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| <div>Form 5500</div> <div>Department of the Treasury<br/>Internal Revenue Service</div> <div>Department of Labor<br/>Employee Benefits Security<br/>Administration</div> <div>Pension Benefit Guaranty Corporation</div> | <div>Annual Return/Report of Employee Benefit Plan</div> <div>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).</div> <div>▶ Complete all entries in accordance with the instructions to the Form 5500.</div> | <div>OMB Nos. 1210-0110<br/>1210-0089</div> <div>2009</div> <div>This Form is Open to Public Inspection</div> |
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|                                                                                            |                                                                                                                                                                                                                                                                                    |
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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:                                                               | <div><input type="checkbox"/> a multiemployer plan;</div> <div><input checked="" type="checkbox"/> a single-employer plan;</div> <div><input type="checkbox"/> a multiple-employer plan; or</div> <div><input type="checkbox"/> a DFE (specify) ____</div>                         |
| B This return/report is:                                                                   | <div><input type="checkbox"/> the first return/report;</div> <div><input type="checkbox"/> the final return/report;</div> <div><input type="checkbox"/> an amended return/report;</div> <div><input type="checkbox"/> a short plan year return/report (less than 12 months).</div> |
| C If the plan is a collectively-bargained plan, check here. . . . .                        | <input type="checkbox"/>                                                                                                                                                                                                                                                           |
| D Check box if filing under:                                                               | <div><input checked="" type="checkbox"/> Form 5558;</div> <div><input type="checkbox"/> automatic extension;</div> <div><input type="checkbox"/> the DFVC program;</div> <div><input type="checkbox"/> special extension (enter description)</div>                                 |

|                                                                                                                                                                                                                        |                                                        |
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| Part II                                                                                                                                                                                                                | Basic Plan Information—enter all requested information |
| 1a Name of plan<br>PPFA RETIREMENT PLAN                                                                                                                                                                                | 1b Three-digit plan number (PN) ▶ 003                  |
|                                                                                                                                                                                                                        | 1c Effective date of plan<br>01/01/1982                |
| 2a Plan sponsor's name and address (employer, if for a single-employer plan)<br>(Address should include room or suite no.)<br>PLANNED PARENTHOOD OF ILLINOIS<br><br>18 S. MICHIGAN AVE, 6TH FLOOR<br>CHICAGO, IL 60603 | 2b Employer Identification Number (EIN)<br>36-2170901  |
|                                                                                                                                                                                                                        | 2c Sponsor's telephone number<br>312-592-6800          |
|                                                                                                                                                                                                                        | 2d Business code (see instructions)<br>621410          |

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 | GEORGENE RICHARDS                                            |
|           | Signature of plan administrator                   | Date       | Enter name of individual signing as plan administrator       |
| SIGN HERE | Filed with authorized/valid electronic signature. | 10/14/2010 | CAROLE BRITE                                                 |
|           | 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                      |

|                                                                                                                                                                                              |                                                                                                               |
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| <b>3a</b> Plan administrator's name and address (if same as plan sponsor, enter "Same")<br>DIRECTOR OF COMPENSATION & BENEFITS<br><br>434 WEST 33RD STREET, 12TH FLOOR<br>NEW YORK, NY 10001 | <b>3b</b> Administrator's EIN<br>13-1644147<br><br><b>3c</b> Administrator's telephone number<br>212-541-7800 |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|

  

|                                                                                                                                                                                                                                                          |                                                        |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------|
| <b>4</b> If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:<br><br><b>a</b> Sponsor's name<br>PLANNED PARENTHOOD CHICAGO AREA | <b>4b</b> EIN<br>36-2170901<br><br><b>4c</b> PN<br>003 |
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|                                                                         |          |     |
|-------------------------------------------------------------------------|----------|-----|
| <b>5</b> Total number of participants at the beginning of the plan year | <b>5</b> | 245 |
|-------------------------------------------------------------------------|----------|-----|

  

|                                                                                                                                                        |           |     |
|--------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|-----|
| <b>6</b> Number of participants as of the end of the plan year (welfare plans complete only lines <b>6a</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ). |           |     |
| <b>a</b> Active participants.....                                                                                                                      | <b>6a</b> | 158 |
| <b>b</b> Retired or separated participants receiving benefits.....                                                                                     | <b>6b</b> | 1   |
| <b>c</b> Other retired or separated participants entitled to future benefits.....                                                                      | <b>6c</b> | 88  |
| <b>d</b> Subtotal. Add lines <b>6a</b> , <b>6b</b> , and <b>6c</b> .....                                                                               | <b>6d</b> | 247 |
| <b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....                                              | <b>6e</b> | 0   |
| <b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> .....                                                                                                | <b>6f</b> | 247 |
| <b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....         | <b>6g</b> | 243 |
| <b>h</b> Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....             | <b>6h</b> | 13  |

  

|                                                                                                                                      |          |  |
|--------------------------------------------------------------------------------------------------------------------------------------|----------|--|
| <b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) ..... | <b>7</b> |  |
|--------------------------------------------------------------------------------------------------------------------------------------|----------|--|

  

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

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

|                                                                                                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                                               |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>9a</b> Plan funding arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor | <b>9b</b> Plan benefit arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

  

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

|                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>a Pension Schedules</b><br>(1) <input checked="" type="checkbox"/> <b>R</b> (Retirement Plan Information)<br>(2) <input type="checkbox"/> <b>MB</b> (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary<br><br>(3) <input type="checkbox"/> <b>SB</b> (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary | <b>b General Schedules</b><br>(1) <input checked="" type="checkbox"/> <b>H</b> (Financial Information)<br>(2) <input type="checkbox"/> <b>I</b> (Financial Information – Small Plan)<br>(3) <input type="checkbox"/> <b>A</b> (Insurance Information)<br>(4) <input checked="" type="checkbox"/> <b>C</b> (Service Provider Information)<br>(5) <input checked="" type="checkbox"/> <b>D</b> (DFE/Participating Plan Information)<br>(6) <input type="checkbox"/> <b>G</b> (Financial Transaction Schedules) |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

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

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

|                                                                                                             |                                                                         |
|-------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|
| <div>A Name of plan</div> <div>PPFA RETIREMENT PLAN</div>                                                   | <div>B Three-digit plan number (PN)</div> <div>▶</div> <div>003</div>   |
|                                                                                                             |                                                                         |
| <div>C Plan sponsor's name as shown on line 2a of Form 5500</div> <div>PLANNED PARENTHOOD OF ILLINOIS</div> | <div>D Employer Identification Number (EIN)</div> <div>36-2170901</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

FIDELITY INV. INST. OPS. CO.

04-2647786

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

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

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

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| <b>(b)</b><br>Service Code(s) | <b>(c)</b><br>Relationship to employer, employee organization, or person known to be a party-in-interest | <b>(d)</b><br>Enter direct compensation paid by the plan. If none, enter -0-. | <b>(e)</b><br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | <b>(f)</b><br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | <b>(g)</b><br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | <b>(h)</b><br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------------|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| 64 37 65 60                   | RECORDKEEPER                                                                                             | 8381                                                                          | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                         | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                                                   | 0                                                                                                                                                                                      | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                 |

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

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

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

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

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

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

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

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

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

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

**Part I Service Provider Information (continued)**

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

| (a) Enter service provider name as it appears on line 2             | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------|
| FIDELITY INVESTMENTS INSTITUTIONAL                                  | 60                                                                                                                                                                 | 0                                         |
| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |                                           |
| DOMINI SOCIAL EQ INV<br><br>25-1435979                              | 0.40%                                                                                                                                                              |                                           |
| (a) Enter service provider name as it appears on line 2             | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
| FIDELITY INVESTMENTS INSTITUTIONAL                                  | 60                                                                                                                                                                 | 0                                         |
| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |                                           |
| PIMCO TOT RETURN ADM<br><br>04-2526037                              | 0.25%                                                                                                                                                              |                                           |
| (a) Enter service provider name as it appears on line 2             | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
| FIDELITY INVESTMENTS INSTITUTIONAL                                  | 60                                                                                                                                                                 | 0                                         |
| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |                                           |
| MSIF SM CO GRTH<br><br>13-3799749                                   | 0.35%                                                                                                                                                              |                                           |

**Part I Service Provider Information (continued)**

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

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

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

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

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

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

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

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

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

|                                                                                                                                                                                              |  |                                                                                                                                                                                                                                   |  |                                                                                                     |  |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|-----------------------------------------------------------------------------------------------------|--|
| <div>SCHEDULE D</div> <div>(Form 5500)</div> <div>Department of the Treasury<br/>Internal Revenue Service</div> <div>Department of Labor<br/>Employee Benefits Security Administration</div> |  | <div>DFE/Participating Plan Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div> |  | <div>OMB No. 1210-0110</div> <div>2009</div> <div>This Form is Open to Public Inspection.</div>     |  |
| For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009                                                                                                   |  |                                                                                                                                                                                                                                   |  |                                                                                                     |  |
| A Name of plan<br>PPFA RETIREMENT PLAN                                                                                                                                                       |  |                                                                                                                                                                                                                                   |  | B Three-digit plan number (PN) ▶ 003                                                                |  |
| C Plan or DFE sponsor's name as shown on line 2a of Form 5500<br>PLANNED PARENTHOOD OF ILLINOIS                                                                                              |  |                                                                                                                                                                                                                                   |  | D Employer Identification Number (EIN)<br>36-2170901                                                |  |
| Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)<br>(Complete as many entries as needed to report all interests in DFEs)             |  |                                                                                                                                                                                                                                   |  |                                                                                                     |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE: FIDELITY MANAGED INCOME PORTFOLIO                                                                                                                    |  |                                                                                                                                                                                                                                   |  |                                                                                                     |  |
| b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY                                                                                                                 |  |                                                                                                                                                                                                                                   |  |                                                                                                     |  |
| c EIN-PN 04-3022712-024                                                                                                                                                                      |  | d Entity code C                                                                                                                                                                                                                   |  | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 628738 |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                                      |  |                                                                                                                                                                                                                                   |  |                                                                                                     |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                                   |  |                                                                                                                                                                                                                                   |  |                                                                                                     |  |
| c EIN-PN                                                                                                                                                                                     |  | d Entity code                                                                                                                                                                                                                     |  | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)        |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                                      |  |                                                                                                                                                                                                                                   |  |                                                                                                     |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                                   |  |                                                                                                                                                                                                                                   |  |                                                                                                     |  |
| c EIN-PN                                                                                                                                                                                     |  | d Entity code                                                                                                                                                                                                                     |  | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)        |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                                      |  |                                                                                                                                                                                                                                   |  |                                                                                                     |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                                   |  |                                                                                                                                                                                                                                   |  |                                                                                                     |  |
| c EIN-PN                                                                                                                                                                                     |  | d Entity code                                                                                                                                                                                                                     |  | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)        |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                                      |  |                                                                                                                                                                                                                                   |  |                                                                                                     |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                                   |  |                                                                                                                                                                                                                                   |  |                                                                                                     |  |
| c EIN-PN                                                                                                                                                                                     |  | d Entity code                                                                                                                                                                                                                     |  | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)        |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                                      |  |                                                                                                                                                                                                                                   |  |                                                                                                     |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                                   |  |                                                                                                                                                                                                                                   |  |                                                                                                     |  |
| c EIN-PN                                                                                                                                                                                     |  | d Entity code                                                                                                                                                                                                                     |  | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)        |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                                      |  |                                                                                                                                                                                                                                   |  |                                                                                                     |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                                   |  |                                                                                                                                                                                                                                   |  |                                                                                                     |  |
| c EIN-PN                                                                                                                                                                                     |  | d Entity code                                                                                                                                                                                                                     |  | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)        |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                                      |  |                                                                                                                                                                                                                                   |  |                                                                                                     |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                                   |  |                                                                                                                                                                                                                                   |  |                                                                                                     |  |
| c EIN-PN                                                                                                                                                                                     |  | d Entity code                                                                                                                                                                                                                     |  | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)        |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                                      |  |                                                                                                                                                                                                                                   |  |                                                                                                     |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                                   |  |                                                                                                                                                                                                                                   |  |                                                                                                     |  |
| c EIN-PN                                                                                                                                                                                     |  | d Entity code                                                                                                                                                                                                                     |  | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)        |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                                      |  |                                                                                                                                                                                                                                   |  |                                                                                                     |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                                   |  |                                                                                                                                                                                                                                   |  |                                                                                                     |  |
| c EIN-PN                                                                                                                                                                                     |  | d Entity code                                                                                                                                                                                                                     |  | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)        |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                                      |  |                                                                                                                                                                                                                                   |  |                                                                                                     |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                                   |  |                                                                                                                                                                                                                                   |  |                                                                                                     |  |
| c EIN-PN                                                                                                                                                                                     |  | d Entity code                                                                                                                                                                                                                     |  | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)        |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                                      |  |                                                                                                                                                                                                                                   |  |                                                                                                     |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                                   |  |                                                                                                                                                                                                                                   |  |                                                                                                     |  |
| c EIN-PN                                                                                                                                                                                     |  | d Entity code                                                                                                                                                                                                                     |  | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)        |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                                      |  |                                                                                                                                                                                                                                   |  |                                                                                                     |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                                   |  |                                                                                                                                                                                                                                   |  |                                                                                                     |  |
| c EIN-PN                                                                                                                                                                                     |  | d Entity code                                                                                                                                                                                                                     |  | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)        |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                                      |  |                                                                                                                                                                                                                                   |  |                                                                                                     |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                                   |  |                                                                                                                                                                                                                                   |  |                                                                                                     |  |
| c EIN-PN                                                                                                                                                                                     |  | d Entity code                                                                                                                                                                                                                     |  | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)        |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                                      |  |                                                                                                                                                                                                                                   |  |                                                                                                     |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                                   |  |                                                                                                                                                                                                                                   |  |                                                                                                     |  |
| c EIN-PN                                                                                                                                                                                     |  | d Entity code                                                                                                                                                                                                                     |  | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)        |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                                      |  |                                                                                                                                                                                                                                   |  |                                                                                                     |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                                   |  |                                                                                                                                                                                                                                   |  |                                                                                                     |  |
| c EIN-PN                                                                                                                                                                                     |  | d Entity code                                                                                                                                                                                                                     |  | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)        |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                                      |  |                                                                                                                                                                                                                                   |  |                                                                                                     |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                                   |  |                                                                                                                                                                                                                                   |  |                                                                                                     |  |
| c EIN-PN                                                                                                                                                                                     |  | d Entity code                                                                                                                                                                                                                     |  | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)        |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                                      |  |                                                                                                                                                                                                                                   |  |                                                                                                     |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                                   |  |                                                                                                                                                                                                                                   |  |                                                                                                     |  |
| c EIN-PN                                                                                                                                                                                     |  | d Entity code                                                                                                                                                                                                                     |  | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)        |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                                      |  |                                                                                                                                                                                                                                   |  |                                                                                                     |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                                   |  |                                                                                                                                                                                                                                   |  |                                                                                                     |  |
| c EIN-PN                                                                                                                                                                                     |  | d Entity code                                                                                                                                                                                                                     |  | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)        |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                                      |  |                                                                                                                                                                                                                                   |  |                                                                                                     |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                                   |  |                                                                                                                                                                                                                                   |  |                                                                                                     |  |
| c EIN-PN                                                                                                                                                                                     |  | d Entity code                                                                                                                                                                                                                     |  | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)        |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                                      |  |                                                                                                                                                                                                                                   |  |                                                                                                     |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                                   |  |                                                                                                                                                                                                                                   |  |                                                                                                     |  |
| c EIN-PN                                                                                                                                                                                     |  | d Entity code                                                                                                                                                                                                                     |  | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)        |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                                      |  |                                                                                                                                                                                                                                   |  |                                                                                                     |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                                   |  |                                                                                                                                                                                                                                   |  |                                                                                                     |  |
| c EIN-PN                                                                                                                                                                                     |  | d Entity code                                                                                                                                                                                                                     |  | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)        |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                                      |  |                                                                                                                                                                                                                                   |  |                                                                                                     |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                                   |  |                                                                                                                                                                                                                                   |  |                                                                                                     |  |
| c EIN-PN                                                                                                                                                                                     |  | d Entity code                                                                                                                                                                                                                     |  | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)        |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                                      |  |                                                                                                                                                                                                                                   |  |                                                                                                     |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                                   |  |                                                                                                                                                                                                                                   |  |                                                                                                     |  |
| c EIN-PN                                                                                                                                                                                     |  | d Entity code                                                                                                                                                                                                                     |  | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)        |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                                      |  |                                                                                                                                                                                                                                   |  |                                                                                                     |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                                   |  |                                                                                                                                                                                                                                   |  |                                                                                                     |  |
| c EIN-PN                                                                                                                                                                                     |  | d Entity code                                                                                                                                                                                                                     |  | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)        |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                                      |  |                                                                                                                                                                                                                                   |  |                                                                                                     |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                                   |  |                                                                                                                                                                                                                                   |  |                                                                                                     |  |
| c EIN-PN                                                                                                                                                                                     |  | d Entity code                                                                                                                                                                                                                     |  | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)        |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                                      |  |                                                                                                                                                                                                                                   |  |                                                                                                     |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                                   |  |                                                                                                                                                                                                                                   |  |                                                                                                     |  |
| c EIN-PN                                                                                                                                                                                     |  | d Entity code                                                                                                                                                                                                                     |  | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)        |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                                      |  |                                                                                                                                                                                                                                   |  |                                                                                                     |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                                   |  |                                                                                                                                                                                                                                   |  |                                                                                                     |  |
| c EIN-PN                                                                                                                                                                                     |  | d Entity code                                                                                                                                                                                                                     |  | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)        |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                                      |  |                                                                                                                                                                                                                                   |  |                                                                                                     |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                                   |  |                                                                                                                                                                                                                                   |  |                                                                                                     |  |
| c EIN-PN                                                                                                                                                                                     |  | d Entity code                                                                                                                                                                                                                     |  | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)        |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                                      |  |                                                                                                                                                                                                                                   |  |                                                                                                     |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                                   |  |                                                                                                                                                                                                                                   |  |                                                                                                     |  |
| c EIN-PN                                                                                                                                                                                     |  | d Entity code                                                                                                                                                                                                                     |  | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)        |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                                      |  |                                                                                                                                                                                                                                   |  |                                                                                                     |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                                   |  |                                                                                                                                                                                                                                   |  |                                                                                                     |  |
| c EIN-PN                                                                                                                                                                                     |  | d Entity code                                                                                                                                                                                                                     |  | e Dollar value of interest in MTIA, CCT, PSA, or 1                                                  |  |

**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

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

|                                                                                                          |                                                                        |            |
|----------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------|
| For calendar plan year 2009 or fiscal plan year beginning <b>01/01/2009</b> and ending <b>12/31/2009</b> |                                                                        |            |
| <b>A</b> Name of plan<br><b>PPFA RETIREMENT PLAN</b>                                                     | <b>B</b> Three-digit plan number (PN)                                  | <b>003</b> |
|                                                                                                          |                                                                        |            |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><b>PLANNED PARENTHOOD OF ILLINOIS</b>   | <b>D</b> Employer Identification Number (EIN)<br><br><b>36-2170901</b> |            |

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

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

| Assets                                                                                            |                 | (a) Beginning of Year | (b) End of Year |
|---------------------------------------------------------------------------------------------------|-----------------|-----------------------|-----------------|
| <b>a</b> Total noninterest-bearing cash .....                                                     | <b>1a</b>       |                       |                 |
| <b>b</b> Receivables (less allowance for doubtful accounts):                                      |                 |                       |                 |
| <b>(1)</b> Employer contributions .....                                                           | <b>1b(1)</b>    | 103100                | 38260           |
| <b>(2)</b> Participant contributions .....                                                        | <b>1b(2)</b>    | 45004                 | 7662            |
| <b>(3)</b> Other.....                                                                             | <b>1b(3)</b>    |                       |                 |
| <b>c</b> General investments:                                                                     |                 |                       |                 |
| <b>(1)</b> Interest-bearing cash (include money market accounts & certificates of deposit) .....  | <b>1c(1)</b>    |                       |                 |
| <b>(2)</b> U.S. Government securities.....                                                        | <b>1c(2)</b>    |                       |                 |
| <b>(3)</b> Corporate debt instruments (other than employer securities):                           |                 |                       |                 |
| <b>(A)</b> Preferred .....                                                                        | <b>1c(3)(A)</b> |                       |                 |
| <b>(B)</b> All other.....                                                                         | <b>1c(3)(B)</b> |                       |                 |
| <b>(4)</b> Corporate stocks (other than employer securities):                                     |                 |                       |                 |
| <b>(A)</b> Preferred .....                                                                        | <b>1c(4)(A)</b> |                       |                 |
| <b>(B)</b> Common .....                                                                           | <b>1c(4)(B)</b> |                       |                 |
| <b>(5)</b> Partnership/joint venture interests .....                                              | <b>1c(5)</b>    |                       |                 |
| <b>(6)</b> Real estate (other than employer real property) .....                                  | <b>1c(6)</b>    |                       |                 |
| <b>(7)</b> Loans (other than to participants) .....                                               | <b>1c(7)</b>    |                       |                 |
| <b>(8)</b> Participant loans .....                                                                | <b>1c(8)</b>    | 6841                  | 18860           |
| <b>(9)</b> Value of interest in common/collective trusts.....                                     | <b>1c(9)</b>    | 549240                | 628738          |
| <b>(10)</b> Value of interest in pooled separate accounts.....                                    | <b>1c(10)</b>   |                       |                 |
| <b>(11)</b> Value of interest in master trust investment accounts .....                           | <b>1c(11)</b>   |                       |                 |
| <b>(12)</b> Value of interest in 103-12 investment entities .....                                 | <b>1c(12)</b>   |                       |                 |
| <b>(13)</b> Value of interest in registered investment companies (e.g., mutual funds).....        | <b>1c(13)</b>   | 2476752               | 3469629         |
| <b>(14)</b> Value of funds held in insurance company general account (unallocated contracts)..... | <b>1c(14)</b>   |                       |                 |
| <b>(15)</b> Other .....                                                                           | <b>1c(15)</b>   |                       |                 |

| <b>1d</b> Employer-related investments:                              |              | (a) Beginning of Year | (b) End of Year |
|----------------------------------------------------------------------|--------------|-----------------------|-----------------|
| (1) Employer securities .....                                        | <b>1d(1)</b> |                       |                 |
| (2) Employer real property .....                                     | <b>1d(2)</b> |                       |                 |
| <b>e</b> Buildings and other property used in plan operation .....   | <b>1e</b>    |                       |                 |
| <b>f</b> Total assets (add all amounts in lines 1a through 1e) ..... | <b>1f</b>    | 3180937               | 4163149         |

**Liabilities**

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

**Net Assets**

|                                                           |           |         |         |
|-----------------------------------------------------------|-----------|---------|---------|
| <b>l</b> Net assets (subtract line 1k from line 1f) ..... | <b>1l</b> | 3180937 | 4163149 |
|-----------------------------------------------------------|-----------|---------|---------|

**Part II Income and Expense Statement**

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

**Income**

|                                                                                                            |                 | (a) Amount | (b) Total |
|------------------------------------------------------------------------------------------------------------|-----------------|------------|-----------|
| <b>a Contributions:</b>                                                                                    |                 |            |           |
| (1) Received or receivable in cash from: <b>(A)</b> Employers .....                                        | <b>2a(1)(A)</b> | 391669     |           |
| <b>(B)</b> Participants .....                                                                              | <b>2a(1)(B)</b> | 234917     |           |
| <b>(C)</b> Others (including rollovers) .....                                                              | <b>2a(1)(C)</b> | 4934       |           |
| (2) Noncash contributions .....                                                                            | <b>2a(2)</b>    |            |           |
| (3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> ..... | <b>2a(3)</b>    |            | 631520    |
| <b>b Earnings on investments:</b>                                                                          |                 |            |           |
| (1) Interest:                                                                                              |                 |            |           |
| <b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit) .....       | <b>2b(1)(A)</b> |            |           |
| <b>(B)</b> U.S. Government securities .....                                                                | <b>2b(1)(B)</b> |            |           |
| <b>(C)</b> Corporate debt instruments .....                                                                | <b>2b(1)(C)</b> |            |           |
| <b>(D)</b> Loans (other than to participants) .....                                                        | <b>2b(1)(D)</b> |            |           |
| <b>(E)</b> Participant loans .....                                                                         | <b>2b(1)(E)</b> | 964        |           |
| <b>(F)</b> Other .....                                                                                     | <b>2b(1)(F)</b> |            |           |
| (G) Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....                                     | <b>2b(1)(G)</b> |            | 964       |
| (2) Dividends: <b>(A)</b> Preferred stock .....                                                            | <b>2b(2)(A)</b> |            |           |
| <b>(B)</b> Common stock .....                                                                              | <b>2b(2)(B)</b> |            |           |
| <b>(C)</b> Registered investment company shares (e.g. mutual funds) .....                                  | <b>2b(2)(C)</b> | 86357      |           |
| (D) Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> .....                         | <b>2b(2)(D)</b> |            | 86357     |
| (3) Rents .....                                                                                            | <b>2b(3)</b>    |            |           |
| (4) Net gain (loss) on sale of assets: <b>(A)</b> Aggregate proceeds .....                                 | <b>2b(4)(A)</b> |            |           |
| <b>(B)</b> Aggregate carrying amount (see instructions) .....                                              | <b>2b(4)(B)</b> |            |           |
| <b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result .....                  | <b>2b(4)(C)</b> |            |           |

|                                                                                                   |                 | (a) Amount | (b) Total |
|---------------------------------------------------------------------------------------------------|-----------------|------------|-----------|
| <b>2b</b> (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....              | <b>2b(5)(A)</b> |            |           |
| (B) Other .....                                                                                   | <b>2b(5)(B)</b> |            |           |
| (C) Total unrealized appreciation of assets.<br>Add lines <b>2b(5)(A)</b> and <b>(B)</b> .....    | <b>2b(5)(C)</b> |            |           |
| (6) Net investment gain (loss) from common/collective trusts .....                                | <b>2b(6)</b>    |            | 28272     |
| (7) Net investment gain (loss) from pooled separate accounts .....                                | <b>2b(7)</b>    |            |           |
| (8) Net investment gain (loss) from master trust investment accounts .....                        | <b>2b(8)</b>    |            |           |
| (9) Net investment gain (loss) from 103-12 investment entities .....                              | <b>2b(9)</b>    |            |           |
| (10) Net investment gain (loss) from registered investment<br>companies (e.g., mutual funds)..... | <b>2b(10)</b>   |            | 715906    |
| <b>c</b> Other income.....                                                                        | <b>2c</b>       |            |           |
| <b>d</b> Total income. Add all <b>income</b> amounts in column (b) and enter total.....           | <b>2d</b>       |            | 1463019   |

**Expenses**

|                                                                                            |              |        |        |
|--------------------------------------------------------------------------------------------|--------------|--------|--------|
| <b>e</b> Benefit payment and payments to provide benefits:                                 |              |        |        |
| (1) Directly to participants or beneficiaries, including direct rollovers .....            | <b>2e(1)</b> | 466824 |        |
| (2) To insurance carriers for the provision of benefits .....                              | <b>2e(2)</b> |        |        |
| (3) Other .....                                                                            | <b>2e(3)</b> |        |        |
| (4) Total benefit payments. Add lines <b>2e(1)</b> through <b>(3)</b> .....                | <b>2e(4)</b> |        | 466824 |
| <b>f</b> Corrective distributions (see instructions) .....                                 | <b>2f</b>    |        | 5602   |
| <b>g</b> Certain deemed distributions of participant loans (see instructions).....         | <b>2g</b>    |        |        |
| <b>h</b> Interest expense.....                                                             | <b>2h</b>    |        |        |
| <b>i</b> Administrative expenses: (1) Professional fees .....                              | <b>2i(1)</b> |        |        |
| (2) Contract administrator fees .....                                                      | <b>2i(2)</b> |        |        |
| (3) Investment advisory and management fees .....                                          | <b>2i(3)</b> |        |        |
| (4) Other .....                                                                            | <b>2i(4)</b> | 8381   |        |
| (5) Total administrative expenses. Add lines <b>2i(1)</b> through <b>(4)</b> .....         | <b>2i(5)</b> |        | 8381   |
| <b>j</b> Total expenses. Add all <b>expense</b> amounts in column (b) and enter total..... | <b>2j</b>    |        | 480807 |

**Net Income and Reconciliation**

|                                                                               |              |  |        |
|-------------------------------------------------------------------------------|--------------|--|--------|
| <b>k</b> Net income (loss). Subtract line <b>2j</b> from line <b>2d</b> ..... | <b>2k</b>    |  | 982212 |
| <b>l</b> Transfers of assets:                                                 |              |  |        |
| (1) To this plan.....                                                         | <b>2l(1)</b> |  |        |
| (2) From this plan .....                                                      | <b>2l(2)</b> |  |        |

**Part III Accountant's Opinion**

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

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

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

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

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

(1) Name: KPMG, LLP

(2) EIN: 13-5565207

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

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

**Part IV Compliance Questions**

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

During the plan year:

|                                                                                                                                                                                                                                                                                                                 | Yes | No | Amount  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|---------|
| <b>a</b> Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....                 |     | X  |         |
| <b>b</b> Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)..... |     | X  |         |
| <b>c</b> Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.) .....                                                                                                                            |     | X  |         |
| <b>d</b> Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....                                                                                                                  |     | X  |         |
| <b>e</b> Was this plan covered by a fidelity bond?.....                                                                                                                                                                                                                                                         | X   |    | 2000000 |
| <b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? .....                                                                                                                                                                         |     | X  |         |
| <b>g</b> Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? .....                                                                                                                                      |     | X  |         |
| <b>h</b> Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? .....                                                                                                                            |     | X  |         |
| <b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....                                                                                                                                                   | X   |    |         |
| <b>j</b> Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....                                                                                    |     | X  |         |
| <b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....                                                                                                                                              |     | X  |         |
| <b>l</b> Has the plan failed to provide any benefit when due under the plan? .....                                                                                                                                                                                                                              |     | X  |         |
| <b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....                                                                                                                                                                                     |     | X  |         |
| <b>n</b> If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. ....                                                                                                                        |     | X  |         |

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

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

**5b(1)** Name of plan(s)

**5b(2)** EIN(s)

**5b(3)** PN(s)

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

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

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

|                                                                                                        |                                                                    |
|--------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>PPFA RETIREMENT PLAN</u>                                                   | <b>B</b> Three-digit plan number (PN) ▶<br><u>003</u>              |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>PLANNED PARENTHOOD OF ILLINOIS</u> | <b>D</b> Employer Identification Number (EIN)<br><u>36-2170901</u> |

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

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

|                                                                                                                                                                                                                                                                    |          |          |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|
| <b>1</b> Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....                                                                                                                              | <b>1</b> | <u>0</u> |
| <b>2</b> Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):<br><br>EIN(s): <u>04-6568107</u> |          |          |
| Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.                                                                                                                                                                                                   |          |          |
| <b>3</b> Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....                                                                                                                                    | <b>3</b> |          |

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

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

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

|                                                                                                                                                                                                                                |                                   |                                   |                               |                             |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|-----------------------------|
| <b>9</b> If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box..... | <input type="checkbox"/> Increase | <input type="checkbox"/> Decrease | <input type="checkbox"/> Both | <input type="checkbox"/> No |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|-----------------------------|

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

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

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

Schedule R (Form 5500) 2009  
v.092308.1

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

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

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

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

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

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

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

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

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

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

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

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

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

Stock: \_\_\_\_\_% Investment-Grade Debt: \_\_\_\_\_% High-Yield Debt: \_\_\_\_\_% Real Estate: \_\_\_\_\_% Other: \_\_\_\_\_%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate item 19(b)?

☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):



**PPFA RETIREMENT PLAN**  
(Sponsored by Planned Parenthood of Illinois)  
Financial Statements and Supplemental Schedules  
December 31, 2009 and 2008  
(With Independent Auditors' Report Thereon)

**PPFA RETIREMENT PLAN**  
(Sponsored by Planned Parenthood of Illinois)

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KPMG LLP  
345 Park Avenue  
New York, NY 10154

## Independent Auditors' Report

The Board of Directors  
Planned Parenthood of Illinois:

We were engaged to audit the financial statements and supplemental schedules of the PPFA Retirement Plan (sponsored by Planned Parenthood of Illinois) (the Plan) as of and for the years ended December 31, 2009 and 2008, as listed in the accompanying table of contents. These financial statements and supplemental schedules 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 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in note 3 to the financial statements, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and the supplemental schedules. 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 the supplemental schedules taken as a whole. The form and content of the information included in the financial statements and the supplemental schedules, 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 ERISA.

KPMG LLP

October 11, 2010

**PPFA RETIREMENT PLAN**  
(Sponsored by Planned Parenthood of Illinois)  
Statements of Net Assets Available for Plan Benefits  
December 31, 2009 and 2008

|                                                                                                                                           | <u>2009</u>         | <u>2008</u>      |
|-------------------------------------------------------------------------------------------------------------------------------------------|---------------------|------------------|
| Assets:                                                                                                                                   |                     |                  |
| Investments at fair value as certified by the trustee (note 3)                                                                            | \$ 4,098,366        | 3,025,992        |
| Participant loans receivable as certified by the trustee (note 3)                                                                         | 18,859              | 6,841            |
| Employer contributions receivable (note 6)                                                                                                | 38,260              | 103,100          |
| Participant contributions receivable                                                                                                      | <u>7,662</u>        | <u>45,004</u>    |
| Net assets available for plan benefits before adjustment                                                                                  | 4,163,147           | 3,180,937        |
| Adjustment from fair value to contract value for fully<br>benefit-responsive investment contracts as certified<br>by the trustee (note 3) | <u>11,691</u>       | <u>29,627</u>    |
| Net assets available for plan benefits                                                                                                    | <u>\$ 4,174,838</u> | <u>3,210,564</u> |

See accompanying notes to financial statements.

**PPFA RETIREMENT PLAN**

(Sponsored by Planned Parenthood of Illinois)

## Statements of Changes in Net Assets Available for Plan Benefits

Years ended December 31, 2009 and 2008

|                                                                                                                                               | <u>2009</u>         | <u>2008</u>      |
|-----------------------------------------------------------------------------------------------------------------------------------------------|---------------------|------------------|
| Additions (reductions) to net assets attributed to:                                                                                           |                     |                  |
| Investment income (loss) as certified by the trustee (note 3)                                                                                 | \$ 812,598          | (1,120,509)      |
| Interest from loans to participants as certified by the trustee (note 3)                                                                      | 964                 | 832              |
| Participant contributions                                                                                                                     | 239,851             | 479,754          |
| Employer contributions                                                                                                                        | 391,667             | 553,219          |
| Total additions (reductions)                                                                                                                  | <u>1,445,080</u>    | <u>(86,704)</u>  |
| Deductions from net assets attributed to:                                                                                                     |                     |                  |
| Distributions to participants                                                                                                                 | 472,425             | 755,638          |
| Administrative expenses (notes 5 and 7)                                                                                                       | 8,381               | 6,231            |
| Total deductions                                                                                                                              | <u>480,806</u>      | <u>761,869</u>   |
| Net increase (decrease) in net assets available for plan benefits before net transfers of assets between the plans of certain PPFA affiliates | 964,274             | (848,573)        |
| Net transfers of assets between the plans of certain PPFA affiliates (note 1)                                                                 | <u>—</u>            | <u>331,960</u>   |
| Net increase (decrease) in net assets available for plan benefits                                                                             | 964,274             | (516,613)        |
| Net assets available for plan benefits:                                                                                                       |                     |                  |
| Beginning of year                                                                                                                             | <u>3,210,564</u>    | <u>3,727,177</u> |
| End of year                                                                                                                                   | <u>\$ 4,174,838</u> | <u>3,210,564</u> |

See accompanying notes to financial statements.

**PPFA RETIREMENT PLAN**  
(Sponsored by Planned Parenthood of Illinois)

Notes to Financial Statements

December 31, 2009 and 2008

**(1) Description of the Plan**

The following brief description of the PPFA Retirement Plan (the Plan), of which the plan sponsor is Planned Parenthood of Illinois (PPI), is provided for general information purposes only. Participants should refer to the plan document for a more complete description of the Plan's provisions.

Effective March 1, 2008, Planned Parenthood/Chicago Area combined operations with Planned Parenthood Decatur, Inc (PPD), Planned Parenthood Springfield Area, Inc. (PPSA), and certain other affiliates to become Planned Parenthood of Illinois. As a result, the retirement plans sponsored by PPD and PPSA were merged into the Plan, and approximately \$477,000 of net assets were transferred from the plans sponsored by PPD and PPSA into the Plan in March 2008. Effective March 1, 2008, the name of the plan sponsor was changed to Planned Parenthood of Illinois. During 2008, approximately \$145,000 was transferred out to a PPFA affiliate for participant transfers.

**(a) Plan Amendment**

The Plan was originally a defined contribution plan funded solely by contributions from PPI. Effective March 1, 2001, the Plan was amended to a 401(k) profit sharing plan that is qualified pursuant to Section 401(a) of the Internal Revenue Code of 1986, as amended (the Code). Additionally, the Plan is designed to comply with the requirements of Section 404(c) of the Employee Retirement Income Security Act of 1974 (ERISA) and, in such design, participants and not the trustee or fiduciaries are responsible for the results of the participants' investment decisions.

**(b) General**

Employees are immediately eligible to make voluntary pretax contributions to the Plan through a salary reduction agreement. All full-time employees of PPI who have performed one year of service and are age 19 or older are eligible for employer contributions. Employees will be credited with a year of service for eligibility purposes for each continuous 12-month period.

**(c) Contributions**

Through August 31, 2009, PPI made a matching contribution to the Plan equal to 50% of each participant's voluntary contribution of up to a maximum of 6% of the participant's salary for the calendar month. In addition, through August 31, 2009, PPI made a discretionary employer contribution to the Plan equal to 6% of each participant's salary. Effective September 1, 2009, both of these employer contributions were suspended.

Total additions to a participant's account are limited to the lesser of (a) \$49,000 and \$46,000 for 2009 and 2008, respectively, or (b) 100% of the participant's taxable earnings for the year.

All employee contributions are voluntary and cannot exceed certain limitations as defined by the Code. For the years 2009 and 2008, plan participants who are age 50 or older are eligible for elective catch-up deferrals of \$5,500 and \$5,000, respectively, allowing for a maximum contribution of \$22,000 and \$20,500, respectively. The catch-up deferrals are not considered in applying certain plan limitations, including the maximum amounts of elective deferrals. Employer matching contributions will not apply to catch-up contributions.

**PPFA RETIREMENT PLAN**  
(Sponsored by Planned Parenthood of Illinois)

Notes to Financial Statements

December 31, 2009 and 2008

Additionally, the Plan accepts contributions that are rolled over from other qualified plans, as well as accumulations from tax-sheltered annuities, Section 403(b) plans and Section 457 governmental plans, and individual retirement annuities.

**(d) Participant Accounts and Investment Options**

Each participant's account is credited with contributions (employee and employer) and an allocation of the Plan's earnings. Participants have access to their own contributions prior to retirement through in-service loans and withdrawals. Employer contributions are not available for loans or withdrawals, except in the event of total and permanent disability, at which time a participant can request a withdrawal in an amount up to the vested portion in his or her participant account. The Plan allows participants to self-direct the investments of their accounts among various designated investment fund options. Participants may change investment allocations at any time.

**(e) Participant Loans**

If the portion of a participant's account based on employee contributions is at least \$2,000, a participant may borrow a minimum of \$1,000 up to the lesser of \$50,000 or 50% of his or her participant account balance. Loan terms range from one to five years, unless such loan is for the purchase of a principal residence, whereupon repayment may be extended to 10 years. The loans are collateralized by the participant's account and bear interest at a reasonable rate established by the plan administrator. Principal and interest payments are made ratably through deductions from participants' banking accounts. Participant loans are stated at their outstanding balance plus accrued interest.

**(f) Vesting**

All participant voluntary contributions and investment earnings are fully vested at all times. Employer contributions and investment earnings are fully vested once the participant has completed two years of service.

**(g) Payment of Benefits**

Upon termination of service, a participant can elect to receive his or her account balance, either as a lump-sum amount, in installments, or through optional forms of annuity-type payments. Other benefits available to participants include in-service withdrawals and withdrawals on account of death and disability.

Beginning March 28, 2005, all participant accounts under \$1,000 (exclusive of rollover contributions) are automatically paid in cash upon the participant's separation from employment.

**(h) Forfeited Accounts**

At December 31, 2009 and 2008, forfeited nonvested accounts totaled \$79,861 and \$65,837, respectively. These accounts will be used to reduce future employer contributions. Employer contributions were not reduced from forfeited investment accounts in 2009 and 2008.

**PPFA RETIREMENT PLAN**  
(Sponsored by Planned Parenthood of Illinois)  
Notes to Financial Statements  
December 31, 2009 and 2008

**(2) Summary of Significant Accounting Policies**

**(a) Basis of Presentation**

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

**(b) Recent Accounting Pronouncements**

In June 2009, the Financial Accounting Standards Board (FASB) issued guidance under Accounting Standards Codification (ASC) 105, *Generally Accepted Accounting Principles*, which was formerly referred to as FASB Statement of Financial Accounting Standards No. 168, *The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles – a replacement of FASB Statement No. 162*. This guidance establishes the FASB ASC (the Codification) as the source of authoritative U.S. generally accepted accounting principles (GAAP) for nongovernmental entities. The Codification supersedes all existing non-SEC accounting and reporting standards. As the Codification did not change existing GAAP, the adoption did not have an impact on the Plan's financial statements.

Effective January 1, 2009, the Plan adopted the provisions of FASB ASC Topic 740, *Accounting for Uncertainty in Income Taxes*. This standard clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements and prescribes a threshold of more likely than not for recognition of tax benefits of uncertain tax positions taken or expected to be taken in a tax filing and provides related guidance on measurement, classification, interest and penalties, and disclosure. The adoption of this standard did not have a significant impact on the financial statements.

In September 2009, the FASB issued ASC Update 2009-12, *Fair Value Measurements and Disclosures (Topic 820): Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)*. This update provides guidance in estimating the fair value of an enterprise's investments in investment companies when the investment does not have a readily determinable fair value. It permits the use of the investment's net asset value as a practical expedient to determine fair value. This guidance also required additional disclosure of the attributes of these investments such as: (i) the nature of any restrictions on the reporting entity's ability to redeem its investment; (ii) unfunded commitments; and (iii) investment strategies of the investees. This guidance is effective for periods ended after December 15, 2009. The adoption did not have a material impact on the Plan's net assets or changes in net assets and all applicable disclosures are included in these financial statements.

**(c) Investment Valuation and Income Recognition**

The investment assets are maintained in a trust. The trustee is Fidelity Management Trust Company (Fidelity). Each participant designates the percentage of their participant account that is allocated to each investment fund. Each participant's interest in each investment fund is adjusted as of each valuation date to reflect his or her proportionate share of the total net fair value of such investment fund.

**PPFA RETIREMENT PLAN**  
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Notes to Financial Statements

December 31, 2009 and 2008

Investments are reported at fair value as described in note 4. The Plan records purchases and sales of securities on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for the portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statements of net assets available for plan benefits present the fair value of investment contract as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statements of changes in net assets available for plan benefits are prepared on the contract value basis.

**(d) *Payment of Benefits***

Benefits are recorded when paid.

**(e) *Use of Estimates***

The preparation of the Plan's financial statements in conformity with GAAP requires the plan administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingencies at the date of the financial statements, and the reported amounts of additions to and deductions from net assets during the reporting period. Actual results could differ from those estimates.

**(3) Information Certified by Trustee (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 under ERISA. Accordingly, as permitted under such election, the Fidelity Management Trust Company has certified to the completeness and accuracy of the following information as of and for the years ended December 31, 2009 and 2008, and such information was not subject to any auditing procedures performed by the independent auditors.

**PPFA RETIREMENT PLAN**  
(Sponsored by Planned Parenthood of Illinois)

Notes to Financial Statements

December 31, 2009 and 2008

Assets as certified at December 31, 2009 and 2008 are summarized as follows:

|                                                                                                                            | <u>2009</u>         | <u>2008</u>      |
|----------------------------------------------------------------------------------------------------------------------------|---------------------|------------------|
| Shares of common and collective trust:                                                                                     |                     |                  |
| Fidelity Management Trust Company – Managed Income Portfolio                                                               | \$ 628,738*         | 549,240*         |
| Shares of registered investment companies:                                                                                 |                     |                  |
| Fidelity Fund                                                                                                              | 104,490             | 61,963           |
| Fidelity Equity Income Fund                                                                                                | 86,485              | 93,825           |
| Fidelity Growth Company Fund                                                                                               | 144,687             | 142,340          |
| Fidelity OTC Portfolio                                                                                                     | 32,279              | 20,046           |
| Fidelity Balanced Fund                                                                                                     | 339,367*            | 277,234*         |
| Fidelity Low-Priced Stock Fund                                                                                             | 121,452             | 113,522          |
| Fidelity Diversified International Fund                                                                                    | 151,234             | 128,863          |
| Fidelity Freedom Income Fund                                                                                               | 68,920              | 57,621           |
| Fidelity Freedom 2000 Fund                                                                                                 | 3,911               | 9,103            |
| Fidelity Freedom 2005 Fund                                                                                                 | —                   | 40,240           |
| Fidelity Freedom 2010 Fund                                                                                                 | 168,249             | 116,975          |
| Fidelity Freedom 2015 Fund                                                                                                 | 299,989*            | 41,382           |
| Fidelity Freedom 2020 Fund                                                                                                 | 137,200             | 108,999          |
| Fidelity Freedom 2025 Fund                                                                                                 | 243,790*            | 155,451          |
| Fidelity Freedom 2030 Fund                                                                                                 | 221,916*            | 154,755          |
| Fidelity Freedom 2035 Fund                                                                                                 | 123,087             | 55,076           |
| Fidelity Freedom 2040 Fund                                                                                                 | 187,012             | 92,047           |
| Fidelity Freedom 2045 Fund                                                                                                 | 105,038             | 45,108           |
| Fidelity Freedom 2050 Fund                                                                                                 | 81,612              | 28,126           |
| Fidelity Spartan U.S. Equity Index Fund                                                                                    | 145,237             | 207,404*         |
| Domini Social Investments, LLC Social Equity Fund                                                                          | 87,848              | 81,848           |
| PIMCO Total Return Fund – Administrative Class                                                                             | 426,355*            | 293,681*         |
| Morgan Stanley Institutional Fund, Inc. – Small Company Growth Portfolio – Class B                                         | 19,764              | 10,570           |
| Lord Abbett Mid-Cap Value Fund                                                                                             | 92,391              | 79,810           |
| Virtus Real Estate Securities Fund                                                                                         | 16,163              | 21,155           |
| Allianz NFJ Small-Cap Value Fund                                                                                           | 61,152              | 39,608           |
|                                                                                                                            | <u>3,469,628</u>    | <u>2,476,752</u> |
| Investments at fair value                                                                                                  | 4,098,366           | 3,025,992        |
| Adjustment from fair value to contract value for fully benefit-responsive investment contracts as certified by the trustee | 11,691              | 29,627           |
|                                                                                                                            | <u>\$ 4,110,057</u> | <u>3,055,619</u> |
| Participant loans receivable                                                                                               | \$ 18,859           | 6,841            |

\* Investments that represent 5% or more of the assets of the Plan.

**PPFA RETIREMENT PLAN**  
(Sponsored by Planned Parenthood of Illinois)  
Notes to Financial Statements  
December 31, 2009 and 2008

The income (loss) certified for the years ended December 31, 2009 and 2008 is summarized as follows:

|                                                                                                                                                                      | <u>2009</u>       | <u>2008</u>        |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|--------------------|
| Net appreciation (depreciation) in fair value of investments<br>from registered investment companies including investments<br>bought, sold, and held during the year | \$ 715,906        | (1,279,271)        |
| Interest and dividend income                                                                                                                                         | 96,692            | 158,762            |
| Participant loan interest                                                                                                                                            | 964               | 832                |
|                                                                                                                                                                      | <u>\$ 813,562</u> | <u>(1,119,677)</u> |

The Managed Income Portfolio's one-year total return as of December 31, 2009 and 2008 was 3.16% and 3.57%, respectively. The yield credited to participants was 1.20% and 3.04% for the Managed Income Portfolio for the years ended December 31, 2009 and 2008, respectively. Both the one-year total return and the yield credited to participants for 2009 and 2008 are net of the annual trustee fees. The Managed Income Portfolio changed its calculation for the purpose of the crediting rate at each reset date from a duration-weighted yield to maturity to a dollar yield to maturity. There are no reserves against contract value for credit risk of the contract issuer or otherwise. There are no restrictions on redemptions.

The existence of certain conditions can limit the Managed Income Portfolio's ability to transact at contract value with the issuers of its investment contracts. Specifically, any event outside the normal operation of the Managed Income Portfolio that causes a withdrawal from an investment contract may result in a negative market value adjustment with respect to such withdrawal. Examples of such events include, but are not limited to, partial or complete legal termination of the Managed Income Portfolio, tax disqualification of the Managed Income Portfolio, and certain Managed Income Portfolio amendments if issuers' consent is not obtained. As of December 31, 2009, the occurrence of an event outside the normal operation of the Managed Income Portfolio that would cause a withdrawal from an investment contract is not considered to be probable. To the extent a Managed Income Portfolio suffers a tax disqualification or legal termination event, under normal circumstances it is anticipated that liquid assets would be available to satisfy the redemption of such participants' interest in the Managed Income Portfolio without the need to access investment contracts.

**(4) Fair Value Measurement**

The 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.

*Registered investment companies:* Valued at quoted market prices.

*Managed Income Portfolio:* Valued at fair value based on the Plan's proportional share of fair value in the Managed Income Portfolio as determined by Fidelity. Fair value of the Managed Income Portfolio is the total value of the underlying investments in the Managed Income Portfolio and wrap contracts held. Wrap contracts are fair valued using a discounted cash flow model that considers recent fee bids as determined by recognized dealers, discount rate, and the duration of the underlying portfolio securities.

**PPFA RETIREMENT PLAN**  
(Sponsored by Planned Parenthood of Illinois)

Notes to Financial Statements

December 31, 2009 and 2008

The Plan applies a hierarchy to categorize fair value measurements broken down into three levels based on the transparency of inputs as follows:

- Level 1*      Inputs that reflect unadjusted quoted prices in active markets for identical assets or liabilities that the Plan has the ability to access at the measurement date
- Level 2*      Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly, including inputs in markets that are not considered to be active
- Level 3*      Inputs that are unobservable

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.

The following table presents the Plan's fair value hierarchy for those assets measured at fair value as of December 31, 2009:

|                                  | <u>Total fair<br/>value</u> | <u>Level 1</u>   | <u>Level 2</u> | <u>Level 3</u> |
|----------------------------------|-----------------------------|------------------|----------------|----------------|
| Financial assets investments:    |                             |                  |                |                |
| Common and collective trust:     |                             |                  |                |                |
| Fixed income                     | \$ 628,738                  | —                | 628,738        | —              |
| Registered investment companies: |                             |                  |                |                |
| Bond fund                        | 426,355                     | 426,355          | —              | —              |
| Blended funds                    | 408,287                     | 408,287          | —              | —              |
| Life cycle funds                 | 1,571,804                   | 1,571,804        | —              | —              |
| Large cap domestic equity        | 601,026                     | 601,026          | —              | —              |
| Medium cap domestic equity       | 213,843                     | 213,843          | —              | —              |
| Small cap domestic equity        | 80,916                      | 80,916           | —              | —              |
| International equity             | 151,234                     | 151,234          | —              | —              |
| Real estate                      | 16,163                      | 16,163           | —              | —              |
| Total                            | <u>\$ 4,098,366</u>         | <u>3,469,628</u> | <u>628,738</u> | <u>—</u>       |

**PPFA RETIREMENT PLAN**  
(Sponsored by Planned Parenthood of Illinois)

Notes to Financial Statements

December 31, 2009 and 2008

The following table presents the Plan's fair value hierarchy for those assets measured at fair value as of December 31, 2008.

|                                 | <u>Total fair<br/>value</u> | <u>Level 1</u>   | <u>Level 2</u> | <u>Level 3</u> |
|---------------------------------|-----------------------------|------------------|----------------|----------------|
| Financial assets investments:   |                             |                  |                |                |
| Common and collective trust:    |                             |                  |                |                |
| Fixed income                    | \$ 549,240                  | —                | 549,240        | —              |
| Registered investment companies | 2,476,752                   | 2,476,752        | —              | —              |
| Total                           | <u>\$ 3,025,992</u>         | <u>2,476,752</u> | <u>549,240</u> | <u>—</u>       |

**(5) Administration of the Plan and Administrative Expenses**

Brokerage commissions and related expenses are payable out of the assets of the investment fund to which they relate, unless stated otherwise. Except for record-keeping expenses, all administrative expenses are paid by PPI.

**(6) Federal Income Tax Status**

The Internal Revenue Service has determined and informed the Plan by a letter dated October 30, 2002, that the Plan and related Trust are designed in accordance with applicable sections of the Code. Although the Plan has been amended since receiving the determination letter, the plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Code.

In 2006, management determined that contributions were not calculated in accordance with the Plan document. Management has quantified the impact of such error, and accordingly, the Plan has recorded a receivable from PPI for \$14,042 and \$11,544 in 2009 and 2008, respectively, which includes contributions and related estimated earnings. In addition, upon audit by the Department of Labor, it was determined that PPI was not timely in remitting employee deferrals during 2008 and through April 2009. PPI made corrections for the late remittance by providing participants affected with lost income of approximately \$3,230 in January 2010. Subsequent to April 2009, the Plan engaged in prohibited transactions related to the late remittances of employee deferrals. Lost earnings totaling \$12,443 on these deposits were calculated and deposited into participants' accounts in May 2010.

**(7) Related-Party Transactions**

Certain Plan investments are shares of registered investment companies and a common and collective trust managed by Fidelity Management Trust Company. Fidelity Management Trust Company is the trustee as defined by the Plan, and therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for administrative services amounted to \$8,381 and \$6,231 for the years ended December 31, 2009 and 2008, respectively.

**PPFA RETIREMENT PLAN**  
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Notes to Financial Statements  
December 31, 2009 and 2008

**(8) Plan Termination**

Although it has not expressed any intent to do so, PPI has the right to discontinue its contributions or terminate the Plan at any time. In the event of plan termination, participants become 100% vested in their accounts.

**(9) Risks and Uncertainties**

The Plan offers a number of investment options, which enable participants to invest in various 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 participants' account balances and the amounts reported in the statements of net assets available for plan benefits.

**(10) Subsequent Events**

Management evaluated events subsequent to December 31, 2009 and through October 11, 2010, the date on which the financial statements were issued and determined no additional disclosures were required.

**(11) Reconciliation of Financial Statements to Form 5500**

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

|                                                                                                     | <u>2009</u>         | <u>2008</u>      |
|-----------------------------------------------------------------------------------------------------|---------------------|------------------|
| Net assets available for plan benefits per the financial statements                                 | \$ 4,174,838        | 3,210,564        |
| Less adjustment from contract value to fair value for fully benefit-responsive investment contracts | <u>(11,691)</u>     | <u>(29,627)</u>  |
| Net assets available for plan benefits per the Form 5500                                            | <u>\$ 4,163,147</u> | <u>3,180,937</u> |

The following is a reconciliation of investment income (loss) and participant loan interest per the financial statements to Form 5500 for the years ended December 31, 2009 and 2008:

|                                                                                                 | <u>2009</u>       | <u>2008</u>        |
|-------------------------------------------------------------------------------------------------|-------------------|--------------------|
| Net investment income (loss) and participant loan interest per the financial statements         | \$ 813,562        | (1,119,677)        |
| Adjustment from contract value to fair value for fully benefit-responsive investment contracts: |                   |                    |
| Prior year                                                                                      | 29,627            | 5,138              |
| Current year                                                                                    | <u>(11,691)</u>   | <u>(29,627)</u>    |
| Net investment income (loss) and participant loan interest per the Form 5500                    | <u>\$ 831,498</u> | <u>(1,144,166)</u> |

**Supplemental Schedule 1**

**PPFA RETIREMENT PLAN**  
(Sponsored by Planned Parenthood of Illinois)

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

December 31, 2009

| <u>Identity of issue</u>                                       | <u>Description of investments</u>                                                  | <u>Shares/units</u> | <u>Current value</u> |
|----------------------------------------------------------------|------------------------------------------------------------------------------------|---------------------|----------------------|
| Investments as certified by Fidelity Management Trust Company: |                                                                                    |                     |                      |
| Common and collective trust:                                   |                                                                                    |                     |                      |
| * Fidelity                                                     | Fidelity Management Trust Company – Managed Income Portfolio                       | 640,429             | \$ 628,738           |
| Shares of registered investment companies:                     |                                                                                    |                     |                      |
| * Fidelity                                                     | Fidelity Fund                                                                      | 3,687               | 104,490              |
| * Fidelity                                                     | Fidelity Equity Income Fund                                                        | 2,210               | 86,485               |
| * Fidelity                                                     | Fidelity Growth Company Fund                                                       | 2,098               | 144,687              |
| * Fidelity                                                     | Fidelity OTC Portfolio                                                             | 706                 | 32,279               |
| * Fidelity                                                     | Fidelity Balanced Fund                                                             | 20,744              | 339,367              |
| * Fidelity                                                     | Fidelity Low-Priced Stock Fund                                                     | 3,803               | 121,452              |
| * Fidelity                                                     | Fidelity Diversified International Fund                                            | 5,401               | 151,234              |
| * Fidelity                                                     | Fidelity Freedom Income Fund                                                       | 6,417               | 68,920               |
| * Fidelity                                                     | Fidelity Freedom 2000 Fund                                                         | 345                 | 3,911                |
| * Fidelity                                                     | Fidelity Freedom 2010 Fund                                                         | 13,449              | 168,249              |
| * Fidelity                                                     | Fidelity Freedom 2015 Fund                                                         | 28,790              | 299,989              |
| * Fidelity                                                     | Fidelity Freedom 2020 Fund                                                         | 10,932              | 137,200              |
| * Fidelity                                                     | Fidelity Freedom 2025 Fund                                                         | 23,464              | 243,790              |
| * Fidelity                                                     | Fidelity Freedom 2030 Fund                                                         | 17,911              | 221,916              |
| * Fidelity                                                     | Fidelity Freedom 2035 Fund                                                         | 11,997              | 123,087              |
| * Fidelity                                                     | Fidelity Freedom 2040 Fund                                                         | 26,119              | 187,012              |
| * Fidelity                                                     | Fidelity Freedom 2045 Fund                                                         | 12,401              | 105,038              |
| * Fidelity                                                     | Fidelity Freedom 2050 Fund                                                         | 9,774               | 81,612               |
| * Fidelity                                                     | Fidelity Spartan U.S. Equity Index Fund                                            | 3,683               | 145,237              |
| Domini Social                                                  | Domini Social Investments, LLC Social Equity Fund                                  | 3,344               | 87,848               |
| Pacific                                                        | PIMCO Total Return Fund – Administrative Class                                     | 39,477              | 426,355              |
| Morgan Stanley                                                 | Morgan Stanley Institutional Fund, Inc. – Small Company Growth Portfolio – Class B | 1,890               | 19,764               |
| Lord, Abnett & Co.                                             | Lord Abnett Mid-Cap Value Fund                                                     | 7,031               | 92,391               |
| Virtus                                                         | Virtus Real Estate Securities Fund                                                 | 731                 | 16,163               |
| Allianz Global                                                 | Allianz NFJ Small-Cap Value Fund                                                   | 2,642               | 61,152               |
|                                                                |                                                                                    |                     | 3,469,628            |
| * Participant loans                                            | 8 loans at interest rates ranging from 4.25% to 9.25%                              |                     | 18,859               |
|                                                                |                                                                                    |                     | <u>\$ 4,117,225</u>  |

\* Represents a party in interest to the Plan as defined by ERISA.

See accompanying independent auditors' report.

**Supplemental Schedule 2****PPFA RETIREMENT PLAN**

(Sponsored by Planned Parenthood of Illinois)

Schedule H, Line 4a – Schedule of Delinquent Participant Contributions

Year ended December 31, 2009

| <b>Participant<br/>contributions<br/>transferred late<br/>to Plan</b> | <b>Total that constitute nonexempt prohibited transactions</b> |                                                        | <b>Total fully<br/>corrected under<br/>VFCP and<br/>PTE 2002-51</b> |         |
|-----------------------------------------------------------------------|----------------------------------------------------------------|--------------------------------------------------------|---------------------------------------------------------------------|---------|
|                                                                       | <b>Contributions<br/>not corrected</b>                         | <b>Contributions<br/>corrected outside<br/>of VFCP</b> | <b>Contributions<br/>pending correction<br/>in VFCP</b>             |         |
| \$ 330,397                                                            | —                                                              | 330,397                                                | —                                                                   | 330,397 |

Notes:

Various 2009 employee deferrals not deposited in a timely manner, which was corrected in February and May 2010.

See accompanying independent auditors' report.

**Supplemental Schedule 1**

**PPFA RETIREMENT PLAN**  
(Sponsored by Planned Parenthood of Illinois)

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

December 31, 2009

| <u>Identity of issue</u>                                       | <u>Description of investments</u>                                                  | <u>Shares/units</u> | <u>Current value</u> |
|----------------------------------------------------------------|------------------------------------------------------------------------------------|---------------------|----------------------|
| Investments as certified by Fidelity Management Trust Company: |                                                                                    |                     |                      |
| Common and collective trust:                                   |                                                                                    |                     |                      |
| * Fidelity                                                     | Fidelity Management Trust Company – Managed Income Portfolio                       | 640,429             | \$ 628,738           |
| Shares of registered investment companies:                     |                                                                                    |                     |                      |
| * Fidelity                                                     | Fidelity Fund                                                                      | 3,687               | 104,490              |
| * Fidelity                                                     | Fidelity Equity Income Fund                                                        | 2,210               | 86,485               |
| * Fidelity                                                     | Fidelity Growth Company Fund                                                       | 2,098               | 144,687              |
| * Fidelity                                                     | Fidelity OTC Portfolio                                                             | 706                 | 32,279               |
| * Fidelity                                                     | Fidelity Balanced Fund                                                             | 20,744              | 339,367              |
| * Fidelity                                                     | Fidelity Low-Priced Stock Fund                                                     | 3,803               | 121,452              |
| * Fidelity                                                     | Fidelity Diversified International Fund                                            | 5,401               | 151,234              |
| * Fidelity                                                     | Fidelity Freedom Income Fund                                                       | 6,417               | 68,920               |
| * Fidelity                                                     | Fidelity Freedom 2000 Fund                                                         | 345                 | 3,911                |
| * Fidelity                                                     | Fidelity Freedom 2010 Fund                                                         | 13,449              | 168,249              |
| * Fidelity                                                     | Fidelity Freedom 2015 Fund                                                         | 28,790              | 299,989              |
| * Fidelity                                                     | Fidelity Freedom 2020 Fund                                                         | 10,932              | 137,200              |
| * Fidelity                                                     | Fidelity Freedom 2025 Fund                                                         | 23,464              | 243,790              |
| * Fidelity                                                     | Fidelity Freedom 2030 Fund                                                         | 17,911              | 221,916              |
| * Fidelity                                                     | Fidelity Freedom 2035 Fund                                                         | 11,997              | 123,087              |
| * Fidelity                                                     | Fidelity Freedom 2040 Fund                                                         | 26,119              | 187,012              |
| * Fidelity                                                     | Fidelity Freedom 2045 Fund                                                         | 12,401              | 105,038              |
| * Fidelity                                                     | Fidelity Freedom 2050 Fund                                                         | 9,774               | 81,612               |
| * Fidelity                                                     | Fidelity Spartan U.S. Equity Index Fund                                            | 3,683               | 145,237              |
| Domini Social                                                  | Domini Social Investments, LLC Social Equity Fund                                  | 3,344               | 87,848               |
| Pacific                                                        | PIMCO Total Return Fund – Administrative Class                                     | 39,477              | 426,355              |
| Morgan Stanley                                                 | Morgan Stanley Institutional Fund, Inc. – Small Company Growth Portfolio – Class B | 1,890               | 19,764               |
| Lord, Abnett & Co.                                             | Lord Abnett Mid-Cap Value Fund                                                     | 7,031               | 92,391               |
| Virtus                                                         | Virtus Real Estate Securities Fund                                                 | 731                 | 16,163               |
| Allianz Global                                                 | Allianz NFJ Small-Cap Value Fund                                                   | 2,642               | 61,152               |
|                                                                |                                                                                    |                     | 3,469,628            |
| * Participant loans                                            | 8 loans at interest rates ranging from 4.25% to 9.25%                              |                     | 18,859               |
|                                                                |                                                                                    |                     | <u>\$ 4,117,225</u>  |

\* Represents a party in interest to the Plan as defined by ERISA.

See accompanying independent auditors' report.

**Supplemental Schedule 2****PPFA RETIREMENT PLAN**

(Sponsored by Planned Parenthood of Illinois)

Schedule H, Line 4a – Schedule of Delinquent Participant Contributions

Year ended December 31, 2009

| <b>Participant<br/>contributions<br/>transferred late<br/>to Plan</b> | <b>Total that constitute nonexempt prohibited transactions</b> |                                                        | <b>Total fully<br/>corrected under<br/>VFCP and<br/>PTE 2002-51</b> |         |
|-----------------------------------------------------------------------|----------------------------------------------------------------|--------------------------------------------------------|---------------------------------------------------------------------|---------|
|                                                                       | <b>Contributions<br/>not corrected</b>                         | <b>Contributions<br/>corrected outside<br/>of VFCP</b> | <b>Contributions<br/>pending correction<br/>in VFCP</b>             |         |
| \$ 330,397                                                            | —                                                              | 330,397                                                | —                                                                   | 330,397 |

Notes:

Various 2009 employee deferrals not deposited in a timely manner, which was corrected in February and May 2010.

See accompanying independent auditors' report.