,101.90	56.5700	213,268.90	35,167.00
6,600.0000	ANTRUST FINL SVCS INC COM	76,559.98	11.8200	78,012.00	1,452.02
6,500.0000	ANAREN INC	84,122.30	15.0500	97,825.00	13,702.70
6,000.0000	APACHE CORP COM	447,180.02	103.1700	619,020.00	171,839.98
6,900.0000	APOGEE ENTERPRISES INC	94,574.03	14.0000	96,600.00	2,025.97
3,900.0000	APOLLO INVT CORP COM	25,282.92	9.5400	37,206.00	11,923.08
4,360.0000	APPLE INC	372,126.01	210.7320	918,791.52	546,665.51



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3,100.0000	APPLIED INDL TECH INC COM	58,651.99	22.0700	68,417.00	9,765.01
31,000.0000	APPLIED MATLS INC COM	412,238.25	13.9400	432,140.00	19,901.75
3,600.0000	ARDEA BIOSCIENCES INC	55,530.67	14.0000	50,400.00	5,130.67-
11,301.0000	ARRIS GROUP INC COM	82,871.25	11.4300	129,170.43	46,299.18
6,200.0000	ARUBA NETWORKS INC COM	55,524.37	10.6600	66,092.00	10,567.63
4,500.0000	ASBURY AUTOMOTIVE GROUP INC COM	53,574.80	11.5300	51,885.00	1,689.80-
11,000.0000	AVERY DENNISON CORP COM	349,307.38	36.4900	401,390.00	52,082.62
6,000.0000	AVIS BUDGET GROUP INC COM	61,357.75	13.1200	78,720.00	17,362.25
700.0000	BALLY TECHNOLOGIES INC COM	28,595.00	41.2900	28,903.00	308.00
37,600.0000	BANK OF AMERICA CORP	578,316.12	15.0600	566,256.00	12,060.12-
11,599.0000	BANK HAT CORP NEW COM	117,461.59	6.9300	80,381.07	37,080.52-
3,500.0000	BARRETT BILL CORP COM	73,955.01	31.1100	108,885.00	34,929.99
4,190.0000	BAXTER INTL INC COM	207,871.01	58.6800	245,869.20	37,998.19
2,500.0000	BEACON ROOFING SUPPLY INC COM	34,699.99	16.0000	40,000.00	5,300.01
8,000.0000	BECTON DICKINSON & CO COM	538,253.11	78.8600	630,880.00	92,626.89
5,700.0000	BENCHMARK ELECTRS INC	72,789.00	18.9100	107,787.00	34,998.00
140.0000	BERKSHIRE HATHAWAY INC DEL B	386,801.33	3,286.0000	460,040.00	73,238.67

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700.0000	BERRY PETE CO CL A	20,224.12	29.1500	20,405.00	180.88
8,399.0000	BIOMED RLTY TR INC COM	92,438.70	15.7800	132,536.22	40,097.52
1,800.0000	BLYTH INC COM NEW	71,940.60	33.7200	60,696.00	11,244.60-
3,750.0000	BRADY CORPORATION CL A COM	91,639.50	30.0100	112,537.50	20,898.00
2,000.0000	BRIDGEPOINT ED INC COM	32,040.00	15.0200	30,040.00	2,000.00-
4,200.0000	BRIGGS & STRATTON CORP	63,719.17	18.7100	78,582.00	14,862.83
23,000.0000	BRISTOL MYERS SQUIBB CO COM	477,645.76	25.2500	580,750.00	103,104.24
4,500.0000	BROOKLINE BANCORP INC DEL COM	44,052.55	9.9100	44,595.00	542.45
22,430.0000	BURGER KING HLDG INC COM	379,771.06	18.8200	422,132.60	42,361.54
3,800.0000	CBIZ INC COM	32,870.01	7.7000	29,260.00	3,610.01-
4,900.0000	CBL & ASSOC PPTYS INC COM	45,360.18	9.6700	47,383.00	2,022.82
21,280.0000	CBS CORP NEW CL B	174,283.20	14.0500	298,984.00	124,700.80
2,540.0000	CDI CORP COM	32,867.60	12.9500	32,893.00	25.40
1,100.0000	CH ENERGY GROUP INC COM	46,801.54	42.5200	46,772.00	29.54-
56,787.0000	CVS CAREMARK CORP	1,637,918.77	32.2100	1,829,109.27	191,190.50
7,700.0000	CABELAS INC COM	115,296.51	14.2600	109,802.00	5,494.51-

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1,200.0000	CACI INTL INC CL A	47,964.28	48.8500	58,620.00	10,655.72
4,200.0000	CADENCE PHARMACEUTICALS INC COM	30,365.99	9.6700	40,614.00	10,248.01
7,000.0000	CALAMOS ASSET MGMT INC CL A	60,233.50	11.5200	80,640.00	20,406.50
4,600.0000	CALIFORNIA PIZZA KITCHEN INC COM	47,889.22	13.4500	61,870.00	13,980.78
5,000.0000	CANTELL MEDICAL CORP	71,113.92	20.1800	100,900.00	29,786.08
3,000.0000	CASCADE CORP	59,682.30	27.4900	82,470.00	22,787.70
5,500.0000	CELADON GROUP INC	46,914.99	10.8500	59,675.00	12,760.01
5,920.0000	CELGENE CORP	250,069.81	55.6800	329,625.60	79,555.79
4,300.0000	CENTENE CORP DEL COM	84,753.01	21.1700	91,031.00	6,277.99
13,600.0000	CENTERPOINT ENERGY INC COM	163,200.00	14.5100	197,336.00	34,136.00
10,600.0000	CENTRAL GARDEN & PET CO CL A NON VTG	97,558.05	9.9400	105,364.00	7,805.95
4,600.0000	CHART INDS INC COM PAR \$0.01	60,745.54	16.5200	75,992.00	15,246.46
5,999.0000	CHEESECAKE FACTORY (THE)	57,566.88	21.5900	129,518.41	71,951.53
2,400.0000	CHESAPEAKE UTILS CORP	73,779.45	32.0500	76,920.00	3,140.55
2,040.0000	CIRCOR INTL INC COM	56,099.99	25.1800	51,367.20	4,732.79-
38,210.0000	CISCO SYS INC COM	626,864.37	23.9400	914,747.40	287,883.03

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1,501.0000	CLEARWATER PAPER CORP COM	29,673.30	54.9700	82,509.97	52,836.67
13,000.0000	COACH INC COM	270,009.99	36.5300	474,890.00	204,880.01
1,900.0000	COEUR D ALENE MINES CORP IDAHO COM NEW	45,351.10	18.0600	34,314.00	11,037.10-
5,000.0000	COLGATE PALMOLIVE CO	338,294.81	82.1500	410,750.00	72,455.19
2,600.0000	COMFORT SYSTEMS USA INC	27,603.75	12.3400	32,084.00	4,480.25
2,200.0000	COMMUNITY BK SYS INC COM	53,658.00	19.3100	42,482.00	11,176.00-
5,600.0000	COMPASS DIVERSIFIED HOLDINGS SH BEN INT	53,129.70	12.7600	71,456.00	18,326.30
6,800.0000	CONVERGE INC COM	84,038.99	11.2400	76,432.00	7,606.99-
10,530.0000	CONOCOPHILLIPS COM	540,774.20	51.0700	537,767.10	3,007.10-
2,540.0000	CONSOLIDATED GRAPHICS INC	57,505.59	35.0200	88,950.80	31,445.21
5,340.0000	CONSTELLATION ENGY GRP INC COM	120,948.75	35.1700	187,807.80	66,859.05
1,800.0000	CONTANGO OIL & GAS CO COM NEW	101,339.99	47.0100	84,618.00	16,721.99-
4,600.0000	COOPER TIRE & RUBR CO	61,555.16	20.0500	92,230.00	30,674.84
5,000.0000	CORINTHIAN COLLEGES INC COM	92,831.19	13.7700	68,850.00	23,981.19-
18,000.0000	CORNING INC COM	293,243.53	19.3100	347,580.00	54,336.47
1,200.0000	CORVEL CORP	26,376.00	33.5400	40,248.00	13,872.00
2,450.0000	COSTCO WHSL CORP NEW COM	126,707.63	59.1700	144,966.50	18,258.87



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3,830.0000	COUSINS PPTYS INC COM	31,429.46	7.6300	29,222.90	2,206.56-
4,800.0000	CRAY INC COM NEW	38,987.92	6.4200	30,816.00	8,171.92-
8,300.0000	CROSS CTRY HEALTHCARE INC COM	72,368.61	9.9100	82,253.00	9,884.39
2,600.0000	CUBIC CORP COM	96,869.44	37.3000	96,980.00	110.56
4,700.0000	CUBIST PHARMACEUTICALS INC	85,523.35	18.9700	89,159.00	3,635.65
4,200.0000	CYBERONICS INC	54,684.49	20.4400	85,848.00	31,163.51
2,800.0000	DAWSON GEOPHYSICAL CO COM	65,313.62	23.1000	64,680.00	653.62-
4,200.0000	DELPHI FINL GROUP INC CL A COM	78,935.46	22.3700	93,954.00	15,018.54
4,480.0000	DEVON ENERGY CORP NEW COM	262,005.49	73.5000	329,280.00	67,274.51
1,900.0000	DIAGEO PLC SPONSORED ADR NEW	101,579.46	69.4100	131,879.00	30,299.54
3,101.0000	DIME CMNTY BANCORP INC COM	27,962.81	11.7300	36,374.73	8,411.92
7,200.0000	DILLARDS INC CL A COM	81,847.44	18.4500	132,840.00	50,992.56
1,700.0000	DINEEQUITY INC COM	19,438.65	24.2900	41,293.00	21,854.35
4,140.0000	DISNEY WALT CO COM	108,777.84	32.2500	133,515.00	24,737.16
5,200.0000	DOLLAR THRIFTY AUTOMOTIVE GROUP INC COM	55,011.95	25.6100	133,172.00	78,160.05
7,800.0000	DYCOM INDS INC	67,304.88	8.0300	62,634.00	4,670.88-
2,600.0000	DYNCORP INTL INC COM CL A	44,033.00	14.3500	37,310.00	6,723.00-
25,750.0000	EMC CORP MASS	302,447.37	17.4700	449,852.50	147,405.13

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2,200.0000	EXCO RES INC COM	21,034.52	21.2300	46,706.00	25,671.48
8,800.0000	EV3 INC COM	103,708.91	13.3400	117,392.00	13,683.09
13,100.0000	EARTHLINK INC COM	90,799.33	8.3100	108,861.00	18,061.67
18,000.0000	EBAY INC COM	239,769.70	23.5300	423,540.00	183,770.30
5,900.0000	ECLIPSYS CORP COM	101,443.84	18.5200	109,268.00	7,824.16
6,100.0000	ECOLAB INC COM	214,414.99	44.5800	271,938.00	57,523.01
5,300.0000	ELECTRO OPTICAL SCIENCES INC COM	41,990.82	10.3100	54,643.00	12,652.18
26,000.0000	ELECTRONIC ARTS	421,176.56	17.7500	461,500.00	40,323.44
3,900.0000	EMCOR GROUP INC COM	85,129.16	26.9000	104,910.00	19,780.84
4,500.0000	ENERSYS COM	84,836.87	21.8700	98,415.00	13,578.13
3,000.0000	ENNIS INC COM	36,330.00	16.7900	50,370.00	14,040.00
26,820.0000	EXELON CORP COM	1,411,960.75	48.8700	1,310,693.40	101,267.35-
3,800.0000	EXELIXIS INC COM	29,759.32	7.3700	28,006.00	1,753.32-
4,840.0000	EXPEDITORS INTL WASH INC COM	146,583.94	34.7700	168,286.80	21,702.86
4,660.0000	EXPRESS SCRIPTS INC COM STK	211,443.89	86.4200	402,717.20	191,273.31
9,600.0000	EXTRA SPACE STORAGE INC COM	99,071.99	11.5500	110,880.00	11,808.01
29,530.0000	EXXON MOBIL CORP	2,160,859.47	68.1900	2,013,650.70	147,208.77-

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9,430.0000	FLIR SYS INC	196,845.34	32.7300	308,643.90	111,798.56
1,340.0000	FPIC INS GROUP INC COM	51,753.92	38.6200	51,750.80	3.12-
3,900.0000	FAIR ISAAC INC COM	60,555.18	21.3100	83,109.00	22,553.82
5,200.0000	FEDERAL SIGNAL CORP	42,692.01	6.0200	31,304.00	11,388.01-
2,540.0000	FEDEX CORP COM	133,557.98	83.4500	211,963.00	78,405.02
5,300.0000	FIRST FINL BANCORP	65,667.00	14.5600	77,168.00	11,501.00
6,150.0000	FLUOR CORP NEW COM	270,595.79	45.0400	276,996.00	6,400.21
3,170.0000	FLOWERVE CORP COM	196,266.65	94.5300	299,660.10	103,393.45
2,300.0000	FOSSIL INC COM	52,019.43	33.5600	77,188.00	25,168.57
1,400.0000	FOSTER L B CO CL A	43,792.00	29.8100	41,734.00	2,058.00-
1,300.0000	FRANKLIN STR PPTYS CORP COM	16,396.64	14.6100	18,993.00	2,596.36
5,415.0000	FREDS INC CL A	54,190.69	10.2000	55,233.00	1,042.31
6,000.0000	GFI GROUP INC COM	38,671.98	4.5500	27,300.00	11,371.98-
3,400.0000	GARTNER INC COM	57,839.87	18.0400	61,336.00	3,496.13
4,900.0000	GAYLORD ENTMT CO NEW COM	68,826.87	19.7500	96,775.00	27,948.13
10,600.0000	GAZPROM OAO LEVEL 1 ADR PROGRAM (RUSSIA)	150,520.00	24.4000	258,640.00	108,120.00
3,369.0000	GENERAL DYNAMICS CORP COM	231,480.81	68.1700	229,664.73	1,816.08-

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50,950.0000	GENERAL ELEC CO COM	640,355.93	15.1300	770,873.50	130,517.57
6,280.0000	GENZYME CORP COM	356,807.47	49.0100	307,782.80	49,024.67-
3,600.0000	GIBRALTAR INDS INC COM	42,983.99	15.7300	56,628.00	13,644.01
5,670.0000	GILEAD SCIENCES INC COM	245,174.13	43.2700	245,340.90	166.77
8,000.0000	GLATFELTER	74,399.99	12.1500	97,200.00	22,800.01
4,500.0000	GOLDMAN SACHS GROUP INC COM	467,866.82	168.8400	759,780.00	291,913.18
2,020.0000	GOOGLE INC CL A	621,452.98	619.9800	1,252,359.60	630,906.62
3,300.0000	GREAT SOUTH BANCORP INC	74,612.70	21.3600	70,488.00	4,124.70-
3,600.0000	GULFMARK OFFSHORE INC COM NOW CUSIP 402629208	107,316.30	28.3100	101,916.00	5,400.30-
5,170.0000	HANSEN NAT CORP	177,380.48	38.4000	198,528.00	21,147.52
3,601.0000	HEALTHSOUTH CORP COM NEW	38,755.93	18.7700	67,590.77	28,834.84
4,500.0000	HEALTHCARE REALTY TRUST INC	70,287.70	21.4600	96,570.00	26,282.30
30,530.0000	HEWLETT PACKARD CO COM	1,103,334.60	51.5100	1,572,600.30	469,265.70
15,000.0000	HONEYWELL INTL INC COM	479,657.40	39.2000	588,000.00	108,342.60
7,400.0000	HOUSTON WIRE & CABLE CO COM	76,284.31	11.9000	88,060.00	11,775.69
14,840.0000	ICONIX BRAND GROUP INC COM	179,398.56	12.6700	188,022.80	8,624.24
3,000.0000	INLAND REAL ESTATE CORP COM NEW	38,939.99	8.1500	24,450.00	14,489.99-



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23,690.0000	INTEL CORP	351,241.92	20.4000	483,276.00	132,034.08
4,100.0000	INTERACTIVE INTELLEGEENCE INC COM	26,280.99	18.4500	75,645.00	49,364.01
4,341.0000	INTERNATIONAL BANCSHARES CORP COM	61,540.04	18.9100	82,088.31	20,548.27
6,130.0000	IBM CORP COM	515,900.81	130.9000	802,417.00	286,516.19
4,900.0000	INVACARE CORP	76,048.00	24.9400	122,206.00	46,158.00
3,000.0000	INVESTORS REAL ESTATE TR SBI	32,130.01	9.0000	27,000.00	5,130.01-
3,300.0000	ISLE OF CAPRIS CASINOS INC COM	34,560.71	7.4800	24,684.00	9,876.71-
1,200.0000	J & J SNACK FOODS CORP	43,231.44	39.9600	47,952.00	4,720.56
4,700.0000	JDA SOFTWARE GROUP INC	61,710.99	25.4700	119,709.00	57,998.01
36,510.0000	JPMORGAN CHASE & CO COM	1,193,800.39	41.6700	1,521,371.70	327,571.31
4,300.0000	J2 GLOBAL COMMUNICATIONS INC COM NEW	88,264.70	20.3500	87,505.00	759.70-
1,000.0000	JACOBS ENGR GROUP INC COM	35,337.10	37.6100	37,610.00	2,272.90
2,900.0000	JO ANN STORES INC COM	44,920.97	36.2400	105,096.00	60,175.03
21,080.0000	JOHNSON & JOHNSON COM	1,249,429.04	64.4100	1,357,762.80	108,333.76
8,000.0000	JONES APPAREL GROUP INC COM	136,514.41	16.0600	128,480.00	8,034.41-
1,550.0000	JOS A BANK CLOTHIERS INC	40,532.49	42.1900	65,394.50	24,862.01

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4,569.0000	KB FINL GROUP INC SPONSORED ADR REPSTG 1 COM SH	120,941.06	50.8500	232,333.65	111,392.59
4,400.0000	KADANT INC COM	59,312.00	15.9600	70,224.00	10,912.00
4,200.0000	KENEXA CORP COM	54,727.08	13.0300	54,726.00	1.08-
3,500.0000	KINDRED HEALTHCARE INC COM	43,744.30	18.4600	64,610.00	20,865.70
5,900.0000	KNIGHT CAP GROUP INC COM	95,285.01	15.4000	90,860.00	4,425.01-
10,840.0000	KOHL'S CORP COM	453,617.67	53.9300	584,601.20	130,983.53
6,500.0000	LSB INDS INC	102,703.61	14.1000	91,650.00	11,053.61-
2,300.0000	LANCASTER COLONY CORP COM	105,091.94	49.6800	114,264.00	9,172.06
5,700.0000	LANDEC CORP	37,506.00	6.2400	35,568.00	1,938.00-
6,000.0000	ESTEE LAUDER COS INC CL A	185,759.98	48.3600	290,160.00	104,400.02
1,200.0000	LINDSAY CORP	39,181.44	39.8500	47,820.00	8,638.56
2,500.0000	LITHIA MTRS INC CL A	31,635.75	8.2200	20,550.00	11,085.75-
3,200.0000	LORAL SPACE & COMMUNICATIONS INC COM	68,745.76	31.6100	101,152.00	32,406.24
1,601.0000	M & F WORLDWIDE CORP COM	18,466.51	39.5000	63,239.50	44,772.99
17,100.0000	MFA FINANCIAL INC	132,758.29	7.3500	125,685.00	7,073.29-
2,600.0000	STEVEN MADDEN LTD	42,547.16	41.2400	107,224.00	64,676.84
4,900.0000	MANHATTAN ASSOCS INC COM	77,468.98	24.0400	117,796.00	40,327.02



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8,100.0000	MANNKIND CORP COM	63,191.34	8.7600	70,956.00	7,764.66
14,590.0000	MARATHON OIL CORP COM	393,464.63	31.2200	455,499.80	62,035.17
4,750.0000	MARTEK BIOSCIENCES CORP	134,171.86	18.9500	90,012.50	44,159.36-
12,113.0000	MAXYGEN INC COM	87,917.80	6.0900	73,768.17	14,149.63-
3,700.0000	MCHORAN EXPLORATION CO	29,350.10	8.0200	29,674.00	323.90
3,100.0000	MEDIVATION INC COM	58,875.76	37.6500	116,715.00	57,839.24
15,210.0000	MEDTRONIC INC COM	471,479.80	43.9800	668,935.80	197,456.00
57,258.0000	MERCK & CO INC NEW	1,478,256.44	36.5400	2,092,207.32	613,950.88
2,800.0000	MERITAGE HOMES CORP COM	57,455.90	19.3300	54,124.00	3,331.90-
3,800.0000	MICREL INC	27,777.99	8.2000	31,160.00	3,382.01
72,740.0000	MICROSOFT CORP COM	1,402,550.87	30.4800	2,217,115.20	814,564.33
5,760.0000	MICROCHIP TECHNOLOGY INC COM	111,286.07	29.0500	167,328.00	56,041.93
7,701.0000	MICROSEMI CORP	81,507.66	17.7600	136,769.76	55,262.10
2,080.0000	MINERALS TECHNOLOGIES INC COM	83,336.26	54.4700	113,297.60	29,961.34
4,099.0000	MOMENTA PHARMACEUTICALS INC COM	47,548.39	12.6000	51,647.40	4,099.01
10,000.0000	MOSAIC CO COM	397,111.57	59.7300	597,300.00	200,188.43
10,570.0000	MYRIAD GENETICS INC	311,147.68	26.0900	275,771.30	35,376.38-

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6,450.0000	NII HLDGS INC CL B NEW	112,605.18	33.5800	216,591.00	103,985.82
14,700.0000	NASDAQ OMX GROUP/THE COM STK	337,270.98	19.8200	291,354.00	45,916.98-
1,900.0000	NATIONAL HEALTH INVS INC COM	53,414.80	36.9900	70,281.00	16,866.20
4,644.0000	NATIONAL PENN BANCHARES INC COM	67,384.44	5.7900	26,888.76	40,495.68-
5,700.0000	NATIONAL RETAIL PPTYS INC COM	97,982.99	21.2200	120,954.00	22,971.01
8,102.0000	NELNET INC CL A	85,340.31	17.2300	139,597.46	54,257.15
21,870.0000	NETAPP INC COM	339,501.30	34.3600	751,453.20	411,951.90
6,700.0000	NETSCOUT SYS INC COM	59,254.59	14.6200	97,954.00	38,699.41
900.0000	NEW JERSEY RES CORP	31,970.61	37.4000	33,660.00	1,689.39
2,440.0000	NIKE INC CL B COM	135,000.32	66.0700	161,210.80	26,210.48
17,700.0000	NORTHEAST UTILS COM	425,861.97	25.7900	456,483.00	30,621.03
14,880.0000	NORTHERN TR CORP COM	751,269.81	52.4000	779,712.00	28,442.19
1,800.0000	NORTHWESTERN CORP	42,246.00	26.0200	46,836.00	4,590.00
8,300.0000	NOVATEL WIRELESS INC COM NEW	80,667.03	7.9700	66,151.00	14,516.03-
9,400.0000	O CHARLEYS INC	75,131.51	6.5500	61,570.00	13,561.51-
3,900.0000	O H GROUP INC COM	108,029.68	31.3900	122,421.00	14,391.32
2,600.0000	OSI SYSTEMS INC COM	45,876.48	27.2800	70,928.00	25,051.52
4,500.0000	OLD SECOND BANCORP INC DEL	52,200.00	6.8900	31,005.00	21,195.00-



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5,200.0000	OMNIVISION TECHNOLOGIES INC COM	27,299.99	14.5200	75,504.00	48,204.01
3,500.0000	OMNOVA SOLUTIONS INC COM	27,468.32	6.1300	21,455.00	6,013.32-
5,580.0000	ONYX PHARMACEUTICALS INC COM	179,047.88	29.3400	163,717.20	15,330.68-
7,500.0000	OPLINK COMMUNICATIONS INC COM NEW	64,499.99	16.3900	122,925.00	58,425.01
2,300.0000	OPPENHEIMER HOLDINGS INC CL A NON VTG SHS	56,631.85	33.2200	76,406.00	19,774.15
7,210.0000	ORACLE CORPORATION COM	148,549.47	24.5300	176,861.30	28,311.83
3,600.0000	OPTIONSPRESS HLDGS INC	49,075.32	15.4500	55,620.00	6,544.68
5,000.0000	ORBITAL SCIENCES CORP COM	97,650.01	15.2600	76,300.00	21,350.01-
8,100.0000	ORIENTAL FINL GROUP INC COM	94,761.51	10.8000	87,480.00	7,281.51-
4,900.0000	OXFORD INDS INC COM	54,538.97	20.6800	101,332.00	46,793.03
11,200.0000	PDL BIOPHARMA INC COM	94,255.29	6.8600	76,832.00	17,423.29-
2,500.0000	PF CHANGS CHINA BISTRO INC COM	52,349.99	37.9100	94,775.00	42,425.01
5,300.0000	PNM RES INC COM	49,982.78	12.6500	67,045.00	17,062.22
500.0000	PS BUSINESS PKS INC CALIF COM	25,726.14	50.0500	25,025.00	701.14-
5,000.0000	PACWEST BANCORP DEL COM	73,634.18	20.1500	100,750.00	27,115.82
1,900.0000	PAR PHARMACEUTICAL COS INC COM	46,918.36	27.0600	51,414.00	4,495.64

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1,600.0000	PARK NATL CORP COM	90,673.02	58.8800	94,208.00	3,534.98
5,199.0000	PARKWAY PTYS INV	82,128.65	20.8200	108,243.18	26,114.53
6,200.0000	PENSON WORLDWIDE INC COM	47,400.50	9.0600	56,172.00	8,771.50
22,560.0000	PEPSICO INC COM	1,248,168.25	60.8000	1,371,648.00	123,479.75
3,000.0000	PERFICIENT INC COM	22,565.70	8.4300	25,290.00	2,724.30
6,900.0000	PERICOM SEMICONDUCTOR CORP COM	37,812.00	11.5300	79,557.00	41,745.00
50,600.0000	PFIZER INC COM STK USD0.05	844,463.36	18.1900	920,414.00	75,950.64
4,800.0000	PHARMERICA CORP COM	75,215.99	15.8800	76,224.00	1,008.01
6,720.0000	PHILIP MORRIS INTL INC COM	292,387.21	48.1900	323,836.80	31,449.59
13,010.0000	PITNEY BOWES INC COM	289,784.63	22.7600	296,107.60	6,322.97
11,650.0000	POLYCOM INC	255,556.08	24.9700	290,900.50	35,344.42
1,700.0000	POST PTYS INC COM	28,050.00	19.6000	33,320.00	5,270.00
2,700.0000	POTLATCH CORP NEW COM	82,270.08	31.8800	86,076.00	3,805.92
1,800.0000	POWELL INDS INC COM	70,274.25	31.5300	56,754.00	13,520.25-
1,460.0000	PRECISION CASTPARTS CORP	76,661.35	110.3500	161,111.00	84,449.65
4,210.0000	PRICE T ROWE GROUP INC COM	132,625.71	53.2500	224,182.50	91,556.79
8,510.0000	PROCTER & GAMBLE CO COM	503,516.42	60.6300	515,961.30	12,444.88
2,500.0000	PROVIDENCE SVC CORP COM	26,392.00	15.8000	39,500.00	13,108.00

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8,600.0000	PROVIDENT NEW YORK BANCORP COM	96,071.00	8.4400	72,584.00	23,487.00-
11,860.0000	QUALCOMM INC	432,441.03	46.2600	548,643.60	116,202.57
3,300.0000	RC2 CORP COM	47,091.30	14.7500	48,675.00	1,583.70
1,130.0000	RLI CORP	64,869.46	53.2500	60,172.50	4,696.96-
6,100.0000	RAMCO-GERSHENSON PPTYS TR COM SHS BEN INT	56,943.19	9.5400	58,194.00	1,250.81
3,070.0000	RANDGOLD RES LTD	224,350.19	79.1400	242,959.80	18,609.61
8,300.0000	REDWOOD TR INC COM	128,575.59	14.4600	120,018.00	8,557.59-
1,200.0000	REGIS CORP MINN	17,436.01	15.5700	18,684.00	1,247.99
13,100.0000	ROCHE HLDG LTD SPONSORED ADR	435,469.71	42.5150	556,946.50	121,476.79
4,600.0000	ROSETTA RES INC COM	32,567.99	19.9200	91,632.00	59,064.01
1,700.0000	SJM CORP	50,898.00	22.5700	38,369.00	12,529.00-
9,700.0000	S1 CORP COM	67,661.04	6.5200	63,244.00	4,417.04-
6,500.0000	STEC INC COM	97,387.69	16.3400	106,210.00	8,822.31
1,100.0000	SVB FINL GROUP COM	27,697.38	41.6600	45,826.00	18,128.62
2,200.0000	SWS GROUP INC COM	37,079.88	12.1000	26,620.00	10,459.88-
1,700.0000	SAFEGUARD SCIENTIFICS INC	15,833.03	10.3100	17,527.00	1,693.97
14,370.0000	SAFEMAY INC NEW COM	276,978.31	21.2900	305,937.30	28,958.99

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5,200.0000	SAIA INC COM	56,125.63	14.8200	77,064.00	20,938.37
220.0000	SAMSUNG ELECTRS LTD GDR 1995 RPSTG COM 144A	39,387.04	343.0730	75,476.06	36,089.02
2,500.0000	SANDERSON FARMS INC	109,000.00	42.1600	105,400.00	3,600.00-
3,540.0000	SCANSOURCE INC COM	68,215.80	26.7000	94,518.00	26,302.20
13,310.0000	SCHLUMBERGER LTD COM	559,329.70	65.0900	866,347.90	307,018.20
1,300.0000	SCHOLASTIC CORP COM	30,145.57	29.8300	38,779.00	8,633.43
1,800.0000	SCHOOL SPECIALTY INC-COM	34,441.92	23.4000	42,120.00	7,678.08
4,800.0000	SEATTLE GENETICS INC COM	42,912.00	10.1600	48,768.00	5,856.00
1,600.0000	SENIOR HSG PPTYS TR SH BEN INT	28,672.00	21.8700	34,992.00	6,320.00
3,100.0000	SIGNATURE BK NEW YORK N Y COM	88,938.99	31.9000	98,890.00	9,951.01
4,900.0000	SKYWEST INC COM	91,139.99	16.9200	82,908.00	8,231.99-
9,599.0000	SKYWORKS SOLUTIONS INC COM	79,615.94	14.1900	136,209.81	56,593.87
3,900.0000	SOMANETICS CORP COM NEW	64,388.99	17.5500	68,445.00	4,056.01
10,400.0000	SONIC AUTOMATIC INC COM	96,900.05	10.3900	108,056.00	11,155.95
21,300.0000	SPECTRA ENERGY CORP COM	335,261.99	20.5100	436,863.00	101,601.01
2,300.0000	SPEEDWAY MOTORSPORTS INC COM	34,472.45	17.6200	40,526.00	6,053.55
7,800.0000	STAGE STORES INC COM NEW	105,220.51	12.3600	96,408.00	8,812.51-



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4,100.0000	STAMPS COM INC COM NEW	33,328.08	9.0000	36,900.00	3,571.92
3,800.0000	STANDARD MICROSYSTEMS CORP	61,501.88	20.7800	78,964.00	17,462.12
9,200.0000	STEIN HART INC COM	93,949.08	10.6600	98,072.00	4,122.92
1,000.0000	STEPAN CHEM CO COM	54,065.60	64.8100	64,810.00	10,744.40
5,300.0000	STERLING BANCSHARES INC	32,223.99	5.1300	27,189.00	5,034.99-
2,000.0000	STERIS CORP COM	47,779.99	27.9700	55,940.00	8,160.01
900.0000	STIFEL FINL CORP	31,420.00	59.2400	53,316.00	21,896.00
4,300.0000	STILLWATER HNG CO COM	33,958.40	9.4800	40,764.00	6,805.60
3,700.0000	STONE ENERGY CORP COM	63,059.49	18.0500	66,785.00	3,725.51
5,000.0000	STURM RUGER & CO INC	59,949.99	9.7000	48,500.00	11,449.99-
7,400.0000	SUCCESSFACTORS INC COM	58,180.96	16.5800	122,692.00	64,511.04
834.0000	SYBASE INC COM	20,658.16	43.4000	36,195.60	15,537.44
900.0000	SYNAPTICS INC COM	14,903.99	30.6500	27,585.00	12,681.01
2,700.0000	SYNNEX CORP COM	74,490.57	30.6600	82,782.00	8,291.43
2,500.0000	SYNIVERSE HLDGS INC COM	30,348.31	17.4800	43,700.00	13,351.69
18,000.0000	SYS CO CORP COM	412,920.00	27.9400	502,920.00	90,000.00
5,200.0000	TTM TECHNOLOGIES INC COM	27,091.99	11.5300	59,956.00	32,864.01

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17,156.0000	TAIWAN SEMICONDUCTOR MFG CO LTD SPONSORED ADR	134,858.10	11.4400	196,264.64	61,406.54
3,870.0000	TARGET CORP COM	185,365.27	48.3700	187,191.90	1,826.63
3,000.0000	TECHNITROL INC	26,736.88	4.3800	13,140.00	13,596.88-
3,800.0000	TECUMSEH PRODS CO CL A	36,403.99	11.6900	44,422.00	8,018.01
4,200.0000	TEKELEC COM	71,477.70	15.2800	64,176.00	7,301.70-
4,780.0000	TELEFONICA S A SPONSORED ADR	322,124.20	83.5200	399,225.60	77,101.40
6,000.0000	TELETECH HLDGS INC	53,287.66	20.0300	120,180.00	66,892.34
5,900.0000	TEMPUR PEDIC INTL INC COM	54,969.83	23.6300	139,417.00	84,447.17
4,700.0000	TETRA TECH INC NEW	124,361.35	27.1700	127,699.00	3,337.65
4,600.0000	TESSERA TECHNOLOGIES INC COM	90,543.25	23.2700	107,042.00	16,498.75
15,000.0000	TIME WARNER CABLE INC COM	396,910.02	41.3900	620,850.00	223,939.98
6,344.0000	TIVO INC COM	46,389.13	10.1800	64,581.92	18,192.79
900.0000	TOWER BANCORP INC COM	23,690.88	22.8500	20,565.00	3,125.88-
4,234.0000	TREDEGAR CORP COM	74,731.18	15.8200	66,981.88	7,749.30-
600.0000	TRIUMPH GROUP INC COM NEW	22,029.34	48.2500	28,950.00	6,920.66
1,600.0000	TRUSTMARK CORP	34,544.01	22.5400	36,064.00	1,519.99
6,030.0000	TURKCELL ILETISIM HIZMETLERI A A S SPONSORED ADR NEW	103,509.97	17.4900	105,464.70	1,954.73



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1,970.0000	UMB FINL CORP	96,805.80	39.3500	77,519.50	19,286.30-
20,510.0000	US BANCORP DEL COM NEW	365,471.60	22.5100	461,680.10	96,208.50
9,487.0000	USA MOBILITY INC COM	81,119.76	11.0100	104,451.87	23,332.11
10,000.0000	ULTRA PETE CORP	345,099.99	49.8600	498,600.00	153,500.01
2,500.0000	UNISYS CORP COM NEW	77,640.65	38.5600	96,400.00	18,759.35
4,500.0000	UNITED BANKSHARES INC W VA	86,276.84	19.9700	89,865.00	3,588.16
4,700.0000	UNITED NATURAL FOODS INC	112,445.48	26.7400	125,678.00	13,232.52
15,540.0000	UNITED TECHNOLOGIES CORP COM	800,904.27	69.4100	1,078,631.40	277,727.13
2,300.0000	UNIVERSAL CORP VA	68,701.00	45.6100	104,903.00	36,202.00
800.0000	UNIVERSAL FST PRODS INC	31,696.62	36.8100	29,448.00	2,248.62-
1,100.0000	VALEANT PHARMACEUTICALS INTL COM	18,445.40	31.7900	34,969.00	16,523.60
6,500.0000	VENOCO INC COM	71,817.78	13.0400	84,760.00	12,942.22
7,900.0000	VERIFONE HLDGS INC	58,148.20	16.3800	129,402.00	71,253.80
19,500.0000	VERIZON COMMUNICATIONS COM	629,867.93	33.1300	646,035.00	16,167.07
11,000.0000	VIACOM INC NEW CL B	209,659.98	29.7300	327,030.00	117,370.02
3,700.0000	VIROPHARMA INC COM	48,173.99	8.3900	31,043.00	17,130.99-
1,450.0000	VISA INC COM CL A	93,613.74	87.4600	126,817.00	33,203.26

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4,600.0000	VITAL IMAGES INC COM	53,261.07	12.6900	58,374.00	5,112.93
10,890.0000	VODAFONE GROUP PLC-SP ADR	241,777.80	23.0900	251,450.10	9,672.30
2,300.0000	VOLTERRA SEMICONDUCTOR CORP COM	16,444.99	19.1200	43,976.00	27,531.01
3,400.0000	WGL HLDGS INC COM	111,953.74	33.5400	114,036.00	2,082.26
850.0000	WHS INDS INC COM	22,864.99	40.0000	34,000.00	11,135.01
21,550.0000	WAL MART STORES INC COM	1,154,098.77	53.4500	1,151,847.50	2,251.27-
16,110.0000	WALGREEN CO	395,285.73	36.7200	591,559.20	196,273.47
14,000.0000	WASTE MGMT INC DEL COM	420,609.77	33.8100	473,340.00	52,730.23
3,535.0000	WATERS CORP COM	128,527.23	61.9600	219,028.60	90,501.37
800.0000	WATSON WYATT WORLDWIDE INC CL A	33,064.64	47.5200	38,016.00	4,951.36
1,400.0000	WATTS WATER TECHNOLOGIES INC CL A	29,580.17	30.9200	43,288.00	13,707.83
1,700.0000	WEIS MKTS INC	52,684.79	36.3600	61,812.00	9,127.21
48,410.0000	WELLS FARGO & CO NEW COM	1,335,881.24	26.9900	1,306,585.90	29,295.34-
7,000.0000	WILLBROS GROUP INC DEL COM	83,785.70	16.8700	118,090.00	34,304.30
3,500.0000	HOLVERINE WORLD WIDE INC COM	73,639.98	27.2200	95,270.00	21,630.02
3,100.0000	WORLD ACCEP CORP	57,393.33	35.8300	111,073.00	53,679.67
4,858.0000	WORLD FUEL SVC CORP	85,062.13	26.7900	130,145.82	45,083.69



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7,200.0000	WORTHINGTON INDS INC COM	81,011.83	13.0700	94,104.00	13,092.17
4,526.0000	WRIGHT EXPRESS CORP COM	75,283.08	31.8600	144,198.36	68,915.28
8,500.0000	YUM BRANDS INC COM	293,047.52	34.9700	297,245.00	4,197.48
6,000.0000	ZORAN CORP	66,578.00	11.0500	66,300.00	278.00-
TOTAL CORPORATE STOCK - COMMON		79,840,732.79		99,037,150.79	19,196,418.00
<u>OTHER INVESTMENTS</u>					
550,000.0000	ONTARIO PROV OF DISC 01/07/2010	549,730.50	99.9510	549,730.50	0.00
TOTAL OTHER INVESTMENTS		549,730.50		549,730.50	0.00
<u>COMMON/COLLECTIVE TRUST</u>					
189,216.5900	JPMCB LIQUIDITY FUND	189,216.05	1.0000	189,216.59	0.54
3,858,225.8800	EB TEMPORARY INVESTMENT FD II 0.379% 12/31/2040 DD 11/01/01	3,858,225.88	1.0000	3,858,225.88	0.00
2,500,474.4290	JPMCB LONG CREDIT FUND	41,899,794.79	19.1700	47,934,094.80	6,034,300.01
547,287.4200	GSCI ENERGY SECTOR FUND A	4,376,422.95	6.0449	3,308,319.07	1,068,103.88-
292,900.3900	GSCI NON-ENERGY SECTOR FUND A	2,970,648.23	9.7458	2,854,569.42	116,078.81-
1,156,701.7200	JPMCB EAFE PLUS FUND	16,402,030.39	18.1100	20,947,868.15	4,545,837.76
TOTAL COMMON/COLLECTIVE TRUST		69,696,338.29		79,092,293.91	9,395,955.62
GRAND TOTAL		191,287,511.85		214,558,609.35	900,263.66 C 22,370,833.84 I 23,271,097.50



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<u>INTEREST-BEARING CASH</u>					
3,698.6900	EUR (EURO)	5,363.24	0.0000	5,306.70	56.54-
TOTAL INTEREST-BEARING CASH		5,363.24		5,306.70	56.54-
<u>U. S. GOVERNMENT SECURITIES</u>					
673,000.0000	FEDERAL HOME LN HTG DEBS 6.750% 03/15/2031 DD 10/25/00	991,424.68	121.7810	819,586.13	171,838.55-
1,632,000.0000	FEDERAL NATL HTG ASSN DEBS 7.250% 05/15/2030 DD 05/05/00	2,353,140.12	127.8750	2,086,920.00	266,220.12-
1,209,000.0000	ISRAEL ST AID 5.500% 04/26/2024 DD 04/26/04	1,449,259.12	106.7170	1,290,208.53	159,050.59-
917,000.0000	TENNESSEE VALLEY AUTH BD 5.880% 04/01/2036 DD 07/23/97	1,137,914.21	106.8140	979,484.38	158,429.83-
3,290,000.0000	U S TREASURY BOND 7.875% 02/15/2021 DD 02/15/91	4,891,216.81	134.4060	4,421,957.40	469,259.41-
3,393,000.0000	U S TREASURY BOND 07.250% 08/15/2022 DD 08/15/92	4,934,650.37	129.5470	4,395,529.71	539,120.66-
1,480,000.0000	U S TREASURY BOND 6.250% 08/15/2023 DD 08/15/93	1,874,825.52	119.4380	1,767,682.40	107,143.12-
365,000.0000	U S TREASURY BOND 06.875% 08/15/2025 DD 08/15/95	555,131.18	126.9220	463,265.30	91,865.88-
1,235,000.0000	U S TREASURY BOND 6.000% 02/15/2026 DD 02/15/96	1,724,129.53	116.9840	1,444,752.40	279,377.13-

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1,275,000.0000	U S TREASURY BOND 5.500% 08/15/2028 DD 08/15/98	1,723,751.32	111.4380	1,420,834.50	302,916.82-
1,509,000.0000	U S TREASURY BOND 6.125% 08/15/2029 DD 08/15/99	2,156,010.93	120.0630	1,811,750.67	344,260.26-
1,810,000.0000	U S TREASURY BOND 5.375% 02/15/2031 DD 02/15/01	2,487,763.47	110.5000	2,000,050.00	487,713.47-
1,749,000.0000	U S TREASURY BOND 4.500% 02/15/2036 DD 02/15/06	1,972,277.81	98.5000	1,722,765.00	249,512.81-
909,000.0000	U S TREASURY BOND 4.750% 02/15/2037 DD 02/15/07	1,273,658.89	102.1880	928,888.92	344,769.97-
644,000.0000	U S TREASURY BOND 5.000% 05/15/2037 DD 05/15/07	933,318.63	106.2030	683,947.32	249,371.31-
849,000.0000	U S TREASURY BOND 4.375% 02/15/2038 DD 02/15/08	1,137,461.49	96.0000	815,040.00	322,421.49-
2,152,000.0000	U S TREASURY BOND 4.500% 05/15/2038 DD 05/15/08	2,713,995.74	97.9220	2,107,281.44	606,714.30-
1,105,000.0000	U S TREASURY BOND 3.500% 02/15/2039 DD 02/15/09	1,020,673.06	81.9060	905,061.30	115,611.76-
1,635,000.0000	U S TREASURY BOND 4.250% 05/15/2039 DD 05/15/09	1,612,241.12	93.8130	1,533,842.55	78,398.57-
2,335,000.0000	U S TREASURY BOND 4.500% 08/15/2039 DD 08/15/09	2,533,965.99	97.7340	2,282,088.90	251,877.09-
1,480,000.0000	U S TREASURY BONDS 4.375% 11/15/2039 DD 11/15/09	1,454,489.04	95.7190	1,416,641.20	37,847.84-
TOTAL U. S. GOVERNMENT SECURITIES		40,931,299.03		35,297,578.05	5,633,720.98-



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<u>CORPORATE STOCK - PREFERRED</u>					
7,500.0000	PETROLEO BRASILEIRO SA ADR PETROBRAS SPONSORED	153,075.00	42.3900	317,925.00	164,850.00
10,420.0000	VALE S A ADR REPSTG PFD	110,973.00	24.8200	258,624.40	147,651.40
TOTAL CORPORATE STOCK - PREFERRED		264,048.00		576,549.40	312,501.40
<u>CORPORATE STOCK - COMMON</u>					
6,870.0000	NATL AUSTRALIA BK NPV	99,962.37	24.6421	169,291.85	69,329.48
9,110.0000	TELEKOM AUSTRIA (TA) NPV	130,432.56	14.2757	130,052.20	380.36-
21,420.0000	DEUTSCHE POST AG NPV (REGD)	351,492.35	19.4408	416,423.27	64,930.92
4,230.0000	RHOEN-KLINIKUM AG ORD NPV	89,943.04	24.4911	103,597.70	13,654.66
2,290.0000	MERCK KGAA NPV	205,381.00	92.8283	212,576.86	7,195.86
5,670.0000	SAP AG ORD NPV	200,387.22	47.4615	269,106.88	68,719.66
6,240.0000	E.ON AG NPV	247,620.03	41.7655	260,617.17	12,997.14
4,880.0000	CELESIO AG	120,516.19	25.5385	124,628.12	4,111.93
1,490.0000	MUENCHENER RUECKVERSICHERUNGS G NPV REGD	229,900.37	156.2012	232,739.84	2,839.47
3,440.0000	SIEMENS AG NPV REGD	252,429.74	92.3548	317,700.71	65,270.97
5,770.0000	BAYERISCHE MOTOREN WERKE (BMW) AG EUR1	173,324.92	45.9120	264,912.24	91,587.32

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26,658.0000	INFINEON TECHNOLOGIES ORD NPV	43,489.00	5.5668	148,400.55	104,911.55
19,144.0000	IBERDROLA SA EURO.75 (POST SUBDIVISION)	165,252.90	9.5697	183,203.92	17,951.02
2,705.0000	INDUSTRIA DE DISENO TEXTIL SA EURO.15	109,432.67	62.2538	168,396.54	58,963.87
2,190.0000	GDF SUEZ EUR1	83,417.17	43.4514	95,158.57	11,741.40
5,130.0000	TOTAL SA EUR2.5 POST SUBDIVISION	277,465.52	64.5709	331,248.84	53,783.32
4,612.0000	MICHELIN CIE GLE DES ETABL ORD EUR2 REGD	240,144.38	76.8739	354,542.45	114,398.07
5,346.0000	VIVENDI SA EUR5.5	163,827.19	29.8356	159,501.26	4,325.93-
19,910.0000	FRANCE TELECOM EUR4	552,410.87	25.0076	497,903.16	54,507.71-
4,470.0000	SANOFI-AVENTIS EUR2	282,093.96	78.9973	353,118.09	71,024.13
3,360.0000	ACCOR EUR3	153,550.46	54.8791	184,394.07	30,843.61
9,674.0000	AXA EUR2.29	209,814.86	23.7307	229,571.42	19,756.56
29,125.0000	INTESA SANPAOLO EURO.52	102,731.21	4.5194	131,629.35	28,898.14
27,527.0000	UNICREDIT EURO.50	56,471.26	3.3609	92,515.55	36,044.29
8,875.0000	ENI EUR1	206,516.24	25.5385	226,654.63	20,138.39
148,032.0000	TELECOM ITALIA DI RISP EURO.55	159,723.26	1.1090	164,176.63	4,453.37
37,924.0000	COMPAL ELECTRONIC GDR-REPR 5 ORD TWD10 REG S	98,865.69	6.9300	262,813.32	163,947.63



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10,790.0000	UNILEVER NV CVA EURO.16	260,076.41	32.6405	352,191.67	92,115.26
6,350.0000	SBM OFFSHORE NV EURO.25 (POST SUBDIVISION)	80,202.15	19.7636	125,499.38	45,297.23
3,160.0000	AKZO NOBEL NV EUR2	126,184.87	66.5724	210,368.78	84,183.91
6,400.0000	WOLTERS KLUWERS COM EURO.12	114,304.19	21.9516	140,490.72	26,186.53
9,930.0000	KONINKLIJKE PHILIPS ELECTRONIC NV EURO.20	190,898.20	29.6706	294,629.36	103,731.16
35,804.0000	ING GROEP N.V. CVA EURO.24	286,950.14	9.8997	354,451.54	67,501.40
22,890.0000	PORTUGAL TELECOM SGPS SA EURO.03 REG1	193,136.74	12.2240	279,808.96	86,672.22
3,169.0000	UBS AG CHF0.1 (POST SUBDIVISION)	44,184.68	15.5259	49,201.89	5,017.21
3,820.0000	NOVARTIS AG CHF0.50 (REGD)	189,142.66	54.6553	208,783.55	19,640.89
1,240.0000	ROCHE HLDG AG GENUSSCHEINE NPV	170,932.10	170.0604	210,874.97	39,942.87
1,920.0000	ADECCO SA CHF1 (REGD)	66,699.58	55.1874	105,959.85	39,260.27
7,020.0000	NESTLE SA CHF0.1 (REGD)	274,375.91	48.5610	340,898.67	66,522.76
6,480.0000	SWISS REINSURANCE LTD CHF0.1 (REGD)	306,237.61	48.2805	312,857.85	6,620.24
1,259.0000	LONZA GROUP AG CHF1(REGISTERED)	126,249.13	70.6166	88,906.41	37,342.72
63,060.0000	G4S PLC ORD GBP0.25	200,306.90	4.2082	265,375.34	65,068.44
12,773.0000	ROYAL DUTCH SHELL 'B' SHS	339,507.65	29.2530	373,648.68	34,141.03

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32,580.0000	CENTRICA ORD GBP0.061728395	128,282.77	4.5393	147,891.81	19,609.04
85,350.0000	RENTOKIL INITIAL ORD GBP0.01	53,993.22	1.8667	159,328.53	105,335.31
6,640.0000	SMITHS GROUP PLC ORD GBP0.375	84,487.94	16.3745	108,727.20	24,239.26
199,798.0000	VODAFONE GROUP ORD USD0.11428571	399,290.81	2.3205	463,639.15	64,348.34
17,826.0000	STANDARD LIFE ORD GBP0.10	51,771.24	3.4961	62,322.37	10,551.13
31,290.0000	BRITISH AIRWAYS ORD 25P	67,981.71	3.0181	94,438.06	26,456.35
20,530.0000	BRITISH SKY BRDCSTG ORD 50P	141,681.63	9.0754	186,319.13	44,637.50
35,036.0000	AVIVA PLC GBP0.25	196,454.74	6.4254	225,123.40	28,668.66
31,140.0000	BAE SYSTEMS ORD GBP0.025	168,676.76	5.8053	180,779.71	12,102.95
132,382.0000	HAYS ORD 1P	219,864.14	1.6810	222,541.93	2,677.79
45,870.0000	REXAM ORD 64 2/7P	211,385.89	4.6927	215,256.63	3,870.74
14,330.0000	PEARSON ORD GBP0.25	132,064.95	14.3883	206,184.53	74,119.58
31,515.0000	BP PLC ORD USD.25	238,334.24	9.6891	305,351.99	67,017.75
14,090.0000	GLAXOSMITHKLINE ORD GBP0.25	260,212.69	21.3079	300,228.96	40,016.27
23,260.0000	MARKS & SPENCER GROUP ORD GBP0.25	142,293.68	6.4916	150,996.87	8,703.19
86,500.0000	KINGFISHER ORD GBP0.157142857	167,893.26	3.6980	319,877.56	151,984.30
7,394.0000	CRH ORD EURO.32 DUBLIN LIST	151,284.57	27.2745	201,668.37	50,383.80

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20,144.0000	HSBC HLDGS USD0.50 HONGKONG REG	191,424.25	11.5294	232,249.42	40,825.17
17,000.0000	CHEUNG KONG(HLDGS) HK\$0.50	160,782.94	12.9351	219,897.99	59,115.05
14,000.0000	HUTCHISON WHAMPOA HK\$0.25	70,178.83	6.8867	96,414.13	26,235.30
568,000.0000	CHINA TELECOM CORP 'H'CNY1	211,803.56	0.4178	237,336.62	25,533.06
14,000.0000	SWIRE PACIFIC A HKD0.60	96,371.70	12.1226	169,717.76	73,346.06
39,300.0000	MITSUBISHI UFJ FINANCIAL GROUP NPV	230,330.34	4.8552	190,811.53	39,518.81-
12,400.0000	FUJIFILM HOLDINGS CORP NPV	266,740.22	29.9693	371,620.37	104,880.15
14,500.0000	KONICA MINOLTA HLDGS INC Y50	148,503.23	10.2261	148,278.63	224.60-
1,100.0000	NINTENDO CO	336,441.75	236.7473	260,422.14	76,019.61-
6,900.0000	SONY CORP NPV	146,296.75	28.6803	197,894.62	51,597.87
3,100.0000	TAKEDA PHARMACEUTICAL CO LTD NPV	158,676.24	41.1407	127,536.38	31,139.86-
6,700.0000	TOYOTA MOTOR CORP NPV	214,710.43	41.6778	279,241.62	64,531.19
870.0000	SAMSUNG ELECTRONICS CO GDR (144A)	152,250.00	350.0000	304,500.00	152,250.00
111,000.0000	SINGAPORE TELECOMMUNICATIONS SGD0.15 (POST RE-ORGANIZATION)	198,288.04	2.2151	245,884.82	47,596.78
24,005.0000	DBS HLDGS SGD1	136,584.31	10.9690	263,312.08	126,727.77
7,500.0000	AIRCASLE LTD SHS	57,090.77	9.8500	73,875.00	16,784.23

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1,700.0000	ASPEN INSURANCE HOLDINGS LIMITED SHS	41,225.29	25.4500	43,265.00	2,039.71
4,200.0000	CONSOLIDATED WATER CO LTD	62,272.77	14.2900	60,018.00	2,254.77-
2,500.0000	FRESH DEL MONTE PRODUCE	56,271.65	22.1000	55,250.00	1,021.65-
7,650.0000	INVESCO LTD SHS	107,429.54	23.4900	179,698.50	72,268.96
1,100.0000	PLATINUM UNDERWRITERS HLDGS LTD SHS	30,710.79	38.2900	42,119.00	11,408.21
1,537.0000	VALIDUS HOLDINGS LTD COM SHS	47,246.13	26.9400	41,406.78	5,839.35-
17,500.0000	ACE LIMITED SHS ORD CHF31.89	822,150.66	50.4000	882,000.00	59,849.34
8,447.0000	TRANSOCEAN LTD ZUG NAMEN-AKT	465,617.77	82.8000	699,411.60	233,793.83
3,346.0000	SASOL NVP	101,346.34	40.4685	135,407.64	34,061.30
9,040.0000	CHECKPOINT SOFTWARE TECH	171,669.60	33.8800	306,275.20	134,605.60
6,320.0000	BANCO LATINOAMERICANO DE COMERCIO EXTERIOR	90,755.19	13.9000	87,848.00	2,907.19-
7,590.0000	UPM-KYMENE OY NPV	94,954.31	11.9371	90,602.74	4,351.57-
9,130.0000	AKER SOLUTIONS NOK2 (POST SUBDIVISION)	58,675.25	13.0608	119,245.69	60,570.44
29,750.0000	TELENOR AS ORD NOK6	194,623.92	14.0302	417,400.20	222,776.28
9,770.0000	NORDEA BANK AB EURO.39632	47,907.97	10.2099	99,751.12	51,843.15
9,270.0000	ASSA ABLOY SER B NPV	103,743.06	19.2994	178,905.90	75,162.84



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19,210.0000	ERICSSON (L.M.) TELEFONAKTIEBOLAGET SEK1 SER B	197,091.12	9.2295	177,299.90	19,791.22-
20,240.0000	FLEXTRONICS INTERNATIONAL LTD	65,383.45	7.3100	147,954.40	82,570.95
2,286.0000	AAON INC PAR \$0.004	39,077.13	19.4900	44,554.14	5,477.01
2,200.0000	AEP INDS INC	54,562.35	38.2800	84,216.00	29,653.65
42,712.0000	AT & T INC COM	1,175,706.56	28.0300	1,197,217.36	21,510.80
3,900.0000	ATP OIL & GAS CORP COM	43,419.55	18.2800	71,292.00	27,872.45
5,900.0000	ATC TECHNOLOGY CORP COM	93,118.50	23.8500	140,715.00	47,596.50
13,750.0000	ABBOTT LABS COM	642,805.72	53.9900	742,362.50	99,556.78
10,001.0000	ACME PACKET INC COM	80,998.84	11.0000	110,011.00	29,012.16
1,240.0000	AEROPOSTALE INC COM	19,963.98	34.0500	42,222.00	22,258.02
1,600.0000	ADVENT SOFTWARE INC	52,722.89	40.7300	65,168.00	12,445.11
14,990.0000	AETNA INC COM NEW	370,445.38	31.7000	475,183.00	104,737.62
11,470.0000	AGILENT TECHNOLOGIES INC	190,172.82	31.0700	356,372.90	166,200.08
800.0000	ALASKA AIR GROUP INC	16,241.20	34.5600	27,648.00	11,406.80
4,900.0000	ALBANY MOLECULAR RESH INC COM	47,726.00	9.0800	44,492.00	3,234.00-
700.0000	ALEXION PHARMACEUTICALS INC	22,507.66	48.8200	34,174.00	11,666.34
6,500.0000	ALIGN TECHNOLOGY INC COM	51,544.92	17.8200	115,830.00	64,285.08

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8,901.0000	ALKERMES INC COM	87,457.57	9.4100	83,758.41	3,699.16-
2,100.0000	ALLEGiant TRAVEL CO COM	86,630.49	47.1700	99,057.00	12,426.51
15,320.0000	ALLSTATE CORP COM	350,127.91	30.0400	460,212.80	110,084.89
1,850.0000	ALNYLAM PHARMACEUTICALS INC COM	45,750.52	17.6200	32,597.00	13,153.52-
4,000.0000	AMERICAN COML LINES INC	61,654.78	18.3300	73,320.00	11,665.22
7,200.0000	AMERICAN MED SYS HLDGS INC COM	66,508.00	19.2900	138,888.00	72,380.00
2,053.0000	AMERICAN PHYSICIANS CAP INC	74,062.01	30.3200	62,246.96	11,815.05-
1,101.0000	AMERICAN SCIENCE & ENGR INC	63,070.13	75.8400	83,499.84	20,429.71
1,600.0000	AMERICAN SUPERCONDUCTOR CORP	26,095.99	40.9000	65,440.00	39,344.01
3,100.0000	AMERIGROUP CORP	87,181.30	26.9600	83,576.00	3,605.30-
3,770.0000	AMGEN INC COM	178,101.90	56.5700	213,268.90	35,167.00
6,600.0000	ANTRUST FINL SVCS INC COM	76,559.98	11.8200	78,012.00	1,452.02
6,500.0000	ANAREN INC	84,122.30	15.0500	97,825.00	13,702.70
6,000.0000	APACHE CORP COM	447,180.02	103.1700	619,020.00	171,839.98
6,900.0000	APOGEE ENTERPRISES INC	94,574.03	14.0000	96,600.00	2,025.97
3,900.0000	APOLLO INVT CORP COM	25,282.92	9.5400	37,206.00	11,923.08
4,360.0000	APPLE INC	372,126.01	210.7320	918,791.52	546,665.51



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3,100.0000	APPLIED INDL TECH INC COM	58,651.99	22.0700	68,417.00	9,765.01
31,000.0000	APPLIED MATLS INC COM	412,238.25	13.9400	432,140.00	19,901.75
3,600.0000	ARDEA BIOSCIENCES INC	55,530.67	14.0000	50,400.00	5,130.67-
11,301.0000	ARRIS GROUP INC COM	82,871.25	11.4300	129,170.43	46,299.18
6,200.0000	ARUBA NETWORKS INC COM	55,524.37	10.6600	66,092.00	10,567.63
4,500.0000	ASBURY AUTOMOTIVE GROUP INC COM	53,574.80	11.5300	51,885.00	1,689.80-
11,000.0000	AVERY DENNISON CORP COM	349,307.38	36.4900	401,390.00	52,082.62
6,000.0000	AVIS BUDGET GROUP INC COM	61,357.75	13.1200	78,720.00	17,362.25
700.0000	BALLY TECHNOLOGIES INC COM	28,595.00	41.2900	28,903.00	308.00
37,600.0000	BANK OF AMERICA CORP	578,316.12	15.0600	566,256.00	12,060.12-
11,599.0000	BANK HAT CORP NEW COM	117,461.59	6.9300	80,381.07	37,080.52-
3,500.0000	BARRETT BILL CORP COM	73,955.01	31.1100	108,885.00	34,929.99
4,190.0000	BAXTER INTL INC COM	207,871.01	58.6800	245,869.20	37,998.19
2,500.0000	BEACON ROOFING SUPPLY INC COM	34,699.99	16.0000	40,000.00	5,300.01
8,000.0000	BECTON DICKINSON & CO COM	538,253.11	78.8600	630,880.00	92,626.89
5,700.0000	BENCHMARK ELECTRS INC	72,789.00	18.9100	107,787.00	34,998.00
140.0000	BERKSHIRE HATHAWAY INC DEL B	386,801.33	3,286.0000	460,040.00	73,238.67

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700.0000	BERRY PETE CO CL A	20,224.12	29.1500	20,405.00	180.88
8,399.0000	BIOMED RLTY TR INC COM	92,438.70	15.7800	132,536.22	40,097.52
1,800.0000	BLYTH INC COM NEW	71,940.60	33.7200	60,696.00	11,244.60-
3,750.0000	BRADY CORPORATION CL A COM	91,639.50	30.0100	112,537.50	20,898.00
2,000.0000	BRIDGEPOINT ED INC COM	32,040.00	15.0200	30,040.00	2,000.00-
4,200.0000	BRIGGS & STRATTON CORP	63,719.17	18.7100	78,582.00	14,862.83
23,000.0000	BRISTOL MYERS SQUIBB CO COM	477,645.76	25.2500	580,750.00	103,104.24
4,500.0000	BROOKLINE BANCORP INC DEL COM	44,052.55	9.9100	44,595.00	542.45
22,430.0000	BURGER KING HLDG INC COM	379,771.06	18.8200	422,132.60	42,361.54
3,800.0000	CBIZ INC COM	32,870.01	7.7000	29,260.00	3,610.01-
4,900.0000	CBL & ASSOC PPTYS INC COM	45,360.18	9.6700	47,383.00	2,022.82
21,280.0000	CBS CORP NEW CL B	174,283.20	14.0500	298,984.00	124,700.80
2,540.0000	CDI CORP COM	32,867.60	12.9500	32,893.00	25.40
1,100.0000	CH ENERGY GROUP INC COM	46,801.54	42.5200	46,772.00	29.54-
56,787.0000	CVS CAREMARK CORP	1,637,918.77	32.2100	1,829,109.27	191,190.50
7,700.0000	CABELAS INC COM	115,296.51	14.2600	109,802.00	5,494.51-

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1,200.0000	CACI INTL INC CL A	47,964.28	48.8500	58,620.00	10,655.72
4,200.0000	CADENCE PHARMACEUTICALS INC COM	30,365.99	9.6700	40,614.00	10,248.01
7,000.0000	CALAMOS ASSET MGMT INC CL A	60,233.50	11.5200	80,640.00	20,406.50
4,600.0000	CALIFORNIA PIZZA KITCHEN INC COM	47,889.22	13.4500	61,870.00	13,980.78
5,000.0000	CANTELL MEDICAL CORP	71,113.92	20.1800	100,900.00	29,786.08
3,000.0000	CASCADE CORP	59,682.30	27.4900	82,470.00	22,787.70
5,500.0000	CELADON GROUP INC	46,914.99	10.8500	59,675.00	12,760.01
5,920.0000	CELGENE CORP	250,069.81	55.6800	329,625.60	79,555.79
4,300.0000	CENTENE CORP DEL COM	84,753.01	21.1700	91,031.00	6,277.99
13,600.0000	CENTERPOINT ENERGY INC COM	163,200.00	14.5100	197,336.00	34,136.00
10,600.0000	CENTRAL GARDEN & PET CO CL A NON VTG	97,558.05	9.9400	105,364.00	7,805.95
4,600.0000	CHART INDS INC COM PAR \$0.01	60,745.54	16.5200	75,992.00	15,246.46
5,999.0000	CHEESECAKE FACTORY (THE)	57,566.88	21.5900	129,518.41	71,951.53
2,400.0000	CHESAPEAKE UTILS CORP	73,779.45	32.0500	76,920.00	3,140.55
2,040.0000	CIRCOR INTL INC COM	56,099.99	25.1800	51,367.20	4,732.79-
38,210.0000	CISCO SYS INC COM	626,864.37	23.9400	914,747.40	287,883.03

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1,501.0000	CLEARWATER PAPER CORP COM	29,673.30	54.9700	82,509.97	52,836.67
13,000.0000	COACH INC COM	270,009.99	36.5300	474,890.00	204,880.01
1,900.0000	COEUR D ALENE MINES CORP IDAHO COM NEW	45,351.10	18.0600	34,314.00	11,037.10-
5,000.0000	COLGATE PALMOLIVE CO	338,294.81	82.1500	410,750.00	72,455.19
2,600.0000	COMFORT SYSTEMS USA INC	27,603.75	12.3400	32,084.00	4,480.25
2,200.0000	COMMUNITY BK SYS INC COM	53,658.00	19.3100	42,482.00	11,176.00-
5,600.0000	COMPASS DIVERSIFIED HOLDINGS SH BEN INT	53,129.70	12.7600	71,456.00	18,326.30
6,800.0000	CONVERGE INC COM	84,038.99	11.2400	76,432.00	7,606.99-
10,530.0000	CONOCOPHILLIPS COM	540,774.20	51.0700	537,767.10	3,007.10-
2,540.0000	CONSOLIDATED GRAPHICS INC	57,505.59	35.0200	88,950.80	31,445.21
5,340.0000	CONSTELLATION ENGY GRP INC COM	120,948.75	35.1700	187,807.80	66,859.05
1,800.0000	CONTANGO OIL & GAS CO COM NEW	101,339.99	47.0100	84,618.00	16,721.99-
4,600.0000	COOPER TIRE & RUBR CO	61,555.16	20.0500	92,230.00	30,674.84
5,000.0000	CORINTHIAN COLLEGES INC COM	92,831.19	13.7700	68,850.00	23,981.19-
18,000.0000	CORNING INC COM	293,243.53	19.3100	347,580.00	54,336.47
1,200.0000	CORVEL CORP	26,376.00	33.5400	40,248.00	13,872.00
2,450.0000	COSTCO WHSL CORP NEW COM	126,707.63	59.1700	144,966.50	18,258.87



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3,830.0000	COUSINS PPTYS INC COM	31,429.46	7.6300	29,222.90	2,206.56-
4,800.0000	CRAY INC COM NEW	38,987.92	6.4200	30,816.00	8,171.92-
8,300.0000	CROSS CTRY HEALTHCARE INC COM	72,368.61	9.9100	82,253.00	9,884.39
2,600.0000	CUBIC CORP COM	96,869.44	37.3000	96,980.00	110.56
4,700.0000	CUBIST PHARMACEUTICALS INC	85,523.35	18.9700	89,159.00	3,635.65
4,200.0000	CYBERONICS INC	54,684.49	20.4400	85,848.00	31,163.51
2,800.0000	DAWSON GEOPHYSICAL CO COM	65,313.62	23.1000	64,680.00	653.62-
4,200.0000	DELPHI FINL GROUP INC CL A COM	78,935.46	22.3700	93,954.00	15,018.54
4,480.0000	DEVON ENERGY CORP NEW COM	262,005.49	73.5000	329,280.00	67,274.51
1,900.0000	DIAGEO PLC SPONSORED ADR NEW	101,579.46	69.4100	131,879.00	30,299.54
3,101.0000	DIME CMNTY BANCORP INC COM	27,962.81	11.7300	36,374.73	8,411.92
7,200.0000	DILLARDS INC CL A COM	81,847.44	18.4500	132,840.00	50,992.56
1,700.0000	DINEEQUITY INC COM	19,438.65	24.2900	41,293.00	21,854.35
4,140.0000	DISNEY WALT CO COM	108,777.84	32.2500	133,515.00	24,737.16
5,200.0000	DOLLAR THRIFTY AUTOMOTIVE GROUP INC COM	55,011.95	25.6100	133,172.00	78,160.05
7,800.0000	DYCOM INDS INC	67,304.88	8.0300	62,634.00	4,670.88-
2,600.0000	DYNCORP INTL INC COM CL A	44,033.00	14.3500	37,310.00	6,723.00-
25,750.0000	EMC CORP MASS	302,447.37	17.4700	449,852.50	147,405.13

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2,200.0000	EXCO RES INC COM	21,034.52	21.2300	46,706.00	25,671.48
8,800.0000	EV3 INC COM	103,708.91	13.3400	117,392.00	13,683.09
13,100.0000	EARTHLINK INC COM	90,799.33	8.3100	108,861.00	18,061.67
18,000.0000	EBAY INC COM	239,769.70	23.5300	423,540.00	183,770.30
5,900.0000	ECLIPSYS CORP COM	101,443.84	18.5200	109,268.00	7,824.16
6,100.0000	ECOLAB INC COM	214,414.99	44.5800	271,938.00	57,523.01
5,300.0000	ELECTRO OPTICAL SCIENCES INC COM	41,990.82	10.3100	54,643.00	12,652.18
26,000.0000	ELECTRONIC ARTS	421,176.56	17.7500	461,500.00	40,323.44
3,900.0000	EMCOR GROUP INC COM	85,129.16	26.9000	104,910.00	19,780.84
4,500.0000	ENERSYS COM	84,836.87	21.8700	98,415.00	13,578.13
3,000.0000	ENNIS INC COM	36,330.00	16.7900	50,370.00	14,040.00
26,820.0000	EXELON CORP COM	1,411,960.75	48.8700	1,310,693.40	101,267.35-
3,800.0000	EXELIXIS INC COM	29,759.32	7.3700	28,006.00	1,753.32-
4,840.0000	EXPEDITORS INTL WASH INC COM	146,583.94	34.7700	168,286.80	21,702.86
4,660.0000	EXPRESS SCRIPTS INC COM STK	211,443.89	86.4200	402,717.20	191,273.31
9,600.0000	EXTRA SPACE STORAGE INC COM	99,071.99	11.5500	110,880.00	11,808.01
29,530.0000	EXXON MOBIL CORP	2,160,859.47	68.1900	2,013,650.70	147,208.77-

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9,430.0000	FLIR SYS INC	196,845.34	32.7300	308,643.90	111,798.56
1,340.0000	FPIC INS GROUP INC COM	51,753.92	38.6200	51,750.80	3.12-
3,900.0000	FAIR ISAAC INC COM	60,555.18	21.3100	83,109.00	22,553.82
5,200.0000	FEDERAL SIGNAL CORP	42,692.01	6.0200	31,304.00	11,388.01-
2,540.0000	FEDEX CORP COM	133,557.98	83.4500	211,963.00	78,405.02
5,300.0000	FIRST FINL BANCORP	65,667.00	14.5600	77,168.00	11,501.00
6,150.0000	FLUOR CORP NEW COM	270,595.79	45.0400	276,996.00	6,400.21
3,170.0000	FLOWERVE CORP COM	196,266.65	94.5300	299,660.10	103,393.45
2,300.0000	FOSSIL INC COM	52,019.43	33.5600	77,188.00	25,168.57
1,400.0000	FOSTER L B CO CL A	43,792.00	29.8100	41,734.00	2,058.00-
1,300.0000	FRANKLIN STR PPTYS CORP COM	16,396.64	14.6100	18,993.00	2,596.36
5,415.0000	FREDS INC CL A	54,190.69	10.2000	55,233.00	1,042.31
6,000.0000	GFI GROUP INC COM	38,671.98	4.5500	27,300.00	11,371.98-
3,400.0000	GARTNER INC COM	57,839.87	18.0400	61,336.00	3,496.13
4,900.0000	GAYLORD ENTMT CO NEW COM	68,826.87	19.7500	96,775.00	27,948.13
10,600.0000	GAZPROM OAO LEVEL 1 ADR PROGRAM (RUSSIA)	150,520.00	24.4000	258,640.00	108,120.00
3,369.0000	GENERAL DYNAMICS CORP COM	231,480.81	68.1700	229,664.73	1,816.08-

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50,950.0000	GENERAL ELEC CO COM	640,355.93	15.1300	770,873.50	130,517.57
6,280.0000	GENZYME CORP COM	356,807.47	49.0100	307,782.80	49,024.67-
3,600.0000	GIBRALTAR INDS INC COM	42,983.99	15.7300	56,628.00	13,644.01
5,670.0000	GILEAD SCIENCES INC COM	245,174.13	43.2700	245,340.90	166.77
8,000.0000	GLATFELTER	74,399.99	12.1500	97,200.00	22,800.01
4,500.0000	GOLDMAN SACHS GROUP INC COM	467,866.82	168.8400	759,780.00	291,913.18
2,020.0000	GOOGLE INC CL A	621,452.98	619.9800	1,252,359.60	630,906.62
3,300.0000	GREAT SOUTH BANCORP INC	74,612.70	21.3600	70,488.00	4,124.70-
3,600.0000	GULFMARK OFFSHORE INC COM NOW CUSIP 402629208	107,316.30	28.3100	101,916.00	5,400.30-
5,170.0000	HANSEN NAT CORP	177,380.48	38.4000	198,528.00	21,147.52
3,601.0000	HEALTHSOUTH CORP COM NEW	38,755.93	18.7700	67,590.77	28,834.84
4,500.0000	HEALTHCARE REALTY TRUST INC	70,287.70	21.4600	96,570.00	26,282.30
30,530.0000	HEWLETT PACKARD CO COM	1,103,334.60	51.5100	1,572,600.30	469,265.70
15,000.0000	HONEYWELL INTL INC COM	479,657.40	39.2000	588,000.00	108,342.60
7,400.0000	HOUSTON WIRE & CABLE CO COM	76,284.31	11.9000	88,060.00	11,775.69
14,840.0000	ICONIX BRAND GROUP INC COM	179,398.56	12.6700	188,022.80	8,624.24
3,000.0000	INLAND REAL ESTATE CORP COM NEW	38,939.99	8.1500	24,450.00	14,489.99-



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23,690.0000	INTEL CORP	351,241.92	20.4000	483,276.00	132,034.08
4,100.0000	INTERACTIVE INTELLEGEENCE INC COM	26,280.99	18.4500	75,645.00	49,364.01
4,341.0000	INTERNATIONAL BANCSHARES CORP COM	61,540.04	18.9100	82,088.31	20,548.27
6,130.0000	IBM CORP COM	515,900.81	130.9000	802,417.00	286,516.19
4,900.0000	INVACARE CORP	76,048.00	24.9400	122,206.00	46,158.00
3,000.0000	INVESTORS REAL ESTATE TR SBI	32,130.01	9.0000	27,000.00	5,130.01-
3,300.0000	ISLE OF CAPRIS CASINOS INC COM	34,560.71	7.4800	24,684.00	9,876.71-
1,200.0000	J & J SNACK FOODS CORP	43,231.44	39.9600	47,952.00	4,720.56
4,700.0000	JDA SOFTWARE GROUP INC	61,710.99	25.4700	119,709.00	57,998.01
36,510.0000	JPMORGAN CHASE & CO COM	1,193,800.39	41.6700	1,521,371.70	327,571.31
4,300.0000	J2 GLOBAL COMMUNICATIONS INC COM NEW	88,264.70	20.3500	87,505.00	759.70-
1,000.0000	JACOBS ENGR GROUP INC COM	35,337.10	37.6100	37,610.00	2,272.90
2,900.0000	JO ANN STORES INC COM	44,920.97	36.2400	105,096.00	60,175.03
21,080.0000	JOHNSON & JOHNSON COM	1,249,429.04	64.4100	1,357,762.80	108,333.76
8,000.0000	JONES APPAREL GROUP INC COM	136,514.41	16.0600	128,480.00	8,034.41-
1,550.0000	JOS A BANK CLOTHIERS INC	40,532.49	42.1900	65,394.50	24,862.01

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4,569.0000	KB FINL GROUP INC SPONSORED ADR REPSTG 1 COM SH	120,941.06	50.8500	232,333.65	111,392.59
4,400.0000	KADANT INC COM	59,312.00	15.9600	70,224.00	10,912.00
4,200.0000	KENEXA CORP COM	54,727.08	13.0300	54,726.00	1.08-
3,500.0000	KINDRED HEALTHCARE INC COM	43,744.30	18.4600	64,610.00	20,865.70
5,900.0000	KNIGHT CAP GROUP INC COM	95,285.01	15.4000	90,860.00	4,425.01-
10,840.0000	KOHL'S CORP COM	453,617.67	53.9300	584,601.20	130,983.53
6,500.0000	LSB INDS INC	102,703.61	14.1000	91,650.00	11,053.61-
2,300.0000	LANCASTER COLONY CORP COM	105,091.94	49.6800	114,264.00	9,172.06
5,700.0000	LANDEC CORP	37,506.00	6.2400	35,568.00	1,938.00-
6,000.0000	ESTEE LAUDER COS INC CL A	185,759.98	48.3600	290,160.00	104,400.02
1,200.0000	LINDSAY CORP	39,181.44	39.8500	47,820.00	8,638.56
2,500.0000	LITHIA MTRS INC CL A	31,635.75	8.2200	20,550.00	11,085.75-
3,200.0000	LORAL SPACE & COMMUNICATIONS INC COM	68,745.76	31.6100	101,152.00	32,406.24
1,601.0000	M & F WORLDWIDE CORP COM	18,466.51	39.5000	63,239.50	44,772.99
17,100.0000	MFA FINANCIAL INC	132,758.29	7.3500	125,685.00	7,073.29-
2,600.0000	STEVEN MADDEN LTD	42,547.16	41.2400	107,224.00	64,676.84
4,900.0000	MANHATTAN ASSOCS INC COM	77,468.98	24.0400	117,796.00	40,327.02



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8,100.0000	MANNKIND CORP COM	63,191.34	8.7600	70,956.00	7,764.66
14,590.0000	MARATHON OIL CORP COM	393,464.63	31.2200	455,499.80	62,035.17
4,750.0000	MARTEK BIOSCIENCES CORP	134,171.86	18.9500	90,012.50	44,159.36-
12,113.0000	MAXYGEN INC COM	87,917.80	6.0900	73,768.17	14,149.63-
3,700.0000	MCHORAN EXPLORATION CO	29,350.10	8.0200	29,674.00	323.90
3,100.0000	MEDIVATION INC COM	58,875.76	37.6500	116,715.00	57,839.24
15,210.0000	MEDTRONIC INC COM	471,479.80	43.9800	668,935.80	197,456.00
57,258.0000	MERCK & CO INC NEW	1,478,256.44	36.5400	2,092,207.32	613,950.88
2,800.0000	MERITAGE HOMES CORP COM	57,455.90	19.3300	54,124.00	3,331.90-
3,800.0000	MICREL INC	27,777.99	8.2000	31,160.00	3,382.01
72,740.0000	MICROSOFT CORP COM	1,402,550.87	30.4800	2,217,115.20	814,564.33
5,760.0000	MICROCHIP TECHNOLOGY INC COM	111,286.07	29.0500	167,328.00	56,041.93
7,701.0000	MICROSEMI CORP	81,507.66	17.7600	136,769.76	55,262.10
2,080.0000	MINERALS TECHNOLOGIES INC COM	83,336.26	54.4700	113,297.60	29,961.34
4,099.0000	MOMENTA PHARMACEUTICALS INC COM	47,548.39	12.6000	51,647.40	4,099.01
10,000.0000	MOSAIC CO COM	397,111.57	59.7300	597,300.00	200,188.43
10,570.0000	MYRIAD GENETICS INC	311,147.68	26.0900	275,771.30	35,376.38-

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6,450.0000	NII HLDGS INC CL B NEW	112,605.18	33.5800	216,591.00	103,985.82
14,700.0000	NASDAQ OMX GROUP/THE COM STK	337,270.98	19.8200	291,354.00	45,916.98-
1,900.0000	NATIONAL HEALTH INVS INC COM	53,414.80	36.9900	70,281.00	16,866.20
4,644.0000	NATIONAL PENN BANCHARES INC COM	67,384.44	5.7900	26,888.76	40,495.68-
5,700.0000	NATIONAL RETAIL PPTYS INC COM	97,982.99	21.2200	120,954.00	22,971.01
8,102.0000	NELNET INC CL A	85,340.31	17.2300	139,597.46	54,257.15
21,870.0000	NETAPP INC COM	339,501.30	34.3600	751,453.20	411,951.90
6,700.0000	NETSCOUT SYS INC COM	59,254.59	14.6200	97,954.00	38,699.41
900.0000	NEW JERSEY RES CORP	31,970.61	37.4000	33,660.00	1,689.39
2,440.0000	NIKE INC CL B COM	135,000.32	66.0700	161,210.80	26,210.48
17,700.0000	NORTHEAST UTILS COM	425,861.97	25.7900	456,483.00	30,621.03
14,880.0000	NORTHERN TR CORP COM	751,269.81	52.4000	779,712.00	28,442.19
1,800.0000	NORTHWESTERN CORP	42,246.00	26.0200	46,836.00	4,590.00
8,300.0000	NOVATEL WIRELESS INC COM NEW	80,667.03	7.9700	66,151.00	14,516.03-
9,400.0000	O CHARLEYS INC	75,131.51	6.5500	61,570.00	13,561.51-
3,900.0000	O H GROUP INC COM	108,029.68	31.3900	122,421.00	14,391.32
2,600.0000	OSI SYSTEMS INC COM	45,876.48	27.2800	70,928.00	25,051.52
4,500.0000	OLD SECOND BANCORP INC DEL	52,200.00	6.8900	31,005.00	21,195.00-



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5,200.0000	OMNIVISION TECHNOLOGIES INC COM	27,299.99	14.5200	75,504.00	48,204.01
3,500.0000	OMNOVA SOLUTIONS INC COM	27,468.32	6.1300	21,455.00	6,013.32-
5,580.0000	ONYX PHARMACEUTICALS INC COM	179,047.88	29.3400	163,717.20	15,330.68-
7,500.0000	OPLINK COMMUNICATIONS INC COM NEW	64,499.99	16.3900	122,925.00	58,425.01
2,300.0000	OPPENHEIMER HOLDINGS INC CL A NON VTG SHS	56,631.85	33.2200	76,406.00	19,774.15
7,210.0000	ORACLE CORPORATION COM	148,549.47	24.5300	176,861.30	28,311.83
3,600.0000	OPTIONSPRESS HLDGS INC	49,075.32	15.4500	55,620.00	6,544.68
5,000.0000	ORBITAL SCIENCES CORP COM	97,650.01	15.2600	76,300.00	21,350.01-
8,100.0000	ORIENTAL FINL GROUP INC COM	94,761.51	10.8000	87,480.00	7,281.51-
4,900.0000	OXFORD INDS INC COM	54,538.97	20.6800	101,332.00	46,793.03
11,200.0000	PDL BIOPHARMA INC COM	94,255.29	6.8600	76,832.00	17,423.29-
2,500.0000	PF CHANGS CHINA BISTRO INC COM	52,349.99	37.9100	94,775.00	42,425.01
5,300.0000	PNM RES INC COM	49,982.78	12.6500	67,045.00	17,062.22
500.0000	PS BUSINESS PKS INC CALIF COM	25,726.14	50.0500	25,025.00	701.14-
5,000.0000	PACWEST BANCORP DEL COM	73,634.18	20.1500	100,750.00	27,115.82
1,900.0000	PAR PHARMACEUTICAL COS INC COM	46,918.36	27.0600	51,414.00	4,495.64

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1,600.0000	PARK NATL CORP COM	90,673.02	58.8800	94,208.00	3,534.98
5,199.0000	PARKWAY PTYS INV	82,128.65	20.8200	108,243.18	26,114.53
6,200.0000	PENSON WORLDWIDE INC COM	47,400.50	9.0600	56,172.00	8,771.50
22,560.0000	PEPSICO INC COM	1,248,168.25	60.8000	1,371,648.00	123,479.75
3,000.0000	PERFICIENT INC COM	22,565.70	8.4300	25,290.00	2,724.30
6,900.0000	PERICOM SEMICONDUCTOR CORP COM	37,812.00	11.5300	79,557.00	41,745.00
50,600.0000	PFIZER INC COM STK USD0.05	844,463.36	18.1900	920,414.00	75,950.64
4,800.0000	PHARMERICA CORP COM	75,215.99	15.8800	76,224.00	1,008.01
6,720.0000	PHILIP MORRIS INTL INC COM	292,387.21	48.1900	323,836.80	31,449.59
13,010.0000	PITNEY BOWES INC COM	289,784.63	22.7600	296,107.60	6,322.97
11,650.0000	POLYCOM INC	255,556.08	24.9700	290,900.50	35,344.42
1,700.0000	POST PTYS INC COM	28,050.00	19.6000	33,320.00	5,270.00
2,700.0000	POTLATCH CORP NEW COM	82,270.08	31.8800	86,076.00	3,805.92
1,800.0000	POWELL INDS INC COM	70,274.25	31.5300	56,754.00	13,520.25-
1,460.0000	PRECISION CASTPARTS CORP	76,661.35	110.3500	161,111.00	84,449.65
4,210.0000	PRICE T ROWE GROUP INC COM	132,625.71	53.2500	224,182.50	91,556.79
8,510.0000	PROCTER & GAMBLE CO COM	503,516.42	60.6300	515,961.30	12,444.88
2,500.0000	PROVIDENCE SVC CORP COM	26,392.00	15.8000	39,500.00	13,108.00

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8,600.0000	PROVIDENT NEW YORK BANCORP COM	96,071.00	8.4400	72,584.00	23,487.00-
11,860.0000	QUALCOMM INC	432,441.03	46.2600	548,643.60	116,202.57
3,300.0000	RC2 CORP COM	47,091.30	14.7500	48,675.00	1,583.70
1,130.0000	RLI CORP	64,869.46	53.2500	60,172.50	4,696.96-
6,100.0000	RAMCO-GERSHENSON PPTYS TR COM SHS BEN INT	56,943.19	9.5400	58,194.00	1,250.81
3,070.0000	RANDGOLD RES LTD	224,350.19	79.1400	242,959.80	18,609.61
8,300.0000	REDWOOD TR INC COM	128,575.59	14.4600	120,018.00	8,557.59-
1,200.0000	REGIS CORP MINN	17,436.01	15.5700	18,684.00	1,247.99
13,100.0000	ROCHE HLDG LTD SPONSORED ADR	435,469.71	42.5150	556,946.50	121,476.79
4,600.0000	ROSETTA RES INC COM	32,567.99	19.9200	91,632.00	59,064.01
1,700.0000	SJM CORP	50,898.00	22.5700	38,369.00	12,529.00-
9,700.0000	S1 CORP COM	67,661.04	6.5200	63,244.00	4,417.04-
6,500.0000	STEC INC COM	97,387.69	16.3400	106,210.00	8,822.31
1,100.0000	SVB FINL GROUP COM	27,697.38	41.6600	45,826.00	18,128.62
2,200.0000	SWS GROUP INC COM	37,079.88	12.1000	26,620.00	10,459.88-
1,700.0000	SAFEGUARD SCIENTIFICS INC	15,833.03	10.3100	17,527.00	1,693.97
14,370.0000	SAFEMAY INC NEW COM	276,978.31	21.2900	305,937.30	28,958.99

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5,200.0000	SAIA INC COM	56,125.63	14.8200	77,064.00	20,938.37
220.0000	SAMSUNG ELECTRS LTD GDR 1995 RPSTG COM 144A	39,387.04	343.0730	75,476.06	36,089.02
2,500.0000	SANDERSON FARMS INC	109,000.00	42.1600	105,400.00	3,600.00-
3,540.0000	SCANSOURCE INC COM	68,215.80	26.7000	94,518.00	26,302.20
13,310.0000	SCHLUMBERGER LTD COM	559,329.70	65.0900	866,347.90	307,018.20
1,300.0000	SCHOLASTIC CORP COM	30,145.57	29.8300	38,779.00	8,633.43
1,800.0000	SCHOOL SPECIALTY INC-COM	34,441.92	23.4000	42,120.00	7,678.08
4,800.0000	SEATTLE GENETICS INC COM	42,912.00	10.1600	48,768.00	5,856.00
1,600.0000	SENIOR HSG PPTYS TR SH BEN INT	28,672.00	21.8700	34,992.00	6,320.00
3,100.0000	SIGNATURE BK NEW YORK N Y COM	88,938.99	31.9000	98,890.00	9,951.01
4,900.0000	SKYWEST INC COM	91,139.99	16.9200	82,908.00	8,231.99-
9,599.0000	SKYWORKS SOLUTIONS INC COM	79,615.94	14.1900	136,209.81	56,593.87
3,900.0000	SOMANETICS CORP COM NEW	64,388.99	17.5500	68,445.00	4,056.01
10,400.0000	SONIC AUTOMATIC INC COM	96,900.05	10.3900	108,056.00	11,155.95
21,300.0000	SPECTRA ENERGY CORP COM	335,261.99	20.5100	436,863.00	101,601.01
2,300.0000	SPEEDWAY MOTORSPORTS INC COM	34,472.45	17.6200	40,526.00	6,053.55
7,800.0000	STAGE STORES INC COM NEW	105,220.51	12.3600	96,408.00	8,812.51-



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4,100.0000	STAMPS COM INC COM NEW	33,328.08	9.0000	36,900.00	3,571.92
3,800.0000	STANDARD MICROSYSTEMS CORP	61,501.88	20.7800	78,964.00	17,462.12
9,200.0000	STEIN HART INC COM	93,949.08	10.6600	98,072.00	4,122.92
1,000.0000	STEPAN CHEM CO COM	54,065.60	64.8100	64,810.00	10,744.40
5,300.0000	STERLING BANCSHARES INC	32,223.99	5.1300	27,189.00	5,034.99-
2,000.0000	STERIS CORP COM	47,779.99	27.9700	55,940.00	8,160.01
900.0000	STIFEL FINL CORP	31,420.00	59.2400	53,316.00	21,896.00
4,300.0000	STILLWATER HNG CO COM	33,958.40	9.4800	40,764.00	6,805.60
3,700.0000	STONE ENERGY CORP COM	63,059.49	18.0500	66,785.00	3,725.51
5,000.0000	STURM RUGER & CO INC	59,949.99	9.7000	48,500.00	11,449.99-
7,400.0000	SUCCESSFACTORS INC COM	58,180.96	16.5800	122,692.00	64,511.04
834.0000	SYBASE INC COM	20,658.16	43.4000	36,195.60	15,537.44
900.0000	SYNAPTICS INC COM	14,903.99	30.6500	27,585.00	12,681.01
2,700.0000	SYNNEX CORP COM	74,490.57	30.6600	82,782.00	8,291.43
2,500.0000	SYNIVERSE HLDGS INC COM	30,348.31	17.4800	43,700.00	13,351.69
18,000.0000	SYS CO CORP COM	412,920.00	27.9400	502,920.00	90,000.00
5,200.0000	TTM TECHNOLOGIES INC COM	27,091.99	11.5300	59,956.00	32,864.01

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17,156.0000	TAIWAN SEMICONDUCTOR MFG CO LTD SPONSORED ADR	134,858.10	11.4400	196,264.64	61,406.54
3,870.0000	TARGET CORP COM	185,365.27	48.3700	187,191.90	1,826.63
3,000.0000	TECHNITROL INC	26,736.88	4.3800	13,140.00	13,596.88-
3,800.0000	TECUMSEH PRODS CO CL A	36,403.99	11.6900	44,422.00	8,018.01
4,200.0000	TEKELEC COM	71,477.70	15.2800	64,176.00	7,301.70-
4,780.0000	TELEFONICA S A SPONSORED ADR	322,124.20	83.5200	399,225.60	77,101.40
6,000.0000	TELETECH HLDGS INC	53,287.66	20.0300	120,180.00	66,892.34
5,900.0000	TEMPUR PEDIC INTL INC COM	54,969.83	23.6300	139,417.00	84,447.17
4,700.0000	TETRA TECH INC NEW	124,361.35	27.1700	127,699.00	3,337.65
4,600.0000	TESSERA TECHNOLOGIES INC COM	90,543.25	23.2700	107,042.00	16,498.75
15,000.0000	TIME WARNER CABLE INC COM	396,910.02	41.3900	620,850.00	223,939.98
6,344.0000	TIVO INC COM	46,389.13	10.1800	64,581.92	18,192.79
900.0000	TOWER BANCORP INC COM	23,690.88	22.8500	20,565.00	3,125.88-
4,234.0000	TREDEGAR CORP COM	74,731.18	15.8200	66,981.88	7,749.30-
600.0000	TRIUMPH GROUP INC COM NEW	22,029.34	48.2500	28,950.00	6,920.66
1,600.0000	TRUSTMARK CORP	34,544.01	22.5400	36,064.00	1,519.99
6,030.0000	TURKCELL ILETISIM HIZMETLERI A A S SPONSORED ADR NEW	103,509.97	17.4900	105,464.70	1,954.73



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1,970.0000	UMB FINL CORP	96,805.80	39.3500	77,519.50	19,286.30-
20,510.0000	US BANCORP DEL COM NEW	365,471.60	22.5100	461,680.10	96,208.50
9,487.0000	USA MOBILITY INC COM	81,119.76	11.0100	104,451.87	23,332.11
10,000.0000	ULTRA PETE CORP	345,099.99	49.8600	498,600.00	153,500.01
2,500.0000	UNISYS CORP COM NEW	77,640.65	38.5600	96,400.00	18,759.35
4,500.0000	UNITED BANKSHARES INC W VA	86,276.84	19.9700	89,865.00	3,588.16
4,700.0000	UNITED NATURAL FOODS INC	112,445.48	26.7400	125,678.00	13,232.52
15,540.0000	UNITED TECHNOLOGIES CORP COM	800,904.27	69.4100	1,078,631.40	277,727.13
2,300.0000	UNIVERSAL CORP VA	68,701.00	45.6100	104,903.00	36,202.00
800.0000	UNIVERSAL FST PRODS INC	31,696.62	36.8100	29,448.00	2,248.62-
1,100.0000	VALEANT PHARMACEUTICALS INTL COM	18,445.40	31.7900	34,969.00	16,523.60
6,500.0000	VENOCO INC COM	71,817.78	13.0400	84,760.00	12,942.22
7,900.0000	VERIFONE HLDGS INC	58,148.20	16.3800	129,402.00	71,253.80
19,500.0000	VERIZON COMMUNICATIONS COM	629,867.93	33.1300	646,035.00	16,167.07
11,000.0000	VIACOM INC NEW CL B	209,659.98	29.7300	327,030.00	117,370.02
3,700.0000	VIROPHARMA INC COM	48,173.99	8.3900	31,043.00	17,130.99-
1,450.0000	VISA INC COM CL A	93,613.74	87.4600	126,817.00	33,203.26

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4,600.0000	VITAL IMAGES INC COM	53,261.07	12.6900	58,374.00	5,112.93
10,890.0000	VODAFONE GROUP PLC-SP ADR	241,777.80	23.0900	251,450.10	9,672.30
2,300.0000	VOLTERRA SEMICONDUCTOR CORP COM	16,444.99	19.1200	43,976.00	27,531.01
3,400.0000	WGL HLDGS INC COM	111,953.74	33.5400	114,036.00	2,082.26
850.0000	WHS INDS INC COM	22,864.99	40.0000	34,000.00	11,135.01
21,550.0000	WAL MART STORES INC COM	1,154,098.77	53.4500	1,151,847.50	2,251.27-
16,110.0000	WALGREEN CO	395,285.73	36.7200	591,559.20	196,273.47
14,000.0000	WASTE MGMT INC DEL COM	420,609.77	33.8100	473,340.00	52,730.23
3,535.0000	WATERS CORP COM	128,527.23	61.9600	219,028.60	90,501.37
800.0000	WATSON WYATT WORLDWIDE INC CL A	33,064.64	47.5200	38,016.00	4,951.36
1,400.0000	WATTS WATER TECHNOLOGIES INC CL A	29,580.17	30.9200	43,288.00	13,707.83
1,700.0000	WEIS MKTS INC	52,684.79	36.3600	61,812.00	9,127.21
48,410.0000	WELLS FARGO & CO NEW COM	1,335,881.24	26.9900	1,306,585.90	29,295.34-
7,000.0000	WILLBROS GROUP INC DEL COM	83,785.70	16.8700	118,090.00	34,304.30
3,500.0000	HOLVERINE WORLD WIDE INC COM	73,639.98	27.2200	95,270.00	21,630.02
3,100.0000	WORLD ACCEP CORP	57,393.33	35.8300	111,073.00	53,679.67
4,858.0000	WORLD FUEL SVC CORP	85,062.13	26.7900	130,145.82	45,083.69



THE BANK OF NEW YORK MELLON

GWI 6500200
WESTON FOODS, INC.
WFI-COMBINE MANAGER

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
31 DECEMBER 2009

RUN DATE: 28-APR-10
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M1102E

<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
7,200.0000	WORTHINGTON INDS INC COM	81,011.83	13.0700	94,104.00	13,092.17
4,526.0000	WRIGHT EXPRESS CORP COM	75,283.08	31.8600	144,198.36	68,915.28
8,500.0000	YUM BRANDS INC COM	293,047.52	34.9700	297,245.00	4,197.48
6,000.0000	ZORAN CORP	66,578.00	11.0500	66,300.00	278.00-
TOTAL CORPORATE STOCK - COMMON		79,840,732.79		99,037,150.79	19,196,418.00
<u>OTHER INVESTMENTS</u>					
550,000.0000	ONTARIO PROV OF DISC 01/07/2010	549,730.50	99.9510	549,730.50	0.00
TOTAL OTHER INVESTMENTS		549,730.50		549,730.50	0.00
<u>COMMON/COLLECTIVE TRUST</u>					
189,216.5900	JPMCB LIQUIDITY FUND	189,216.05	1.0000	189,216.59	0.54
3,858,225.8800	EB TEMPORARY INVESTMENT FD II 0.379% 12/31/2040 DD 11/01/01	3,858,225.88	1.0000	3,858,225.88	0.00
2,500,474.4290	JPMCB LONG CREDIT FUND	41,899,794.79	19.1700	47,934,094.80	6,034,300.01
547,287.4200	GSCI ENERGY SECTOR FUND A	4,376,422.95	6.0449	3,308,319.07	1,068,103.88-
292,900.3900	GSCI NON-ENERGY SECTOR FUND A	2,970,648.23	9.7458	2,854,569.42	116,078.81-
1,156,701.7200	JPMCB EAFE PLUS FUND	16,402,030.39	18.1100	20,947,868.15	4,545,837.76
TOTAL COMMON/COLLECTIVE TRUST		69,696,338.29		79,092,293.91	9,395,955.62
GRAND TOTAL		191,287,511.85		214,558,609.35	900,263.66 C 22,370,833.84 I 23,271,097.50