Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2009

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [X]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
UNION UNDERWEAR PENSION PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1959

2a Plan sponsor's name and address (employer, if for a single-employer plan)
(Address should include room or suite no.)
UNION UNDERWEAR COMPANY, INC.

ONE FRUIT OF THE LOOM DRIVE
P.O. BOX 90015
BOWLING GREEN, KY 42102-9015

2b Employer Identification Number (EIN)
61-1411269

2c Sponsor's telephone number
270-781-6400

2d Business code (see instructions)
314000

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	TONY PELASKI
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2010	G. WILLIAM NEWTON
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
FRUIT OF THE LOOM EMPLOYEE BENEFIT ADMINISTRATIVE COMMITTEE

ONE FRUIT OF THE LOOM DRIVE
BOWLING GREEN, KY 42102-9015

3b Administrator's EIN
61-1411269

3c Administrator's telephone number
270-781-6400

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	25214
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	3703
b	Retired or separated participants receiving benefits	**6b**	9813
c	Other retired or separated participants entitled to future benefits	**6c**	10292
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	23808
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	775
f	Total. Add lines **6d** and **6e**	**6f**	24583
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	86
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
1A 1G 1I 3J

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

9a Plan funding arrangement (check all that apply)

(1)		Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)		Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

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

a Pension Schedules

(1)	X	**R** (Retirement Plan Information)
(2)		**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)	X	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	X	**H** (Financial Information)
(2)		**I** (Financial Information – Small Plan)
(3)		**A** (Insurance Information)
(4)	X	**C** (Service Provider Information)
(5)	X	**D** (DFE/Participating Plan Information)
(6)		**G** (Financial Transaction Schedules)

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

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

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

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

A Name of plan
UNION UNDERWEAR PENSION PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
UNION UNDERWEAR COMPANY, INC.

D Employer Identification Number (EIN)
61-1411269

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1	Enter the valuation date: Month 01 Day 01 Year 2009			
2	Assets:			
a	Market value	**2a**		354212883
b	Actuarial value	**2b**		389634172
3	Funding target/participant count breakdown		**(1)** Number of participants	**(2)** Funding Target
a	For retired participants and beneficiaries receiving payment	**3a**	10110	219521068
b	For terminated vested participants	**3b**	10457	123525760
c	For active participants:			
	(1) Non-vested benefits	**3c(1)**		4705807
	(2) Vested benefits	**3c(2)**		73247908
	(3) Total active	**3c(3)**	4647	77953715
d	Total	**3d**	25214	421000543
4	If the plan is at-risk, check the box and complete items (a) and (b) [ ]			
a	Funding target disregarding prescribed at-risk assumptions	**4a**		
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor	**4b**		
5	Effective interest rate	**5**		8.12 %
6	Target normal cost	**6**		3000000

Statement by Enrolled Actuary

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

SIGN HERE

09/30/2010
Signature of actuary — Date

MISTY R. MORRIS, F.S.A, E.A.
08-06701
Type or print name of actuary — Most recent enrollment number

TOWERS WATSON PENNSYLVANIA INC.
404-365-1986
Firm name — Telephone number (including area code)

3500 LENOX ROAD, SUITE 900
ATLANTA, GA 30326-4238
Address of the firm

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

Part II Beginning of year carryover and prefunding balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	0	0
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	0	0
9	Amount remaining (Item 7 minus item 8)	0	0
10	Interest on item 9 using prior year's actual return of -17.85 %		
11	Prior year's excess contributions to be added to prefunding balance:		
	a Excess contributions (Item 38 from prior year)		9232287
	b Interest on (a) using prior year's effective rate of 6.32 %		583468
	c Total available at beginning of current plan year to add to prefunding balance		9815755
	d Portion of (c) to be added to prefunding balance		9654339
12	Reduction in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d – item 12)	0	9654339

Part III Funding percentages

14	Funding target attainment percentage	14	90.25 %
15	Adjusted funding target attainment percentage	15	90.25 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	82.45 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls

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

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
01/15/2010	2235767				
09/15/2010	24000000				
			Totals ► 18(b)	26235767	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contribution from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	23073241

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] Yes [ ] No

c If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of Quarter of this plan year

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

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

21 Discount rate:

a Segment rates:

1st segment: %	2nd segment: %	3rd segment: %	[X] N/A, full yield curve used

b Applicable month (enter code) — **21b**: 3

22 Weighted average retirement age — **22**: 61

23 Mortality table(s) (see instructions) [ ] Prescribed - combined [X] Prescribed - separate [ ] Substitute

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. [X] Yes [ ] No

25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. [X] Yes [ ] No

26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment. [X] Yes [ ] No

27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment	**27**	

Part VII Reconciliation of unpaid minimum required contributions for prior years

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

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions)	**31**		3000000
32 Amortization installments:		Outstanding Balance	Installment
a Net shortfall amortization installment		41020710	8716086
b Waiver amortization installment		0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	**33**		
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33)	**34**		11716086

	Carryover balance	Prefunding balance	Total balance
35 Balances used to offset funding requirement	0	9654339	9654339

36 Additional cash requirement (item 34 minus item 35)	**36**	2061747
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c)	**37**	23073241
38 Interest-adjusted excess contributions for current year (see instructions)	**38**	21011494
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37)	**39**	0
40 Unpaid minimum required contribution for all years	**40**	0

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

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

A Name of plan
UNION UNDERWEAR PENSION PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
UNION UNDERWEAR COMPANY, INC.

D Employer Identification Number (EIN)
61-1411269

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

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

NORTHERN TRUST CORPORATION

36-2723087

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21 19 50 62 72	TRUSTEE	208392	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

HEWITT ASSOCIATES LLC

36-2235791

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 50	NONE	16422	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

MAZURSKY CONSTANTINE

58-2005387

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
29 50	NONE	58540	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

TOWERS PERRIN

23-1159360

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 17 50	NONE	326048	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

PENSION BENEFIT INFORMATION

94-2856521

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
17 50	NONE	15589	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

RUSSELL PRINTING

63-0180720

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
36 50	NONE	26299	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

PROFOUND SYSTEMS INC.

36-4120902

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 28 50 51	NONE	34181	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

a	Name: MAUREEN A. LONG	**b** EIN:	36-2235791
c	Position: ACTUARY		
d	Address: C/O HEWITT ASSOCIATES LLC 100 HALF DAY ROAD LINCOLNSHIRE, IL 60069-3258	**e** Telephone:	847-295-5000

Explanation: A BUSINESS DECISION WAS MADE UPON THE MERGER OF A PLAN INTO THIS UNION PLAN TO CHANGE ACTUARIAL FIRMS AND, SUBSEQUENTLY, THE ACTUARY.

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection.

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

A Name of plan
UNION UNDERWEAR PENSION PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
UNION UNDERWEAR COMPANY, INC.

D Employer Identification Number (EIN)
61-1411269

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: COLLECTIVE SHORT-TERM INVEST FUND

b Name of sponsor of entity listed in (a): THE NORTHERN TRUST COMPANY

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)
45-6138589-084	C	2380233

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)

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

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

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

A Name of plan
UNION UNDERWEAR PENSION PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
UNION UNDERWEAR COMPANY, INC.

D Employer Identification Number (EIN)
61-1411269

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	9200000	26235767
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	1746407	924756
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	144379535	
(2) U.S. Government securities	1c(2)	8620611	182276582
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)	38225778	30361950
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	275000	275000
(B) Common	1c(4)(B)	129892378	127652955
(5) Partnership/joint venture interests	1c(5)	1432715	967952
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)	8308037	2380233
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	12444986	2271059
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	354525447	373346254
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h	103056	288938
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	103056	288938
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	354422391	373057316

Part II Income and Expense Statement

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

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	26235767	
	(B) Participants	2a(1)(B)		
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		26235767
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)	564346	
	(C) Corporate debt instruments	2b(1)(C)	5016194	
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)		
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		5580540
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)	3585408	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		3585408
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	179002885	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	164455161	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		14547724

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	2655441	
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		2655441
(6) Net investment gain (loss) from common/collective trusts	2b(6)		509463
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		19652
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		53133995
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	32200794	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		32200794
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	384588	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	68552	
(4) Other	2i(4)	232350	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		685490
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		32886284
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		20247711
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		1612786

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) [X] Disclaimer (4) [ ] Adverse

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

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

(1) Name: LATTIMORE, BLACK, MORGAN & CAIN PC (2) EIN: 62-1199757

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g	X		275000
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j	X		
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m			
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection.

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

A Name of plan
UNION UNDERWEAR PENSION PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
UNION UNDERWEAR COMPANY, INC.

D Employer Identification Number (EIN)
61-1411269

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1**

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 36-3046063

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3** 206

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☒ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☒ **N/A**

Part III Amendments

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

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

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):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

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

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

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

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

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

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

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

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

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

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

a Enter the percentage of plan assets held as:
Stock: 37% Investment-Grade Debt: 9% High-Yield Debt: 2% Real Estate: ____% Other: 52%

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):

LATTIMORE BLACK MORGAN & CAIN, PC
CERTIFIED PUBLIC ACCOUNTANTS AND BUSINESS ADVISORS

INDEPENDENT AUDITORS' REPORT

To the Administrative and Investment Committees of the Union Underwear Pension Plan:

We were engaged to audit the accompanying statements of net assets available for benefits of the Union Underwear Pension Plan as of December 31, 2009 and 2008, the related statements of changes in net assets available for benefits for the years then ended and the supplemental schedules as of and for the year ended December 31, 2009 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, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 10, which was certified by The Northern Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification 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 express, and do not express, an opinion on the accompanying financial statements and supplemental schedules taken as a whole. The form and content of the information included in the financial statements and 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 the Employee Retirement Income Security Act of 1974.

Brentwood, Tennessee
October 4, 2010

Lattimore Black Morgan + Cain, PC

Union Underwear Pension Plan
EIN/PN: 61-1411269/001
2009 Schedule SB, Part II
Reconciliation of beginning of year Funding Standard Carryover Balance and Prefunding Balance

In reference to Part II, the beginning of year carrryover and prefunding balance are computed as follows:

		(a) Carryover balance				(b) Prefunding balance			
		Underwear Pension Plan	Russell Pension Plan	Huffy Pension Plan	Total	Underwear Pension Plan	Russell Pension Plan	Huffy Pension Plan	Total
7	Balance at beginning of prior year after applicable adjustments	0	0	657,653		0	0	0	
8	Portion used to offset prior year's funding requirement	0	0	15,837		0	0	0	
9	Amount remaining (Item 7 minus item 8)	0	0	641,816		0	0	0	
10	Interest on item 9 using prior year's actual return (-30.04% for Huffy Plan)	0	0	(192,830)		0	0	0	
11	Prior year's excess contributions to be added to prefunding balance:								
11a	Excess contributions	N/A	N/A	N/A		7,643,308	1,588,979	0	9,232,287
11b	Interest on 11a using prior year's effective rate	N/A	N/A	N/A		483,057	100,411	0	583,468
11c	Total available at beginning of current plan year to add to prefunding balance	N/A	N/A	N/A		8,126,365	1,689,390	0	9,815,755
11d	Portion of 11c to be added to prefunding balance	N/A	N/A	N/A		7,964,949	1,689,390	0	9,654,339
12	Reduction in balances due to elections or deemed elections		0	448,986		0	0	0	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d - item 12)	0	0	0	0	7,964,949	1,689,390	0	9,654,339

*The Russell Corporation Revised Pension Plan and Russell Corporation Pension Plan for Hourly-Rate Employees of the Huffy Sports Division were merged into the Union Underwear Pension Plan on December 31, 2008.
For item 11; column (b), the merged plan totals are represented on the Schedule SB.

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

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

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

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

A Name of plan

UNION UNDERWEAR PENSION PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF

UNION UNDERWEAR COMPANY, INC.

D Employer Identification Number (EIN)

61-1411269

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1 Enter the valuation date: Month 1 Day 1 Year 2009

2	Assets:			
	a Market value		**2a**	354,212,883
	b Actuarial value		**2b**	389,634,172
3	Funding target/participant count breakdown		**(1)** Number of participants	**(2)** Funding Target
	a For retired participants and beneficiaries receiving payment	**3a**	10,110	219,521,068
	b For terminated vested participants	**3b**	10,457	123,525,760
	c For active participants:			
	(1) Non-vested benefits	**3c(1)**		4,705,807
	(2) Vested benefits	**3c(2)**		73,247,908
	(3) Total active	**3c(3)**	4,647	77,953,715
	d Total	**3d**	25,214	421,000,543
4	If the plan is at-risk, check the box and complete items (a) and (b) [ ]			
	a Funding target disregarding prescribed at-risk assumptions		**4a**	
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor		**4b**	
5	Effective interest rate		**5**	8.12 %
6	Target normal cost		**6**	3,000,000

Statement by Enrolled Actuary

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

SIGN HERE MRM

Signature of actuary

09/30/2010 10/12/2010

Date

Misty R. Morris, F.S.A, E.A.

Type or print name of actuary

08-06701

Most recent enrollment number

Towers Watson Pennsylvania Inc.

Firm name

(404)365-1986

Telephone number (including area code)

3500 Lenox Road, Suite 900

Atlanta GA 30326-4238

Address of the firm

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

Part II Beginning of year carryover and prefunding balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	0	0
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	0	0
9	Amount remaining (Item 7 minus item 8)	0	0
10	Interest on item 9 using prior year's actual return of (17.85)%		
11	Prior year's excess contributions to be added to prefunding balance:		
	a Excess contributions (Item 38 from prior year)		9,232,287
	b Interest on (a) using prior year's effective rate of 6.32 %		583,468
	c Total available at beginning of current plan year to add to prefunding balance		9,815,755
	d Portion of (c) to be added to prefunding balance		9,654,339
12	Reduction in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d - item 12)	0	9,654,339

Part III Funding percentages

14	Funding target attainment percentage	14	90.25 %
15	Adjusted funding target attainment percentage	15	90.25 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	82.45 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls

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

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
01/15/2010	2,235,767				
09/15/2010	24,000,000				
			Totals ► 18(b)	26,235,767	18(c) 0

19 Discounted employer contributions - see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contribution from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	23,073,241

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] Yes [ ] No

c If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of Quarter of this plan year

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

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

21 Discount rate:

a Segment rates:

1st segment: %	2nd segment: %	3rd segment: %	[X] N/A, full yield curve used

b Applicable month (enter code) — **21b**: 3

22 Weighted average retirement age — **22**: 61

23 Mortality table(s) (see instructions) [ ] Prescribed - combined [X] Prescribed - separate [ ] Substitute

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. [X] Yes [ ] No

25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. [X] Yes [ ] No

26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment. [X] Yes [ ] No

27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment — **27**:

Part VII Reconciliation of unpaid minimum required contributions for prior years

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

Part VIII Minimum required contribution for current year

31	Target normal cost, adjusted, if applicable (see instructions)	**31**	3,000,000

32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	41,020,710	8,716,086
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount — **33**:

34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b - item 33) — **34**: 11,716,086

	Carryover balance	Prefunding balance	Total balance
35 Balances used to offset funding requirement	0	9,654,339	9,654,339

36	Additional cash requirement (item 34 minus item 35)	**36**	2,061,747
37	Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c)	**37**	23,073,241
38	Interest-adjusted excess contributions for current year (see instructions)	**38**	21,011,494
39	Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37)	**39**	0
40	Unpaid minimum required contribution for all years	**40**	0

Attachment to 2009 Form 5500
Schedule SB, line 19 - Discounted Employer Contributions

Plan Name Union Underwear Pension Plan **EIN:** 61-1411269
Plan Sponsor's Name Union Underwear Company, Inc. **PN:** 001

Date of Contributon	Amount	Year Applied	Effective Interest Rate	Interest Adjusted Contribution:
01/15/2010	2,235,767	2009	8.12	2,061,746
09/15/2010	24,000,000	2009	8.12	21,011,495

Union Underwear Pension Plan
EIN/PN: 61-1411269/001
2009 Schedule SB, Line 22
Description of Weighted Average Retirement Age

In reference to Item 22, the weighted average retirement age is computed as follows:

Legacy Union Underwear Pension Plan

(A)	(B)	(C)	(D)	
Age	Hypothetical Number of Employees	Retirement Rate	Number Retiring	(A) * (D)
55	10,000	0.500	5000	275,000
56	5,000	0.000	0	0
57	5,000	0.000	0	0
58	5,000	0.000	0	0
59	5,000	0.000	0	0
60	5,000	0.500	2500	150,000
61	2,500	0.000	0	0
62	2,500	0.000	0	0
63	2,500	0.000	0	0
64	2,500	0.000	0	0
65	2,500	1.000	2500	162,500
				587,500

Average retirement age = 587,500/10,000 = 59

Legacy Russell Corporation Revised Pension Plan

(A)	(B)	(C)	(D)	
Age	Hypothetical Number of Employees	Retirement Rate	Number Retiring	(A) * (D)
55	10,000	0.010	100	5,500
56	9,900	0.010	99	5,544
57	9,801	0.010	98	5,586
58	9,703	0.010	97	5,626
59	9,606	0.010	96	5,664
60	9,510	0.020	190	11,400
61	9,320	0.040	373	22,753
62	8,947	0.250	2237	138,694
63	6,710	0.050	336	21,168
64	6,374	0.050	319	20,416
65	6,055	0.950	5752	373,880
66	303	0.950	288	19,008
67	15	0.950	14	938
68	1	0.950	1	68
69	0	0.950	0	0
70	0	1.000	0	0
				636,245

Average retirement age = 636,245/10,000 = 64

Union Underwear Pension Plan
EIN/PN: 61-1411269/001
2009 Schedule SB, Line 22
Description of Weighted Average Retirement Age

Legacy Russell Corporation Pension Plan for Hourly- Rate Employees of the Huffy Sports Divisior

(A)	(B)	(C)	(D)	
Age	Hypothetical Number of Employees	Retirement Rate	Number Retiring	(A) * (D)
60	10,000	0.030	300	18,000
61	9,700	0.050	485	29,585
62	9,215	0.150	1382	85,684
63	7,833	0.100	783	49,329
64	7,050	0.100	705	45,120
65	6,345	1.000	6345	412,425
				640,143

Average retirement age = 640,143/10,000 = 64

Total Population weighted average retirement age = 61

Note
Total Population weighted average retirement age is calculated as follows:

$$\frac{\text{(Legacy Union Underwear avg. ret. age x Legacy Union Underwear actives) + (Legacy Russell avg. ret. age x Legacy Russell actives)}}{\text{Total active count}}$$

Union Underwear Pension Plan

EIN/PN: 61-1411269/001

2009 Schedule SB, line 24 - Change in Actuarial Assumptions

The non-prescribed actuarial assumptions were reviewed and modified to reflect my best estimate of future plan experience. As a result, the following change was made:

1. The assumed benefit commencement date for Legacy Union Underwear Pension Plan deferred vested participants was changed to age 62 or 65, depending on service. Previously all deferred vested participants were assumed to commence at age 65.
2. Assumed plan expenses of $3,000,000 were added to the target normal cost.

Union Underwear Pension Plan
EIN/PN: 61-1411269/001
2009 Schedule SB, line 25 - Change in Methods

Below is a summary of significant changes that were made.

1. The funding interest rate was changed from the IRS prescribed full yield curve based on bond yields during December 2008 rates for the January 1, 2008 valuation to the IRS prescribed full yield curve based on bond yields during October 2008 rates for the January 1, 2009 valuation.
2. The actuarial value of assets method was changed from fair market value of assets on the valuation date to the average of fair market value of assets on the valuation date and two immediately preceding valuation dates, adjusted for contributions, benefits, administrative expenses, and expected earnings. The average asset value must be within 10% of market value, including discounted contributions receivable.
3. The valuation software used to produce the actuarial information submitted on this schedule has been refined to reflect evolving understanding of PPA requirements, and such modifications may be considered to be a method change. The percentage changes in funding target, target normal cost and plan assets due to the refinements in the software are each less than 2% (disregarding the effects of any changes that are automatically approved under final IRC 430 regulations), and the modifications to the software were designed to produce results no less accurate than the results produced by the software prior to the change. Therefore the change in funding method due to a change in valuation software receives automatic approval under IRS Announcement 2010-3.
4. The valuation software used to produce the actuarial information submitted on this schedule was changed as a result of a change in the plan's enrolled actuary and a change in the business organization providing actuarial services to the plan. The method used by the new actuary was applied to the prior plan year's actuarial results and the absolute difference in the funding target, target normal cost and plan assets did not exceed 5% of the respective amounts calculated by the prior actuary for the prior year. Therefore the change in funding method due to a change in valuation software receives automatic approval under IRS Announcement 2010-3.

NOTE: Under section 430 and regulatory guidance to date, some aspects of a valuation that have not previously been viewed as funding methods are now treated as funding methods by the IRS. An example is the valuation interest rate: the plan sponsor's selection among the various prescribed interest-rate approaches is now treated as a funding method. Note also that it is not yet always clear which aspects of the valuation are now viewed as funding methods under section 430 and regulatory guidance to date. For example, it is not clear if the sponsor's choice among prescribed mortality tables is viewed as a funding method or not. Pending further guidance from the IRS, the summary above takes a comprehensive approach and describes key changes that have been made, whether they are clearly funding methods or not (other than changes in non-prescribed assumptions, which are covered in the attachment for line 24). To the degree that the items above are funding methods, the changes are not inconsistent with the requirements of Code Section 430, and thus do not need IRS approval.

Union Underwear Pension Plan
EIN/PN: 61-1411269/001
2009 Schedule SB, Line 26
Schedule of Active Participant Data

Average Age: **46.5**
Average Service: **16.9**

		Total Years of Credited Service									
Attained Age		**<1**	**1 to 4**	**5 to 9**	**10 to 14**	**15 to 19**	**20 to 24**	**25 to 29**	**30 to 34**	**35 to 39**	**40 & up**
<25	Count	0	70	11	0	0	0	0	0	0	0
25 to 29	Count	0	163	126	6	0	0	0	0	0	0
30 to 34	Count	0	99	141	99	15	0	0	0	0	0
35 to 39	Count	0	87	121	132	163	35	0	0	0	0
40 to 44	Count	0	98	117	99	147	189	31	0	0	0
45 to 49	Count	0	92	105	105	130	182	174	53	0	1
50 to 54	Count	0	52	101	99	100	113	149	162	30	0
55 to 59	Count	0	36	72	45	72	88	66	119	97	12
60 to 64	Count	0	19	37	32	44	44	30	46	62	41
65 to 69	Count	0	0	11	8	15	9	8	3	5	12
70 & up	Count	0	0	2	1	4	3	0	1	2	4

Union Underwear Pension Plan
EIN/PN: 61-1411269/001
2009 Schedule SB, Part V - Summary of Plan Provisions

Plan Provisions

The Russell Corporation Revised Pension Plan and Russell Corporation Pension Plan for Hourly-Rate Employees of the Huffy Sports Division were merged into Union Underwear Pension plan on December 31, 2008. At the time of the merger, all the pension plans were frozen. Participants retain the plan provisions applicable to their legacy pension plan.

Plan Provisions — Legacy Union Underwear Pension Plan

The most recent amendment reflected in the following plan provisions was adopted and became effective on December 31, 2007. The Plan was amended to cease all future benefit accruals after December 31, 2007. As a result, any compensation earned and service completed after December 31, 2007 will not be taken into account in determining the benefit payable under the Plan.

Effective Date	January 1, 1959 as amended and restated effective January 1, 1999.
Covered Employee	Any full-time employee of Fruit of the Loom, Inc., or any other participating employer who are 21 years old with one year of employment prior to January 1, 2008. Employees who are members of bargaining units who have not bargained for coverage are not eligible to participate. Effective December 31, 2007, no additional employees will be eligible to participate in the plan.
Definitions	
Vesting service	Years and months of service are measured form the date of hire with Fruit of the Loom.
Eligibility for Benefits	
Normal retirement	Age 65
Early retirement	Age 55 and 10 years of continuous service
Disability	Age 50 and 10 years of continuous service
Deferred vested	Termination for reasons other than death or retirement after completing five years of continuous vesting service
Preretirement spouse benefit	Death while eligible for normal, early, postponed, or deferred vested retirement benefits, with a surviving spouse

Union Underwear Pension Plan
EIN/PN: 61-1411269/001
2009 Schedule SB, Part V - Summary of Plan Provisions

Retirement Benefits

Normal retirement	A benefit equal to the sum of (1) and (2): (1) Basic Accrued Benefit frozen December 31, 2007. Benefit attributable to all covered final average earnings. (2) Excess Accrued Benefit frozen December 31, 2007. Benefit attributable to covered final average earnings above covered compensation.
Early retirement	Monthly pension benefit determined as of early retirement date, defined in part (1) of the benefit formula, is reduced 0.40% per month for commencement preceding age 65. Monthly pension benefit defined in part (2) of the benefit formula is reduced 0.65% per month between ages 62 and 65, 0.45% per month between ages 60 and 62, and 0.30% per month below age 60. The plan's definition of actuarial equivalence is based on UP-1984 Unisex Pension Mortality Table set back 2 years and an 8.50% interest rate.
Late retirement	Monthly pension benefit determined as of actual retirement date
Disability	Accrued benefit payable at the date of disability. There is no reduction for commencement prior to age 65.
Spouse's benefit	Early Retirement Eligible Participant— A monthly benefit payable to the surviving spouse equal to the amount the spouse would have received had the participant retired the day before his death with an immediate 50% joint and survivor annuity. Other Vested Participant—A monthly benefit payable to the surviving spouse as if the participant had survived to his earliest retirement age, retired with an immediate 50% joint and survivor annuity, and died on the day after attaining his early retirement date.
Normal form of benefit	If single, single life annuity payable monthly. If married, actuarially equivalent joint and survivor annuity payable monthly.

Future Plan Changes

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

Change in Plan Provisions Since Prior Year

There were no changes in benefits valued since the prior year.

Union Underwear Pension Plan
EIN/PN: 61-1411269/001
2009 Schedule SB, Part V - Summary of Plan Provisions

Plan Provisions — Legacy Russell Corporation Revised Pension Plan

The most recent amendment reflected in the following plan provisions was adopted and became effective on March 31, 2006.

Effective Date	July 1, 1968 as amended and restated effective January 1, 2002
Covered Employee	Employees who are 21 years old with one year of employment or who were plan participants as of 12/31/1996.

Employees of the following groups are not eligible to participate before the dates shown:

Russell Athletic	01/04/1990
Cross Creek	01/01/1991
Russell Athletic West	03/31/1993
DeSoto Mills, Inc.	04/01/1995
Mossy Oak Apparel	04/28/2000

Employees in the following groups are not eligible to participate

Bike Athletic Company
American Sports International
Brooks

Effective January 1, 2006, no additional employees will be eligible to participate in the plan.

Definitions

Vesting service	One year for each plan year that the employee works at least 1,000 hours for Russell Corporation. If terminated before 01/01/1985, the employee receives no service for time worked before age 22. If terminated after 12/31/1984, the employee receives no service for time worked before age 18. Hours of service are measured from the date of hire.

Eligibility for Benefits

Normal retirement	Age 65
Early retirement	Age 55 and 20 years of service
Disability	Age at which total and permanent disability occurs providing the participant has 15 years of service.
Deferred vested	Termination for reasons other than death or retirement after completing five years of vesting service

Union Underwear Pension Plan
EIN/PN: 61-1411269/001
2009 Schedule SB, Part V - Summary of Plan Provisions

Preretirement spouse benefit	Death while eligible for normal, early, postponed, or deferred vested retirement benefits, with a surviving spouse

Retirement Benefits

Normal retirement	Frozen accrued benefit as of March 31, 2006.
Early retirement	Active Participant — Monthly pension benefit determined as of early retirement date, reduced 5.0% per year for the first five years commencement precedes age 65 and 6 2/3% per year, for each of the next five years. Deferred Vested Participant — Accrued benefit, reduced actuarially for payment as early as age 55. The plan's definition of actuarial equivalence is based on UP-1984 Unisex Pension Mortality Table set back 2 years and an 8.50% interest rate.
Postponed retirement	Frozen accrued benefit as of March 31, 2006.
Disability	Frozen accrued benefit as of March 31, 2006.
Spouse's benefit	Early Retirement Eligible Participant— A monthly benefit payable to the surviving spouse equal to the amount the spouse would have received had the participant retired the day before his death with an immediate 50% joint and survivor annuity. Other Vested Participant—A monthly benefit payable to the surviving spouse as if the participant had survived to his earliest retirement age, retired with an immediate 50% joint and survivor annuity, and died on the day after attaining his early retirement date.
Normal form of benefit	If single, single life annuity payable monthly. If married, actuarially equivalent joint and survivor annuity payable monthly.

Future Plan Changes

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

Change in Plan Provisions Since Prior Year

There have been no changes in benefits valued since the prior year.

Union Underwear Pension Plan
EIN/PN: 61-1411269/001
2009 Schedule SB, Part V - Summary of Plan Provisions

Plan Provisions — Legacy Russell Corporation Pension Plan for Hourly-Rate Employees of the Huffy Sports Division

The most recent amendment reflected in the following plan provisions was adopted on January 1, 2007 and becomes effective on June 18, 2007.

Effective Date	March 1, 1984 as amended through December 22, 2005.
Covered Employee	All hourly-rate production and maintenance employees at the Waukesha, Wisconsin location who are represented by District No. 10 of the International Association of Machinists and Aerospace workers.

Definitions

Vesting service	One year for each one-year period of service beginning on his employment date and each anniversary of that date.

Eligibility for Benefits

Normal retirement	The later of age 65 and the completion of 5 years of service.
Early retirement	Age 60 and 5 years of service.
Deferred vested	Termination for reasons other than death disability or retirement after completing five years of vesting service.
Preretirement spouse benefit	Death while eligible for normal, early, postponed, or deferred vested retirement benefits, with a surviving spouse.

Retirement Benefits

Normal retirement	Monthly accrued pension benefit
Early retirement	Monthly pension benefit determined as of early retirement date, reduced 0.6% for each month commencement precedes age 65.
Postponed retirement	Monthly pension benefit determined as of actual retirement date
Spouse's benefit	If a vested participant who has not yet retired dies before the earliest retirement date, the participant's spouse will receive a benefit equal to the benefit the spouse would have received had the participant separated from service on the date of death, survived to an early retirement date, retired with an immediate joint & 50% survivor annuity at an early retirement date and died the next day. If a vested participant, who has not yet retired, dies after the earliest retirement date, the participant's spouse will receive a benefit equal to the benefit the spouse would have received had the participant retired on the date of death and elected to receive a joint & 50% survivor annuity.

Union Underwear Pension Plan

EIN/PN: 61-1411269/001

2009 Schedule SB, Part V - Summary of Plan Provisions

Actuarial Equivalence	To convert to optional forms of payment, the plan's definition of actuarial equivalence is based on UP-1984 Unisex Pension Mortality Table set back 2 years for participants and 1 year for joint and survivor beneficiaries, and an 8.50% interest rate.
Normal form of benefit	If single, single life annuity payable monthly. If married, actuarially equivalent 50% joint and survivor annuity payable monthly.

Future Plan Changes

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

Changes in Benefits Valued Since Prior Year

There have been no changes in benefits valued since the prior year.

Union Underwear Pension Plan
EIN/PN: 61-1411269/001
2009 Schedule SB, Part V - Statement of Actuarial Assumptions/Methods

Actuarial Assumptions and Methods — Contributions

Economic Assumptions

Interest rate basis:

▸ Applicable month	Yields during October 2008
▸ Yield curve basis	Full yield curve
▸ Transition from current liability rates	N/A

Interest rates:

▸ 10-year rate	8.85%
▸ 20-year rate	8.16%
▸ 30-year rate	7.48%
▸ Effective interest rate	8.12%

Lump Sum rate basis:

▸ Rate	Same as above
▸ Mortality	IRS prescribed 417(e)(3) Applicable Mortality Table for 2009

Demographic Assumptions

Mortality

▸ Healthy	Separate rates for non-annuitants (based on RP-2000 "Employees" table without collar or amount adjustments, projected to 2024 using Scale AA) and annuitants (based on RP-2000 "Healthy Annuitants" table without collar or amount adjustments, projected to 2016 using Scale AA)
▸ Disabled	Pre-1995 Sex Distinct Disability Mortality Table (Rev. Ruling 96-7)
Termination	Rates vary by age, service and prior plan Legacy Union Underwear Pension Plan — See exhibit A, table A Legacy Russell Pension Plan— See exhibit B, table A
Disability	Rates vary by age, service and prior plan Legacy Union Underwear Pension Plan— See exhibit A, table B Legacy Russell Pension Plan— See exhibit B, table B
Retirement	Rates vary by age, service and prior plan Legacy Union Underwear Pension Plan — See exhibit A, table C Legacy Russell Pension Plan— See exhibit B, table C

Union Underwear Pension Plan

EIN/PN: 61-1411269/001

2009 Schedule SB, Part V - Statement of Actuarial Assumptions/Methods

Benefit commencement date:

- Preretirement death benefit — Legacy Union Underwear Pension Plan — If early retirement eligible or has completed 25 years of service, the date of death, otherwise age 65.

  Legacy Russell Pension Plan — If retirement eligible, the date of death, otherwise age 65.

  Legacy Huffy Pension Plan — The later of the death of the active participant or the date the participant would have attained age 60.

- Deferred vested benefit — Legacy Union Underwear Pension Plan — For current active participants, assume age 62 for participants that have completed 10 years of service; otherwise age 65. All current deferred participants are assumed to commence at age 62.

  Legacy Russell Pension Plan — Later of current age and age 65.

  Legacy Huffy Pension Plan — Later of current age and age 65.

- Disability benefit — Upon disablement.

- Retirement benefit — Upon early or normal retirement.

Form of payment

- Legacy Union Underwear Pension Plan

  Actives

  Ages 64 and younger

	Single	Married
Life Annuity	50.00%	31.25%
50% Joint and Survivor	0.00%	6.25%
75% Joint and Survivor	0.00%	12.50%
10 Year Certain and Life	25.00%	25.00%
15 year Certain and Life	25.00%	25.00%
Lump Sum	0.00%	0.00%

  Ages 65 and older

	Single	Married
Lump Sum	100%	100%

  Deferred vested - Value the accrued benefit as a life annuity

- Legacy Russell Pension Plan — life annuity if single; 40% of married participants elect a 50% joint and survivor (contingent) benefit and remaining 60% elect a life annuity.

- Legacy Huffy Pension Plan — life annuity for unmarried participants and 50% joint and survivor annuity for married participants

Union Underwear Pension Plan

EIN/PN: 61-1411269/001

2009 Schedule SB, Part V - Statement of Actuarial Assumptions/Methods

Percent married	Legacy Union Underwear Pension Plan — 80% of males; 80% of females Legacy Russell Pension Plan — 75% of males; 75% of females Legacy Huffy Pension Plan — 85% of males; 50% of females
Spouse age	Wife three years younger than husband
Administrative expense	$3,000,000
Accrued benefits	Provided by the plan administrator for each participant as of January 1, 2009

Methods

▸ Valuation date	First day of plan year
▸ Funding target	Present value of accrued benefits
▸ Target normal cost	Present value of benefits expected to accrue during plan year plus plan-related expenses expected to be paid from plan assets during plan year
▸ Actuarial value of assets	Average of the fair market value of assets on the valuation date and the two immediately preceding valuation dates, adjusted for contributions, benefits, administrative expenses and expected earnings (with such expected earnings limited as described in IRS Notice 2009-22) . The average asset value must be within 10% of fair value, including contributions receivable. The method of computing the actuarial value of assets complies with rules governing the calculation of such values under the Pension Protection Act of 2006 (PPA). These rules produce smoothed values that reflect the underlying market value of plan assets but fluctuate less than the market value. As a result, the actuarial value of assets will be lower than the market value in some years and greater in other years.

Benefits Not Valued	All benefits described in the Plan Provisions section of this report were valued. Towers Watson has reviewed the plan provisions with Fruit of the Loom, Inc. and, based on that review, is not aware of any significant benefits required to be valued that were not.

Union Underwear Pension Plan

EIN/PN: 61-1411269/001

2009 Schedule SB, Part V - Statement of Actuarial Assumptions/Methods

Change in Assumptions and Methods Since Prior Valuation

The full corporate bond yield used to calculate the funding target and target normal cost was updated from yields during December 2007 to yields during October 2008.

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

The actuarial value of assets method was changed from fair market value of assets on the valuation date to the average of fair market value of assets on the valuation date and two immediately preceding valuation dates, adjusted for contributions, benefits, administrative expenses, and expected earnings. The average asset value must be within 10% of market value, including discounted contributions receivable.

The disability mortality table was changed to the pre-1995 sex distinct Disability Mortality table (Rev Ruling 96-7).

Assumed plan expenses of $3,000,000 were added to the target normal cost.

This report is based on a reasonable interpretation of the statute for 2009 prior to the issuance of final regulations.

The lump sum conversion mortality basis was updated to the 417(e) basis for 2009 from 2008 as required under PPA.

The assumed benefit commencement date for deferred vested participants was changed to age 62 or 65, depending on service. Previously all deferred vested participants were assumed to commence at age 65.

Union Underwear Pension Plan
EIN/PN: 61-1411269/001
2009 Schedule SB, Part V - Statement of Actuarial Assumptions/Methods

Exhibit A

Legacy Union Underwear Representative Rates

Table A

Termination Rates

	Years of Service					
Age	*1*	*2*	*3*	*4*	*5*	*6*
25	33.30%	29.60%	28.10%	28.10%	28.10%	28.10%
35	33.30%	29.60%	26.20%	23.00%	20.10%	13.90%
45	33.30%	29.60%	26.20%	23.00%	20.10%	5.60%
55	33.30%	29.60%	26.20%	23.00%	20.10%	3.30%
65	33.30%	29.60%	26.20%	23.00%	20.10%	3.30%

Table B

Disability Rates

Age	*Male Rate*	*Female Rate*
25	0.03%	0.03%
30	0.03%	0.04%
35	0.04%	0.07%
40	0.08%	0.13%
45	0.16%	0.24%
50	0.33%	0.40%
55	0.69%	0.64%
60	1.15%	0.90%
65	0.00%	0.00%

Table C

Retirement Rates

Age	*Rate*
55	50%
60	50%
65	100%

Union Underwear Pension Plan
EIN/PN: 61-1411269/001
2009 Schedule SB, Part V - Statement of Actuarial Assumptions/Methods

Exhibit B

Legacy Russell Representative Rates

Table A

Non Disabled Termination Rates
(Interpolated for Exact Ages)

	Years of Service					
Entry Age	*0*	*1*	*2*	*3*	*4*	*5-15*
25	21.47%	21.47%	17.94%	16.12%	13.34%	11.70%
30	18.89%	18.89%	15.34%	13.69%	11.92%	8.38%
35	16.47%	16.47%	13.55%	12.05%	9.21%	6.05%
40	14.44%	14.44%	12.60%	10.48%	7.12%	4.33%
45	11.80%	11.80%	10.16%	8.05%	6.17%	3.12%
50	8.25%	8.25%	6.58%	5.88%	4.45%	2.48%
55	5.50%	5.50%	4.37%	4.37%	3.53%	2.11%
60	3.45%	3.45%	3.06%	3.06%	2.91%	1.73%
65	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%

After fifteen years of service, rates are based on attained age

Table B

Disability Rates
(Interpolated for Exact Ages)

Age	*Rate*
25	0.100%
30	0.110%
35	0.120%
40	0.150%
45	0.215%
50	0.330%
55	0.580%
60	1.180%
65	0.000%

Union Underwear Pension Plan
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2009 Schedule SB, Part V - Statement of Actuarial Assumptions/Methods

Exhibit B (continued)

Table C

Retirement Rates

Age	*Rate*
55	1%
62	25%
65	95%
70	100%

Attachment to 2009 Form 5500
Schedule SB, line 32 - Schedule of Amortization Bases

Plan Name Union Underwear Pension Plan **EIN:** 61-1411269
Plan Sponsor's Name Union Underwear Company, Inc. **PN:** 001

Type of Base	Present Value of Any Remaining Installments	Valuation Date	Years Remaining	Amortization Installment
Shortfall	65,659,564	01/01/2008	6	13,088,219
Shortfall	(24,638,854)	01/01/2009	7	(4,372,133)

UNION UNDERWEAR PENSION PLAN

EIN 61-1411269, Plan #001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

December 31, 2009

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	U.S. Government and agency securities:			
	U.S. Treasury	GNMA Pool #551797 Series, 5/15/2032, 6.5%	$ 541,743	$ 572,277
	U.S. Treasury	GNMA Pool #551926 Series, 12/15/2031, 6.5%	348,552	369,158
	U.S. Treasury	GNMA Pool #552656 Series, 7/15/2032, 6.5%	669,824	708,337
	U.S. Treasury	GNMA Pool #569800 Series, 5/15/2032, 6.5%	586,572	619,633
	U.S. Treasury	GNMA Pool #578240 Series, 7/15/2032, 6.5%	659,941	697,886
	U.S. Treasury	GNMA Pool #582244 Series, 7/15/2032, 6.5%	869,897	918,927
	U.S. Treasury	GNMA Pool #583973 Series, 7/15/2032, 6.5%	297,803	314,926
	U.S. Treasury	GNMA Pool #583996 Series, 7/15/2032, 6.5%	294,368	311,294
	U.S. Treasury	GNMA Pool #583995 Series, 7/15/2032, 6.5%	262,612	277,712
	U.S. Treasury	GNMA Pool #584376 Series, 5/15/2032, 6.5%	509,797	538,530
	U.S. Treasury	GNMA Pool #584455 Series, 6/15/2032, 6.5%	151,040	159,552
	U.S. Treasury	GNMA Pool #587021 Series, 4/15/2032, 6.5%	367,134	387,826
	U.S. Treasury	GNMA Pool #591567 Series, 7/15/2032, 6.5%	87,251	92,268
	U.S. Treasury	GNMA Pool #593187 Series, 7/15/2032, 6.5%	1,242,255	1,313,681
	U.S. Treasury	United States Treasury Bills, 2-18-2010	174,971,247	174,994,575
			181,860,036	182,276,582
	Corporate and municipal bonds:			
	TX Competitive Elec Holdings	Debenture bond, 11/1/2015, 10.25%, par value $24,000,000	23,046,000	19,440,000
	TN Gas Pipeline	Debenture bond, 10/15/2028, 7.0%, par value $5,825,000	4,842,031	6,208,908
	TN Gas Pipeline	Debenture bond, 4/1/2017, 7.5%, par value $4,250,000	4,186,250	4,713,042
			32,074,281	30,361,950
	Domestic equities:			
	Gator Com Corporation	161,290 shares preferred stock	250,000	250,000
	PVTPL Claria Corporation	16,129 shares preferred stock	25,000	25,000
	General Electric Corporation	686,800 shares common stock	22,480,366	10,391,284
	Johnson & Johnson	382,600 shares common stock	22,648,422	24,643,266
	Kraft Foods Inc.	708,600 shares common stock	23,639,675	19,259,748
	Procter & Gamble	377,500 shares common stock	23,640,081	22,887,825
	United Parcel Service	257,000 shares common stock	20,043,199	14,744,090
	U.S. Bancorp	740,400 shares common stock	24,344,353	16,666,404
	Wells Fargo & Co	706,200 shares common stock	22,649,554	19,060,338
			159,720,650	127,927,955
	Venture Capital limited partnership fund -			
	JK&B Capital III	2,656,320 shares	2,656,320	967,952
	Interest in common collective trust -			
*	Northern Trust Company	COLTV Short term inv fund	2,380,233	2,380,233
	Interest in registered investment companies -			
*	Northern Trust Company	Institutional government select fund	2,271,059	2,271,059
	Total investments		$ 380,962,579	$ 346,185,731

* Represents a party-in-interest to the Plan.

The above data is based upon information which has been certified as complete and accurate by The Northern Trust Company, the trustee.

See accompanying independent auditors' report.

UNION UNDERWEAR PENSION PLAN

EIN 61-1411269, Plan #001
Schedule H, line 4j - Schedule of Reportable Transactions

Year ended December 31, 2009

	(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred With Transaction	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain or (Loss)
(a)	Single Transactions Reportable								
	U.S. Treasury	United States Treasury Bills, 2-18-2010	$ 24,995,892		$ -	$ -	$ 24,995,892	$ 24,995,892	$ -
	U.S. Treasury	United States Treasury Bills, 2-18-2010	$ 49,991,785		$ -	$ -	$ 49,991,785	$ 49,991,785	$ -
	U.S. Treasury	United States Treasury Bills, 2-18-2010	$ 49,991,785		$ -	$ -	$ 49,991,785	$ 49,991,785	$ -
	U.S. Treasury	United States Treasury Bills, 2-18-2010	$ 49,991,785		$ -	$ -	$ 49,991,785	$ 49,991,785	$ -
	U.S. Treasury	United States Treasury Bills, 11-19-2009	$ 49,968,333		$ -	$ -	$ 49,968,333	$ 49,968,333	$ -
	U.S. Treasury	United States Treasury Bills, 11-19-2009	$ 49,974,049		$ -	$ -	$ 49,974,049	$ 49,974,049	$ -
	U.S. Treasury	United States Treasury Bills, 11-19-2009	$ 49,974,049		$ -	$ -	$ 49,974,049	$ 49,974,049	$ -
	U.S. Treasury	United States Treasury Bills, 11-19-2009		$ 149,916,431	$ -	$ -	$ 149,916,431	$ 149,916,431	$ -
*	Northern Trust	COLTV Short term inv fund	$ 140,960,753		$ -	$ -	$ 140,960,753	$ 140,960,753	$ -
*	Northern Trust	COLTV Short term inv fund		$ 49,968,268	$ -	$ -	$ 49,968,268	$ 49,968,268	$ -
*	Northern Trust	COLTV Short term inv fund		$ 80,789,669	$ -	$ -	$ 80,789,669	$ 80,789,669	$ -
*	Northern Trust	MFB Northern Instl Funds Govt Select		$ 19,160,439	$ -	$ -	$ 19,160,439	$ 19,160,439	$ -
*	Northern Trust	MFB Northern Instl Funds Govt Select		$ 24,971,247	$ -	$ -	$ 24,971,247	$ 24,971,247	$ -
(b)	Series of Nonsecurity Transactions								
	None reportable.								
(c)	Aggregate Transactions in One Issue of Securities								
	Advanced Micro	Advanced Micro 7.75%		$ 27,514,375 (3 sales)	$ -	$ -	$ 24,263,750	$ 27,514,375	$ 3,250,625
*	Northern Trust Company	COLTV Short term inv fund	$ 156,179,050 (67 purchases)		$ -	$ -	$ 156,179,050	$ 156,179,050	$ -
*	Northern Trust Company	COLTV Short term inv fund		$ 162,107,340 (131 sales)	$ -	$ -	$ 162,107,340	$ 162,107,340	$ -
*	Northern Trust Company	MFB Northern Instl Funds Govt Select	$ 38,921,806 (43 purchases)		$ -	$ -	$ 38,921,806	$ 38,921,806	$ -
*	Northern Trust Company	MFB Northern Instl Funds Govt Select		$ 49,095,733 (3 sales)	$ -	$ -	$ 49,095,733	$ 49,095,733	$ -
	U.S. Treasury	United States Treasury Bills, 2-18-2010	$ 174,971,247 (4 purchases)		$ -	$ -	$ 174,971,247	$ 174,971,247	$ -
	U.S. Treasury	United States Treasury Bills, 11-19-2009	$ 149,916,431 (3 purchases)		$ -	$ -	$ 149,916,431	$ 149,916,431	$ -
	U.S. Treasury	United States Treasury Bills, 11-19-2009		$ 149,916,431 (1 sale)	$ -	$ -	$ 149,916,431	$ 149,916,431	$ -
(d)	Other Transactions Involving Securities or Parties Involved in Single Transactions Reportable								
	None reportable.								

See accompanying independent auditors' report

* Represents a party-in-interest to the Plan

Union Underwear Pension Plan

Financial Statements
as of and for the years ended December 31, 2009 and 2008,
Supplemental Schedules
as of and for the year ended December 31, 2009, and
Independent Auditors' Report

Employer Identification No. 61-1411269, Plan #001

LATTIMORE BLACK MORGAN & CAIN, PC
CERTIFIED PUBLIC ACCOUNTANTS AND BUSINESS ADVISORS

UNION UNDERWEAR PENSION PLAN

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All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

LATTIMORE BLACK MORGAN & CAIN, PC
CERTIFIED PUBLIC ACCOUNTANTS AND BUSINESS ADVISORS

INDEPENDENT AUDITORS' REPORT

To the Administrative and Investment Committees of the Union Underwear Pension Plan:

We were engaged to audit the accompanying statements of net assets available for benefits of the Union Underwear Pension Plan as of December 31, 2009 and 2008, the related statements of changes in net assets available for benefits for the years then ended and the supplemental schedules as of and for the year ended December 31, 2009 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, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 10, which was certified by The Northern Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification 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 express, and do not express, an opinion on the accompanying financial statements and supplemental schedules taken as a whole. The form and content of the information included in the financial statements and 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 the Employee Retirement Income Security Act of 1974.

Brentwood, Tennessee
October 4, 2010

Lattimore Black Morgan + Cain, PC

UNION UNDERWEAR PENSION PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31, 2009	December 31, 2008
Assets		
Investments, at fair value:		
The Northern Trust Company Collective Short-Term Investment Fund	$ 2,380,233	$ 8,308,037
The Northern Trust Company Registered Institutional Government Select Fund	2,271,059	12,444,986
U.S. Government and agency securities	182,276,582	8,620,611
Domestic equities	127,927,955	130,167,378
Corporate and municipal bonds	30,361,950	38,225,778
Venture capital limited partnership fund	967,952	1,432,715
Total investments	346,185,731	199,199,505
Receivables:		
Employer contributions	26,235,767	9,200,000
Interest and dividends	924,756	1,746,407
Plan transfer from the Russell Corporation Revised Pension Plan	-	142,618,421
Plan transfer from the Russell Corporation Pension Plan for Hourly-Rate Employees of Huffy Sports Division	-	1,761,114
Total receivables	27,160,523	155,325,942
Total assets	373,346,254	354,525,447
Liabilities		
Accrued administrative expenses	288,938	103,056
Net assets available for benefits	$ 373,057,316	$ 354,422,391

See accompanying notes.

UNION UNDERWEAR PENSION PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Years Ended December 31, 2009	2008
Increase (decrease) in net assets		
Investment income (loss):		
Net appreciation (depreciation) in fair value of investments	$ 17,203,534	$ (56,644,040)
Interest and dividends	9,694,694	11,969,682
Net investment income (loss)	26,898,228	(44,674,358)
Employer contributions	26,235,767	17,721,938
Transfer of assets from the Russell Corporation Revised Pension Plan	-	142,618,421
Transfer of assets from the Russell Corporation Pension Plan for Hourly-Rate Employees of Huffy Sports Division	-	1,761,114
Benefits paid to participants	(32,200,794)	(18,190,528)
Administrative expenses	(2,298,276)	(1,421,124)
Net increase (decrease)	18,634,925	97,815,463
Net assets available for benefits		
Beginning of year	354,422,391	256,606,928
End of year	$ 373,057,316	$ 354,422,391

See accompanying notes.

1. DESCRIPTION OF THE PLAN

The following description of the Union Underwear Pension Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan document for more complete information.

General—The Plan is a non-contributory defined benefit pension plan covering substantially all U.S. based employees of Union Underwear Company, Inc. ("Union Underwear" or the "Company") and its subsidiaries. The Plan was frozen effective December 31, 2007. Notwithstanding anything herein to the contrary, no employee has or will become a participant in the plan since December 31, 2007. Union Underwear is wholly owned by Fruit of the Loom, Inc. ("Fruit of the Loom"), which in turn is wholly owned by Berkshire Hathaway Inc.

Effective December 31, 2008, the Russell Corporation Revised Pension Plan ("Russell Pension Plan") and the Russell Corporation Pension Plan for Hourly-Rate Employees of Huffy Sporting Goods Division ("Huffy Pension Plan") also known as the ("Merged Plans") were merged with and into the Plan in accordance with the requirements of Code Section 414(1). The investments from the Merged Plans were transferred into the Plan in January 2009. Notwithstanding anything in the Plan to the contrary, to the extent required by Code Section 411(d)(6), benefits for each individual who was a participant, beneficiary or alternate payee in one of the Merged Plans as of December 31, 2008, are determined and paid pursuant to the terms of the applicable Merged Plan that were in effect immediately prior to the merger, and the terms of the Merged Plans have been attached to the Plan and deemed incorporated therein by reference for the purpose of determining and paying such benefits.

The Plan's Investment Committee is responsible for directing and overseeing the investment of Plan assets. The Northern Trust Company (the "Trustee") serves as trustee of the Plan, and, at the direction of the Investment Committee, maintains custody of all Plan investments. The Plan's Administrative Committee controls and manages the day-to-day operation and administration of the Plan, including monitoring and reporting investment performance to the Investment Committee. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Pension Benefits—Notwithstanding any other provision of the Plan, the earning or crediting of any and all further benefit accruals under the Plan ended as of December 31, 2007, and no additional service or compensation of any type will be credited to any person under the Plan in any way that would increase the accrued benefit already earned by that person under the Plan as of December 31, 2007, and no new participation in the Plan will occur after December 31, 2007. Prior to January 1, 2007, all permanent employees who had completed one year of continuous service and attained 21 years of age, as defined by the Plan, were eligible for participation in the Plan.

Pension benefits are provided to participants under several types of retirement options based upon years of continuous service and age. The Participant's continuous service does not include any continuous service after December 31, 2007. Retirement benefits are paid to pensioners or beneficiaries in various forms of joint and survivor annuities, including a lump-sum payment option. Participants are eligible for normal monthly benefit payments at age 65. Participants generally become vested in their retirement benefits upon completion of five years of continuous service.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Accounting Codification— On June 29, 2009, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards No. 168, *The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles* ("SFAS 168"). SFAS 168 is effective for periods ending after September 15, 2009 and makes the FASB *Accounting Standards Codification* ("ASC") the sole source of authoritative accounting technical literature for nongovernmental entities in the United States of America.

Basis of Accounting—The accompanying financial statements have been prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

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

Risks and Uncertainties—The Plan has utilized various investment securities including U.S. government securities, corporate and municipal debt instruments, a common collective trust, a registered investment security, a limited partnership fund, and corporate stocks. Investment securities, in general, are exposed to various risks, such as interest rate risk, credit risk, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the value of investment securities will occur in the near term and those changes could materially affect the amounts reported in the financial statements.

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

Investment Valuation and Income Recognition— Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Investments are stated at fair value as reported by the trustee. See Note 5 for discussion of fair value measurements.

Expenses—Administrative expenses of the Plan are accrued and paid by the Plan, as provided in the Plan document. Union Underwear pays accounting and other administrative services in accordance with U.S. Department of Labor guidance.

Payment of Benefits—Benefit payments to participants are recorded upon distribution.

Events Occurring After Reporting Date— The Plan's management has evaluated events and transactions that occurred between December 31, 2009 and October 4, 2010, which is the date that the financial statements were available to be issued, for possible recognition or disclosure in the financial statements.

3. FUNDING POLICY

Contributions to provide benefits under the Plan are made solely by Union Underwear in amounts no less than the minimum required by ERISA as determined by the Plan's independent actuary using the unit credit (prorated on service) cost method. The funding policy of the Plan is generally to make contributions to meet regulatory requirements plus additional amounts as determined by management based on actuarial valuations. Contributions for 2009 and 2008 represent minimum funding requirements under ERISA.

4. ACCUMULATED PLAN BENEFITS

Accumulated plan benefits are those future periodic payments under the Plan's provisions, including lump-sum distributions that are attributable to service rendered by participants as of the valuation date. No continuous service or compensation earned (or deemed to be earned) after December 31, 2007, is taken into account for purposes of determining the amount of a participant's final average compensation. Accumulated plan benefits include benefits expected to be paid to (1) retired or terminated employees or their beneficiaries, (2) beneficiaries of employees who have died, and (3) current employees or their beneficiaries.

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

The actuarial present values of accumulated plan benefits as of January 1, 2009 and 2008 are as follows:

	2009	2008
Vested benefits:		
Participants and/or beneficiaries currently receiving benefits	$ 244,241,597	$ 161,845,363
Other participants	244,271,422	156,068,560
Total vested benefits	488,513,019	317,913,923
Nonvested benefits	5,481,086	4,834,829
Total actuarial present value of accumulated plan benefits	$ 493,994,105	$ 322,748,752

Changes in the actuarial present value of the accumulated plan benefits for the years ended January 1, 2009 and 2008 are as follows:

	2009	2008
Actuarial present value of accumulated plan benefits as of beginning of period	$ 322,748,752	$ 327,155,398
Increase (decrease) during the year attributable to:		
Additional accrual of benefits and actuarial experience	784,301	8,747,465
Benefit payments	(18,192,348)	(18,410,273)
Assumption changes	(15,012,434)	(8,124,351)
Plan amendments	-	(4,909,024)
Plan merger	183,269,109	-
Interest accumulation	20,396,725	18,289,537
Actuarial present value of accumulated plan benefits as of end of period	$ 493,994,105	$ 322,748,752

The significant actuarial assumptions used in the January 1, 2009 and 2008 valuations were:

- Mortality: – 2009 RP-2000 mortality tables with blue collar adjustments and mortality improvements projected to 2015 (male and female).

  – 2008 Static Mortality Table for Annuitants and Non-Annuitants per IRC Section 1.430(h)(3)-1(e)

- Retirement age:
  50% of all eligible, active participants were assumed to retire at age 55, 25% were assumed to retire at age 60, and 25% were assumed to retire at age 65.

  2009 and 2008 - Active participants retiring at age 65 were assumed to elect 35% life annuity, 5% joint and 50% survivor annuity, 10% joint and 75% survivor annuity, 25% 10-year certain and continuous annuity, and 25% 15-year certain and continuous annuity, and deferred vested participants were assumed to retire at age 65.

- Assumed investment rate of return compounded annually: 6.50% in 2009 and 2008, and

- Discount rate compounded annually: 6.10% in 2009 and 5.85% in 2008.

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

5. FAIR VALUE MEASUREMENTS

FASB ASC 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described below:

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

Level 2 - Inputs to the valuation methodology include:
- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

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.

I. *Domestic equities, corporate and municipal bonds and U.S. government and agency securities*: Valued at the closing price reported on the active market on which the individual securities are traded.

II. *Registered investment companies*: Valued at the net asset value of shares held by the Plan at year end in an inactive market.

III. *Collective trust fund*: The value of the Plan's interest in the collective trust fund is based upon the current value of and net investment gain or loss relating to the units of participation held by the Plan.

IV. *Venture capital limited partnership fund*: Valued by management of the applicable partnerships taking into account all reasonably available information about the business and all assumptions that market participants would normally use in their estimates of value.

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

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2009 and 2008:

	Fair Value Measurements as of December 31, 2009 using the following inputs			
	Total	**Level 1**	**Level 2**	**Level 3**
Collective short-term investment fund	$ 2,380,233	$ -	$ 2,380,233	$ -
Registered institutional government select fund	2,271,059	-	2,271,059	-
U.S. Government and agency securities	182,276,582	182,276,582	-	-
Domestic equities:				
Healthcare	24,643,266	24,643,266	-	-
Financial	35,726,742	35,726,742	-	-
Consumer goods	42,147,573	42,147,573	-	-
Services	14,744,090	14,744,090	-	-
Other	10,666,284	10,666,284	-	-
Total domestic equities	127,927,955	127,927,955	-	-
Corporate and municipal bonds	30,361,950	-	30,361,950	-
Venture capital limited partnership fund	967,952	-	-	967,952
Total investments at fair value	$ 346,185,731	$ 310,204,537	$ 35,013,242	$ 967,952

	Fair Value Measurements as of December 31, 2008 using the following inputs			
	Total	Level 1	Level 2	Level 3
Collective short-term investment fund	$ 8,308,037	$ -	$ 8,308,037	$ -
Registered institutional government select fund	12,444,986	-	12,444,986	-
U.S. Government and agency securities	8,620,611	8,620,611	-	-
Domestic equities	130,167,378	130,167,378	-	-
Corporate and municipal bonds	38,225,778	-	38,225,778	-
Venture capital limited partnership fund	1,432,715	-	-	1,432,715
Total investments at fair value	$ 199,199,505	$ 138,787,989	$ 58,978,801	$ 1,432,715

The following table provides a summary of changes in fair value of the Plan's Level 3 assets for the years ended December 31, 2009 and 2008:

	Fair Value Measurements Using Significant Unobservable Inputs (Level 3)
Balance at December 31, 2007	$ 1,708,865
Unrealized losses relating to instruments still held at the reporting date	(98,033)
Purchases, sales, issuances and settlements (net)	(178,117)
Balance at December 31, 2008	1,432,715
Realized gains	39,140
Unrealized losses relating to instruments still held at the reporting date	(421,816)
Purchases, sales, issuances and settlements (net)	(82,087)
Balance at December 31, 2009	$ 967,952

6. INVESTMENTS

The Plan's investments are held in the Union Underwear Company, Inc. Master Retirement Trust (the "Master Trust"). The Master Trust was created for use of the Plan (and any affiliated pension plans) and administered by the Trustee. As of and for the years ended December 31, 2009 and 2008, the Plan was the sole investor in the Master Trust with no participation from affiliated plans.

Investments which represented five percent or more of net assets available for benefits as of December 31, 2009 and 2008 were as follows, at fair value:

	2009	2008
U.S. Treasury Bills 2-18-2010	$ 174,994,575	**
TX Competitive Elec Holdings	$ 19,440,000	$ 17,040,000
Advanced Micro Devices Senior Note 7.75%	**	$ 12,980,000
Kraft Foods Inc. - common stock	$ 19,259,748	$ 19,025,910
Procter & Gamble - common stock	$ 22,887,825	$ 23,337,050
U.S. Bancorp - common stock	**	$ 18,517,404
General Electric Corporation - common stock	**	$ 11,126,160
Johnson & Johnson - common stock	$ 24,643,266	$ 22,890,958
United Parcel Service - common stock	**	$ 14,176,120
Wells Fargo & Co - common stock	$ 19,060,338	$ 20,818,776
Northern Trust - institutional government select fund	**	$ 12,444,986

** Investment does not represent 5% or more of the Plan's net assets for the respective year.

Net appreciation (depreciation), including gains and losses on investments bought and sold, as well as held during the year, was as follows:

	2009	2008
Collective short-term investment fund	$ 369	$ 505
U.S. Government and agency securities	126,832	62,676
Domestic equities	(2,191,537)	(34,891,053)
Corporate and municipal bonds	19,650,546	(21,718,135)
Venture capital limited partnership fund	(382,676)	(98,033)
Net appreciation (depreciation) in fair value of investments	$ 17,203,534	$ (56,644,040)

7. PARTY-IN-INTEREST TRANSACTIONS

The investments in the Collective Short-Term Investment Fund and the Registered Institutional Government Select Fund totaling $4,651,292 and $20,753,023 in 2009 and 2008, respectively, are investments managed by the Trustee; therefore, transactions with these investments qualify as party-in-interest transactions. Fees paid by the Plan to the Trustee were $208,392 and $207,770 for the years ended December 31, 2009 and 2008, respectively.

8. FEDERAL INCOME TAX STATUS

The Internal Revenue Service ruled on December 10, 2003, that the Plan qualifies under Section 401(a) of the Internal Revenue Code, and, therefore, the related Master Trust is not subject to tax under present income tax law.

9. PLAN TERMINATION

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

In the event that the Plan is terminated, the net assets of the Plan will be allocated for payment of plan benefits to the participants in an order of priority determined in accordance with ERISA, applicable regulations thereunder and the Plan document as follows:

a) Certain benefits that former participants or their beneficiaries are receiving or that participants eligible for retirement would have been receiving had they retired;

b) Other vested benefits insured by the Pension Benefit Guaranty Corporation (the "PBGC"), as discussed below;

c) All other vested benefits; and

d) All nonvested benefits.

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal-age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination, subject to a statutory ceiling on the amount of an individual's monthly benefit.

As of December 31, 2009 and 2008, the PBGC guaranteed most, but not all, vested retirement benefits and certain disability and survivor's benefits up to a maximum monthly benefit of $4,500 for plan terminations.

Whether all participants receive their benefits should the Plan be terminated at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide those benefits, the priority of those benefits to be paid, and the level and type of benefits guaranteed by the PBGC at that time. Some benefits may be fully or partially provided for by the then existing assets and the PBGC guaranty while other benefits may not be provided for at all.

10. INFORMATION CERTIFIED BY THE TRUSTEE

The following is a summary of the information regarding the Master Trust as of December 31, 2009 and 2008, and for the years then ended, that was prepared by or derived from information prepared by the Trustee, furnished to the Plan administrator and included in the Plan's financial statements. The Plan administrator has obtained certifications from the Trustee that such information is complete and accurate.

	2009	2008
Statements of Net Assets:		
Investments, at fair value:		
The Northern Trust Company Collective Short-Term Investment Fund	$ 2,380,233	$ 8,308,037
The Northern Trust Company Registered Instl Govt Select Fund	2,271,059	12,444,986
U.S. Government and agency securities	182,276,582	8,620,611
Domestic equities	127,927,955	130,167,378
Corporate and municipal bonds	30,361,950	38,225,778
Venture capital limited partnership fund	967,952	1,432,715
Total investments	346,185,731	199,199,505
Receivables -		
Interest and dividends	924,756	1,746,407
Total assets	$ 347,110,487	$ 200,945,912
Statements of Changes in Net Assets -		
Investment income (loss):		
Net appreciation (depreciation) in fair value of investments	$ 17,203,534	$ (56,644,040)
Interest and dividends	9,694,694	11,969,682
Net investment income (loss)	$ 26,898,228	$ (44,674,358)

All investment balances and investment information in Note 5 and Note 6 are also certified by the Trustee.

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UNION UNDERWEAR PENSION PLAN

EIN 61-1411269, Plan #001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

December 31, 2009

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	U.S. Government and agency securities:			
	U.S. Treasury	GNMA Pool #551797 Series, 5/15/2032, 6.5%	$ 541,743	$ 572,277
	U.S. Treasury	GNMA Pool #551926 Series, 12/15/2031, 6.5%	348,552	369,158
	U.S. Treasury	GNMA Pool #552656 Series, 7/15/2032, 6.5%	669,824	708,337
	U.S. Treasury	GNMA Pool #569800 Series, 5/15/2032, 6.5%	586,572	619,633
	U.S. Treasury	GNMA Pool #578240 Series, 7/15/2032, 6.5%	659,941	697,886
	U.S. Treasury	GNMA Pool #582244 Series, 7/15/2032, 6.5%	869,897	918,927
	U.S. Treasury	GNMA Pool #583973 Series, 7/15/2032, 6.5%	297,803	314,926
	U.S. Treasury	GNMA Pool #583996 Series, 7/15/2032, 6.5%	294,368	311,294
	U.S. Treasury	GNMA Pool #583995 Series, 7/15/2032, 6.5%	262,612	277,712
	U.S. Treasury	GNMA Pool #584376 Series, 5/15/2032, 6.5%	509,797	538,530
	U.S. Treasury	GNMA Pool #584455 Series, 6/15/2032, 6.5%	151,040	159,552
	U.S. Treasury	GNMA Pool #587021 Series, 4/15/2032, 6.5%	367,134	387,826
	U.S. Treasury	GNMA Pool #591567 Series, 7/15/2032, 6.5%	87,251	92,268
	U.S. Treasury	GNMA Pool #593187 Series, 7/15/2032, 6.5%	1,242,255	1,313,681
	U.S. Treasury	United States Treasury Bills, 2-18-2010	174,971,247	174,994,575
			181,860,036	182,276,582
	Corporate and municipal bonds:			
	TX Competitive Elec Holdings	Debenture bond, 11/1/2015, 10.25%, par value $24,000,000	23,046,000	19,440,000
	TN Gas Pipeline	Debenture bond, 10/15/2028, 7.0%, par value $5,825,000	4,842,031	6,208,908
	TN Gas Pipeline	Debenture bond, 4/1/2017, 7.5%, par value $4,250,000	4,186,250	4,713,042
			32,074,281	30,361,950
	Domestic equities:			
	Gator Com Corporation	161,290 shares preferred stock	250,000	250,000
	PVTPL Claria Corporation	16,129 shares preferred stock	25,000	25,000
	General Electric Corporation	686,800 shares common stock	22,480,366	10,391,284
	Johnson & Johnson	382,600 shares common stock	22,648,422	24,643,266
	Kraft Foods Inc.	708,600 shares common stock	23,639,675	19,259,748
	Procter & Gamble	377,500 shares common stock	23,640,081	22,887,825
	United Parcel Service	257,000 shares common stock	20,043,199	14,744,090
	U.S. Bancorp	740,400 shares common stock	24,344,353	16,666,404
	Wells Fargo & Co	706,200 shares common stock	22,649,554	19,060,338
			159,720,650	127,927,955
	Venture Capital limited partnership fund -			
	JK&B Capital III	2,656,320 shares	2,656,320	967,952
	Interest in common collective trust -			
*	Northern Trust Company	COLTV Short term inv fund	2,380,233	2,380,233
	Interest in registered investment companies -			
*	Northern Trust Company	Institutional government select fund	2,271,059	2,271,059
	Total investments		$ 380,962,579	$ 346,185,731

* Represents a party-in-interest to the Plan.

The above data is based upon information which has been certified as complete and accurate by The Northern Trust Company, the trustee.

See accompanying independent auditors' report.

UNION UNDERWEAR PENSION PLAN

EIN 61-1411269, Plan #001
Schedule H, line 4j - Schedule of Reportable Transactions

Year ended December 31, 2009

	(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred With Transaction	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain or (Loss)
(a)	Single Transactions Reportable								
	U.S. Treasury	United States Treasury Bills, 2-18-2010	$ 24,995,892		$ -	$ -	$ 24,995,892	$ 24,995,892	$ -
	U.S. Treasury	United States Treasury Bills, 2-18-2010	$ 49,991,785		$ -	$ -	$ 49,991,785	$ 49,991,785	$ -
	U.S. Treasury	United States Treasury Bills, 2-18-2010	$ 49,991,785		$ -	$ -	$ 49,991,785	$ 49,991,785	$ -
	U.S. Treasury	United States Treasury Bills, 2-18-2010	$ 49,991,785		$ -	$ -	$ 49,991,785	$ 49,991,785	$ -
	U.S. Treasury	United States Treasury Bills, 11-19-2009	$ 49,968,333		$ -	$ -	$ 49,968,333	$ 49,968,333	$ -
	U.S. Treasury	United States Treasury Bills, 11-19-2009	$ 49,974,049		$ -	$ -	$ 49,974,049	$ 49,974,049	$ -
	U.S. Treasury	United States Treasury Bills, 11-19-2009	$ 49,974,049		$ -	$ -	$ 49,974,049	$ 49,974,049	$ -
	U.S. Treasury	United States Treasury Bills, 11-19-2009		$ 149,916,431	$ -	$ -	$ 149,916,431	$ 149,916,431	$ -
*	Northern Trust	COLTV Short term inv fund	$ 140,960,753		$ -	$ -	$ 140,960,753	$ 140,960,753	$ -
*	Northern Trust	COLTV Short term inv fund		$ 49,968,268	$ -	$ -	$ 49,968,268	$ 49,968,268	$ -
*	Northern Trust	COLTV Short term inv fund		$ 80,789,669	$ -	$ -	$ 80,789,669	$ 80,789,669	$ -
*	Northern Trust	MFB Northern Instl Funds Govt Select		$ 19,160,439	$ -	$ -	$ 19,160,439	$ 19,160,439	$ -
*	Northern Trust	MFB Northern Instl Funds Govt Select		$ 24,971,247	$ -	$ -	$ 24,971,247	$ 24,971,247	$ -
(b)	Series of Nonsecurity Transactions								
	None reportable.								
(c)	Aggregate Transactions in One Issue of Securities								
	Advanced Micro	Advanced Micro 7.75%		$ 27,514,375 (3 sales)	$ -	$ -	$ 24,263,750	$ 27,514,375	$ 3,250,625
*	Northern Trust Company	COLTV Short term inv fund	$ 156,179,050 (67 purchases)		$ -	$ -	$ 156,179,050	$ 156,179,050	$ -
*	Northern Trust Company	COLTV Short term inv fund		$ 162,107,340 (131 sales)	$ -	$ -	$ 162,107,340	$ 162,107,340	$ -
*	Northern Trust Company	MFB Northern Instl Funds Govt Select	$ 38,921,806 (43 purchases)		$ -	$ -	$ 38,921,806	$ 38,921,806	$ -
*	Northern Trust Company	MFB Northern Instl Funds Govt Select		$ 49,095,733 (3 sales)	$ -	$ -	$ 49,095,733	$ 49,095,733	$ -
	U.S. Treasury	United States Treasury Bills, 2-18-2010	$ 174,971,247 (4 purchases)		$ -	$ -	$ 174,971,247	$ 174,971,247	$ -
	U.S. Treasury	United States Treasury Bills, 11-19-2009	$ 149,916,431 (3 purchases)		$ -	$ -	$ 149,916,431	$ 149,916,431	$ -
	U.S. Treasury	United States Treasury Bills, 11-19-2009		$ 149,916,431 (1 sale)	$ -	$ -	$ 149,916,431	$ 149,916,431	$ -
(d)	Other Transactions Involving Securities or Parties Involved in Single Transactions Reportable								
	None reportable.								

See accompanying independent auditors' report

* Represents a party-in-interest to the Plan

Attachment to 2009 Form 5500
Schedule R, line 18 - Funded Percentage of Plans Contributing to the Liabilities of Plan Participants

Plan Name UNION UNDERWEAR PENSION PLAN **EIN:** 61-1411269
Plan Sponsor's Name UNION UNDERWEAR COMPANY, INC. **PN:** 001

Plan Name	EIN	PN	Funded Percentage
UNION UNDERWEAR PENSION PLAN	61-1411269	001	68.51
RUSSELL CORPORATION REVISED PENSION PLAN	63-0180720	002	79.38
RUSSELL CORP PEN PLAN FOR HRLY-RATE EES OF THE SPORTSWEAR DIVISION	63-0180720	001	53.72