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

2010

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

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. . . . . ▶ [ ]

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
LUXOTTICA GROUP PENSION PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 11/11/1952

2a Plan sponsor's name and address (employer, if for a single-employer plan)
(Address should include room or suite no.)
LUXOTTICA U.S. HOLDINGS CORP.

ATTN SCOTT HAKES

44 HARBOR PARK DRIVE
PORT WASHINGTON, NY 11050-4686

2b Employer Identification Number (EIN) 11-3491054

2c Sponsor's telephone number 516-484-3800

2d Business code (see instructions) 446130

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.	10/14/2011	SCOTT HAKES
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2011	VITO GIANNOLA
	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")
LUXOTTICA GROUP ERISA PLANS COMPLIANCE & INVESTMENT COMMITTEE

44 HARBOR PARK DRIVE
PORT WASHINGTON, NY 11050-4686

3b Administrator's EIN
36-4300417

3c Administrator's telephone number
516-484-3800

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**	39890
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**	17838
b	Retired or separated participants receiving benefits	**6b**	3240
c	Other retired or separated participants entitled to future benefits	**6c**	18995
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	40073
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	303
f	Total. Add lines **6d** and **6e**	**6f**	40376
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**	1315
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:
1C 1G 3H

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

9a Plan funding arrangement (check all that apply)

(1)		Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	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

2010

This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

▶ **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
LUXOTTICA GROUP PENSION PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
LUXOTTICA U.S. HOLDINGS CORP.

D Employer Identification Number (EIN)
11-3491054

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 2010

2 Assets:

a	Market value	**2a**	372623302
b	Actuarial value	**2b**	380104622

3 Funding target/participant count breakdown

			(1) Number of participants	**(2)** Funding Target
a	For retired participants and beneficiaries receiving payment	**3a**	3664	66531120
b	For terminated vested participants	**3b**	17685	147749300
c	For active participants:			
	(1) Non-vested benefits	**3c(1)**		11322050
	(2) Vested benefits	**3c(2)**		196493675
	(3) Total active	**3c(3)**	18534	207815725
d	Total	**3d**	39883	422096145

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**	6.71 %
6	Target normal cost	**6**	25985132

Statement by Enrolled Actuary

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

SIGN HERE

Signature of actuary

09/21/2011
Date

LORI A. DEVORE
Type or print name of actuary

11-05257
Most recent enrollment number

AON CONSULTING INC.
Firm name

614-436-8100
Telephone number (including area code)

44 HUTCHINSON AVE., SUITE 900
COLUMBUS, OH 43235-8619
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)	10391	22229279
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	10391	10068883
9	Amount remaining (Item 7 minus item 8)	0	12160396
10	Interest on item 9 using prior year's actual return of 21.63 %		2630294
11	Prior year's excess contributions to be added to prefunding balance:		
a	Excess contributions (Item 38 from prior year)		25255826
b	Interest on (a) using prior year's effective rate of 8.16 %		3413100
c	Total available at beginning of current plan year to add to prefunding balance		28668926
d	Portion of (c) to be added to prefunding balance		0
12	Reduction in balances due to elections or deemed elections		14572599
13	Balance at beginning of current year (item 9 + item 10 + item 11d – item 12)	0	218091

Part III Funding percentages

14	Funding target attainment percentage	14	90.00 %
15	Adjusted funding target attainment percentage	15	90.00 %
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	95.06 %
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
04/14/2010	6304614				
07/14/2010	6307812				
10/15/2010	6307812				
01/13/2011	6307812				
09/06/2011	33500000				
			Totals ► 18(b)	58728050	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	54214582

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:	
5.03 %	6.73 %	6.82 %	☐ N/A, full yield curve used

b Applicable month (enter code) **21b** 4

22 Weighted average retirement age **22** 62

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous items

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

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

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

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

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contribution for all prior years **28** 0

29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a) **29** 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** 25985132

32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	25325768	4640840
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** 30625972

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

36 Additional cash requirement (item 34 minus item 35) **36** 30625972

37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c) **37** 54214582

38 Interest-adjusted excess contributions for current year (see instructions) **38** 23588610

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.**	**2010** **This Form is Open to Public Inspection.**

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan	**B** Three-digit plan number (PN) ▶	
LUXOTTICA GROUP PENSION PLAN		002
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)	
LUXOTTICA U.S. HOLDINGS CORP.	11-3491054	

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)

AON CONSULTING

22-2232264

(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 15 70	ACTUARY	348850	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

ENHANCED INVESTMENT TECHNOLOGIES

01-0614895

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	INVESTMENT MGR	434950	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

INSTITUTIONAL CAPITAL

36-3797034

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	INVESTMENT MGR	353461	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

ARTIO GLOBAL INVESTORS

330 MADISON AVENUE
NEW YORK, NY 10017

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	INVESTMENT MGR	316936	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

PNC BANK

25-1211909

(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 18 19	TRUSTEE	232191	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

GRANT THORNTON

36-6055558

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	AUDITOR	14076	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

ROGERS CASEY, INC

06-1261666

(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	INVEST ADVISOR	19500	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

KEATING MUETHING & KLEKAMP PPL

31-0570030

(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	LEGAL	68445	Yes [ ] No [X]	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: GRANT THORNTON LLP	**b** EIN:	36-6055558
c	Position: ACCOUNTANT		
d	Address: 4000 SMITH ROAD, SUITE 500 CINCINNATI, OH 45209	**e** Telephone:	513-762-5000

Explanation: THE PLAN'S ACCOUNTANT WAS TERMINATED DURING THE 2010 PLAN YEAR FOR GENERAL BUSINESS REASONS. THERE WERE NO MATERIAL DISPUTES OR MATTERS OF DISAGREEMENT CONCERNING THE TERMINATION.

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

2010

This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan
LUXOTTICA GROUP PENSION PLAN

B Three-digit plan number (PN) ▶ 002

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
LUXOTTICA U.S. HOLDINGS CORP.

D Employer Identification Number (EIN)
11-3491054

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: TCW VALUE ADDED FUND

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

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)
95-6810619-000	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: ARTIO GLOBAL INTERNATIONAL EQUITY I

b Name of sponsor of entity listed in (a): ARTIO GLOBAL INVESTORS

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)
13-6174048-000	C	65463322

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

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

2010

This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan
LUXOTTICA GROUP PENSION PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
LUXOTTICA U.S. HOLDINGS CORP.

D Employer Identification Number (EIN)
11-3491054

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)	33000000	39807812
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	521707	701971
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	26062627	3538401
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	123497911	172217143
(5) Partnership/joint venture interests	1c(5)	141345	131399
(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)	44033884	65463322
(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)	147085309	178184804
(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	374342783	460044852
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h	626933	554024
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	626933	554024
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	373715850	459490828

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)	58728050	
	(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)		58728050
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	16046	
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)		
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		16046
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)	3063624	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	10692053	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		13755677
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	132601953	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	131596694	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		1005259

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	35812933	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		35812933
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(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)		157827
c Other income	2c		17696
d Total income. Add all **income** amounts in column (b) and enter total	2d		109493488
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	20283135	
(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)		20283135
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)	3435375	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		3435375
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		23718510
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		85774978
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) [ ] Unqualified (2) [ ] Qualified (3) [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: PLANTE & MORAN, PLLC (2) EIN: 38-1357951

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		10000000
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	
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

2010

This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan
LUXOTTICA GROUP PENSION PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
LUXOTTICA U.S. HOLDINGS CORP.

D Employer Identification Number (EIN)
11-3491054

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** 0

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): 25-1211909

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** 696

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: 67% Investment-Grade Debt: 33% High-Yield Debt: 0% Real Estate: 0% Other: 0%

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

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

Financial Statements and Report of Independent Certified Public Accountants

Luxottica Group Pension Plan

December 31, 2010 and 2009

Contents

	Page
Report of Independent Certified Public Accountants	3
Financial Statements:	
Statements of Net Assets Available for Plan Benefits	4
Statements of Changes in Net Assets Available for Plan Benefits	5
Notes to Financial Statements	6
Supplemental Schedules:	
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)	16
Schedule H, Line 4j – Schedule of Reportable Transactions	22

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Report of Independent Certified Public Accountants

Luxottica Group ERISA Plans
Compliance and Investment Committee:

We were engaged to audit the financial statements of Luxottica Group Pension Plan (the "Plan") as of December 31, 2010 and for the year then ended, and the supplemental schedules as of and for the year ended December 31, 2010, as listed in the accompanying table of contents. These financial statements and schedules are the responsibility of the Plan's management. The financial statements of the Plan as of and for the year ended December 31, 2009 were audited by other auditors, whose report dated October 5, 2010 disclaimed an opinion 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.

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 E, which was certified by PNC Bank, N.A., the trustee of the Plan, except for comparing the information with the related information included in the 2010 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 year ended December 31, 2010 that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying 2010 financial statements and supplemental schedules taken as a whole. The form and content of the information included in the 2010 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.

Plante & Moran, PLLC

October 4, 2011
Cincinnati, Ohio

Praxity
MEMBER
GLOBAL ALLIANCE OF INDEPENDENT FIRMS

LUXOTTICA GROUP PENSION PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS

December 31, 2010 and 2009

ASSETS	**2010**	**2009**
Investments, at fair value:		
Common stock	$ 172,217,143	$ 123,497,911
Collective trust	65,463,322	44,033,884
Registered investment companies	178,184,804	147,085,309
Partnerships	131,399	141,345
Money market funds	3,538,401	26,062,627
Total investments	419,535,069	340,821,076
Receivables:		
Accrued investment income	701,971	521,707
Employer contribution receivable	39,807,812	33,000,000
Total receivables	40,509,783	33,521,707
Total assets	460,044,852	374,342,783
LIABILITIES		
Accrued administrative expenses	554,024	626,933
Net assets available for plan benefits	**$ 459,490,828**	**$ 373,715,850**

The accompanying notes are an integral part of these statements.

LUXOTTICA GROUP PENSION PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS

Years ended December 31, 2010 and 2009

	2010	2009
Employer contributions	$ 58,728,050	$ 44,857,244
Investment income:		
Interest and dividend income	13,771,723	10,999,672
Net appreciation in fair value of investments	36,993,715	46,204,488
Net investment income	50,765,438	57,204,160
Benefits paid directly to participants	(20,283,135)	(13,280,521)
Administrative expenses	(3,435,375)	(3,182,151)
Net increase in net assets	85,774,978	85,598,732
Net assets available for plan benefits:		
Beginning of year	373,715,850	288,117,118
End of year	**$ 459,490,828**	**$ 373,715,850**

The accompanying notes are an integral part of these statements.

LUXOTTICA GROUP PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2010 and 2009

NOTE A – PLAN DESCRIPTION

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

1. General

The Plan is a noncontributory defined benefit retirement income plan which provides for pension benefits to certain eligible past and present employees of the Luxottica U.S. Holdings Corp. and its subsidiaries (the "Company"). The Luxottica Group ERISA Plans Compliance and Investment Committee (the "Plan Administrator") controls and manages the operation and administration of the Plan. PNC Bank, N.A. (the "Trustee") serves as the Trustee of the Plan, and together with several investment managers, manages the Plan's investments. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended.

2. Pension Benefits

Participants with three years of vesting service, as defined by the Plan, are entitled to pension benefits upon retirement. Employees are credited with one year of vesting service for each calendar year they complete at least 1,000 hours of service. Pension benefits are provided to participants based upon years of vesting service and compensation. Retirement benefits are paid to pensioners or beneficiaries in various forms, including single life annuities, joint and survivor annuities and a lump-sum payment option.

NOTE B – SUMMARY OF ACCOUNTING POLICIES

1. Basis of Accounting

The accompanying financial statements have been prepared under the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America.

2. Use of Estimates

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect the amounts reported of assets, liabilities 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.

NOTE B – SUMMARY OF ACCOUNTING POLICIES (continued)

3. Risks and Uncertainties

The Plan utilizes various investment securities including common stocks, collective trusts, registered investment companies, and partnerships. 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 values of investment securities will occur in the near term and that such 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.

4. Investment Valuation and Income Recognition

Investments are reported at fair value which is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note F for a discussion of fair value measurements. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation/(depreciation) in fair value of investments includes the plan's gains and losses on investments bought and sold as well as held during the year.

5. Expenses

Administrative expenses are paid by the Plan or the Company, as provided in the Plan Document. The Plan Sponsor provides accounting and other administrative services to the Plan at no charge.

6. Payment of Benefits

Benefit payments to participants are recorded upon distribution.

7. Subsequent Events

The Plan Administrator has evaluated subsequent events through October 4, 2011, the date the financial statements were available to be issued. The Plan Administrator is not aware of any subsequent events that would require recognition or disclosure in the Plan's financial statements.

NOTE C – FUNDING POLICY

Contributions to provide benefits under the Plan are made solely by the Company. The Company's funding policy is to make cash contributions to the Plan in accordance with amounts determined by the Plan's independent actuary. The Company met the minimum funding requirements of ERISA for the years ended December 31, 2010 and 2009. The latest actuarial valuation was prepared as of January 1, 2011 using the projected unit credit cost actuarial method.

NOTE D – ACCUMULATED PLAN BENEFITS

Accumulated plan benefits are those future periodic payments and lump-sum distributions that are attributable, under the Plan's provisions, to service rendered by employees as of the valuation date. Accumulated plan benefits include benefits expected to be paid to (1) retired participants currently receiving benefits, (2) terminated vested participants, and (3) vested active participants, and in all cases, payment of the above listed benefits to beneficiaries of employees who have died. 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 are as follows:

	2011	2010
Vested benefits:		
Retired participants including beneficiaries currently receiving payments	$57,628,886	$58,660,454
Other participants	314,756,833	286,844,982
Total vested benefits	372,385,719	345,505,436
Nonvested benefits	13,442,195	13,277,538
Total actuarial present value of accumulated plan benefits	**$385,827,914**	**$358,782,974**

The changes in the actuarial present value of the Plan's accumulated plan benefits for the years ended January 1 are as follows:

	Year Ended January 1, 2011	Year Ended January 1, 2010
Actuarial present value of accumulated plan benefits at beginning of year	$358,782,974	$334,598,077
Increase (decrease) due to:		
Benefits accumulated – net	19,421,154	19,501,320
Benefits paid	(20,283,135)	(13,280,521)
Interest due to the decrease in the discount period	27,906,921	26,246,642
Changes in actuarial assumptions (interest crediting rate changed from 4.25% in 2009 to 4.01% in 2010)	0	(8,282,544)
Actuarial present value of accumulated plan benefits at end of year	**$385,827,914**	**$358,782,974**

NOTE D – ACCUMULATED PLAN BENEFITS (continued)

The significant actuarial assumptions used in the January 1, 2011 and 2010 valuations were:

- Mortality: IRS 2011 RP-2000 Annuitant/Non-Annuitant Mortality table (2011) and IRS 2010 RP-2000 Annuitant/Non-Annuitant table (2010)
- Weighted average retirement age: 62
- Investment return: 8.0%
- Interest crediting rate: 4.01%

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.

NOTE E – INFORMATION CERTIFIED BY TRUSTEE (UNAUDITED)

The following is a summary of the unaudited information regarding the Plan as of December 31, 2010 and 2009, and for the years then ended, included in the Plan's financial statements and supplemental schedules that was prepared by or derived from information prepared by the Trustee, and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the Trustee that such information is complete and accurate.

	2010	2009
Investments – at fair value		
Common stock	$172,217,143	$123,497,911
Collective trust	65,463,322	44,033,884
Registered investment companies	178,184,804	147,085,309
Partnerships	131,399	141,345
Money market funds	3,538,401	26,062,627
Total investments	**$419,535,069**	**$340,821,076**
Receivable – accrued investment income	**$ 701,971**	**$ 521,707**

For the years ended December 31, the Plan's interest and dividend income consisted of the following:

	2010	2009
Interest and dividend income:		
Common stock	$3,063,624	$3,437,105
Registered investment companies	10,692,053	7,524,734
Money market funds	16,046	37,833
Total interest and dividend income	**$13,771,723**	**$10,999,672**

NOTE E – INFORMATION CERTIFIED BY TRUSTEE (UNAUDITED) (continued)

The Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) during 2010 and 2009 appreciated in value by $36,993,715 and $46,204,488, respectively, as follows:

	2010	2009
Net appreciation (depreciation) in fair value of Investments:		
Collective trust	$(10,214,291)	$10,350,626
Common stock	22,804,955	27,358,196
Partnerships	(8,871)	(97,006)
Registered investment companies	24,411,922	8,592,672
	$ 36,993,715	**$ 46,204,488**

The Plan's investments, which represented five percent or more of net assets available for benefits as of December 31, are as follows:

	2010	2009
PIMCO Funds Total Return Bond Fund Institutional Class	$132,663,207	$116,108,825
Artio International Equity II Group Trust Fund	$65,463,322	$44,033,884
IShares TR Russell 2000 Index Fund ETF	$45,521,597	$30,976,484
Merrill Lynch Institutional Money Market Funds	*	$24,259,843

*Investment represents less than 5% of the Plan's net assets at the specified date.

All information included in the supplemental schedules and Note F has been certified by the Trustee and has not been audited.

The Plan's independent certified public accountants did not perform auditing procedures with respect to the information in this footnote, except for comparing such information to the related information included in the financial statements and supplemental schedules.

NOTE F – FAIR VALUE MEASUREMENTS

The authoritative guidance establishes a framework for measuring fair value that provides a hierarchy that prioritizes into three levels 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) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under U.S. GAAP guidance are described below:

NOTE F – FAIR VALUE MEASUREMENTS (continued)

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

Level 2 Inputs to the valuation methodology include

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

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

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

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 need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for the Plan's assets measured at fair value.

Collective trust: Valued at the closing net asset value ("NAV") of the units held by the Plan at year end based on information reported by the Trustee.

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

Registered investment companies: Valued at the closing price reported on the active market on which the individual funds are traded.

Partnerships: Valued at the Plan's share of the total partnerships' capital as of the most recent audited financial statements at the Plan's year end.

Money market funds: Valued at a NAV of $1 per share, as reported by the Trustee.

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

NOTE F – FAIR VALUE MEASUREMENTS (continued)

The following table summarizes the Plan's investments by level within the fair value hierarchy as of December 31, 2010 and December 31, 2009.

	Level 1	Level 2	Level 3	Total
December 31, 2010				
Equity Securities:				
U.S. large cap growth	$86,482,014	$ -	$ -	$86,482,014
U.S. large cap value	85,735,129	-	-	85,735,129
Investment Funds:		-		
U.S. small cap mutual fund	45,521,597	-	-	45,521,597
International collective trust	-	65,463,322	-	65,463,322
Fixed income mutual fund	132,663,207	-	-	132,663,207
Money market funds	-	3,538,401	-	3,538,401
Limited partnerships	-	-	131,399	131,399
Total Investments	**$350,401,947**	**$69,001,723**	**$131,399**	**$419,535,069**

December 31, 2009	Level 1	Level 2	Level 3	Total
Equity Securities:				
U.S. large cap growth	$63,550,779	$ -	$ -	$63,550,779
U.S. large cap value	59,947,132	-	-	59,947,132
Investment Funds:				
U.S. small cap mutual fund	30,976,484	-	-	30,976,484
International collective trust	-	44,033,884	-	44,033,884
Fixed income mutual fund	116,108,825	-	-	116,108,825
Money market funds	-	26,062,627	-	26,062,627
Limited partnerships	-	-	141,345	141,345
Total Investments	**$270,583,220**	**$70,096,511**	**$141,345**	**$340,821,076**

Investments valued at NAV as of December 31, 2010 consisted of the Artio International Equity II Group Trust Fund ("AIE"), a collective trust fund and BlackRock Liquidity Funds and Merrill Lynch Institutional Money Market, Money Market Funds (collectively "MMF"). The AIE seeks long-term growth of capital by investing in a wide variety of equity securities issued throughout the world, normally excluding the United States. The MMF strategy is to maintain a stable $1 unit price, but it cannot guarantee that it will be able to do so. The yield of the MMF will fluctuate. The MMF invests in high-quality, short-term money market securities to obtain as high a level of current income as is consistent with the preservation of capital and liquidity.

NOTE F – FAIR VALUE MEASUREMENTS (continued)

The NAV of the MMF is determined using the market value or fair value if market data is unavailable, of the underlying securities. The funds allow for daily liquidity with 3-5 days notice required for redemption.

The NAV of the AIE is determined using the market value or fair value if market data is unavailable, of the underlying securities. Were the plan to initiate a full redemption of the AIE, the investment advisor reserves the right to temporarily delay withdrawal from the trust for up to 12 months in order to ensure that securities liquidations will be carried out in an orderly manner.

The following table reconciles the beginning and ending fair value of the Plan's Level 3 investment for the years ended December 31, 2010 and December 31, 2009.

	Partnership	
	2010	**2009**
Balance, beginning of year	$141,345	$230,856
Unrealized gains/(losses)	(8,871)	(97,006)
Purchases, sales, issuances, and settlements, net		
Purchases	--	7,495
Settlements	(1,075)	--
Balance, end of year	**$131,399**	**$141,345**

NOTE G – EXEMPT PARTY-IN-INTEREST TRANSACTIONS

Fees paid by the Plan for investment management services were included as a reduction of the return earned on each fund.

NOTE H – FEDERAL INCOME TAX STATUS

The Internal Revenue Service has determined and informed the Company by a letter dated April 5, 2010, that the Plan and related trust were designed in accordance with the applicable regulations of the Internal Revenue Code ("IRC"). The Plan Administrator believes that the Plan is currently designed and is being operated in compliance with the applicable requirements of the IRC and the Plan and related trust continue to be tax-exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

NOTE I – 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 there under and the Plan Document.

Certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation ("PBGC") if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. 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.

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.

SUPPLEMENTAL SCHEDULES

LUXOTTICA GROUP PENSION PLAN
Form 5500 E.I.N. 11-3491054 Plan No. 002

Schedule H, Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2010

(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
	Common stock	Shares		
	ACCENTURE PLC CLASS A	27,950	$ 1,049,865	$ 1,355,295
	COVIDIEN PLC	43,050	1,685,714	1,965,663
	INGERSOLL-RAND PLC	1,300	53,764	61,217
	ACE LIMITED	14,200	756,927	883,950
	TYCO INTERNATIONAL LTD	1,300	48,753	53,872
	AFLAC INC	38,100	1,891,760	2,149,983
	AT&T INC	8,700	249,538	255,606
	ABBOTT LABORATORIES INC	23,800	1,155,041	1,140,258
	ADVANCED MICRO DEVICES INC	1,500	10,804	12,270
	AGILENT TECHNOLOGIES (IPO)	4,600	147,674	190,578
	AIR PRODUCTS & CHEMICALS INC	900	78,946	81,855
	AIRGAS INC	1,200	77,911	74,952
	AKAMAI TECHNOLOGIES	23,100	972,250	1,086,855
	ALLEGHENY TECHNOLOGIES INC	1,400	67,740	77,252
	ALTERA CORP	6,400	211,441	227,712
	ALTRIA GROUP INC	66,600	1,425,686	1,639,692
	AMAZON COM INC	500	54,248	90,000
	AMERICAN EXPRESS CO	6,600	259,743	283,272
	AMERICAN TOWER CORP CL A	5,200	232,260	268,528
	AMERISOURCEBERGEN CORP	1,400	47,976	47,768
	AMERIPRISE FINANCIAL INC-W/I	700	27,867	40,285
	ANADARKO PETROLEUM CORP	700	40,349	53,312
*	AON CORP	39,200	1,526,005	1,803,592
	APACHE CORPORATION	11,850	1,050,174	1,412,875
	APARTMENT INVT & MGMT CO CL A REIT	4,200	82,286	108,528
	APPLE INC	13,300	2,348,997	4,290,048
	AUTODESK INC	400	12,031	15,280
	AUTOMATIC DATA PROCESSING INC	500	20,625	23,140
	AUTOZONE INC	3,800	777,019	1,035,842
	AVALONBAY COMMUNITIES INC REIT	5,600	581,959	630,280
	AVERY DENNISON CORP	400	16,936	16,936
	BB&T CORP	71,100	1,719,476	1,869,219
	BCE INC	67,400	1,646,285	2,390,004
	BALL CORPORATION	3,400	223,589	231,370
	BARD C R INC	2,400	189,632	220,248
	BECTON DICKINSON & CO	2,600	182,050	219,752
	BIOGEN IDEC INC	4,700	250,820	315,135
	BLACKROCK INC	8,950	1,527,988	1,705,691
	BOEING CO	15,500	977,917	1,011,530
	BOSTON PPTYS INC REIT	1,600	135,172	137,760
	BRISTOL MYERS SQUIBB CO	36,000	886,373	953,280
	BROADCOM CORP	4,900	186,294	213,395
	BROWN FORMAN CORP CLASS B	7,800	473,433	543,036
	CB RICHARD ELLIS GROUP INC	6,200	110,272	126,976
	CF INDUSTRIES HOLDINGS INC	200	24,366	27,030
	C.H.ROBINSON WORLDWIDE INC	2,200	159,539	176,418
	CIGNA CORP	800	27,318	29,328
	CSX CORP	700	43,968	45,227
	CVS CAREMARK CORPORATION	19,950	658,409	693,661
	CABLEVISION NY GROUP CLASS A	2,900	98,108	98,136

LUXOTTICA GROUP PENSION PLAN
Form 5500 E.I.N. 11-3491054 Plan No. 002

Schedule H, Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)
December 31, 2010

(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
	Common Stock			
	CAMERON INTL CORP	400	17,170	20,292
	CAMPBELL SOUP CO	11,900	421,771	413,525
	CARNIVAL CORP	2,100	96,539	96,831
	CATERPILLAR INC	8,850	543,045	828,891
	CENTURYLINK INC	2,900	134,740	133,893
	CEPHALON INC CON	1,300	77,060	80,236
	CHESAPEAKE ENERGY CORP	2,300	59,643	59,593
	CHEVRON CORPORATION	32,800	2,361,550	2,993,000
	CISCO SYSTEMS INC	4,800	109,211	97,104
	CITRIX SYSTEMS INC	13,000	495,029	889,330
	CLIFFS NATURAL RESOURCES INC	12,200	603,303	951,722
	CLOROX CO	600	39,258	37,968
	COCA COLA CO	59,600	3,254,969	3,919,892
	COCA COLA ENTERPRISES	13,800	338,119	345,414
	COGNIZANT TECHNOLOGY SOLUTIONS	27,500	1,100,831	2,015,475
	COLGATE-PALMOLIVE CO	2,300	172,377	184,851
	COMCAST CORPORATION CL A	33,300	731,884	731,601
	CONOCOPHILLIPS	55,050	2,908,195	3,748,905
	CORNING INC	6,300	112,844	121,716
	CUMMINS INC	7,300	668,380	803,073
	DARDEN RESTAURANTS INC W I	11,900	503,481	552,636
	DAVITA INC	9,100	569,387	632,359
	DEERE & CO	8,000	553,459	664,400
	DENBURY RES INC COM NEW	19,700	312,891	376,073
	DISNEY WALT CO	11,800	440,434	442,618
	DISCOVERY COMMUNICATIONS CL A	2,700	101,285	112,590
	DIRECTV CLASS A	40,100	1,527,100	1,601,193
	DOMINION RESOURCES INC VA	3,500	149,927	149,520
	DOVER CORP	3,400	148,423	198,730
	DR PEPPER SNAPPLE GROUP INC	11,100	357,387	390,276
	DUPONT E I DE NEMOURS & CO	9,200	419,428	458,896
	EMC CORP	8,200	160,871	187,780
	EOG RES INC	900	85,666	82,269
	EASTMAN CHEM CO	400	33,286	33,632
	EATON CORP	800	81,175	81,208
	ECOLAB INC	4,400	217,061	221,848
	EL PASO CORPORATION	18,100	240,992	249,056
	EMERSON ELECTRIC CO	10,100	497,969	577,417
	EQUIFAX INC	1,700	52,041	60,520
	EQUITY RESIDENTIAL SH BEN INT REIT	15,800	711,689	820,810
	EXPEDIA INC	800	20,977	20,072
	EXPEDITORS INTERNATIONAL WASHINGTON INC	4,600	239,069	251,160
	EXPRESS SCRIPTS INC	25,600	1,074,856	1,383,680
	FLIR SYSTEM INC	400	11,320	11,900
	FMC TECHNOLOGIES INC	1,300	88,633	115,583
	FMC CORPORATION NEW	3,200	233,822	255,648
	FAMILY DOLLAR STORES INC	2,600	129,059	129,246
	FASTENAL CO	7,900	396,707	473,289
	F5 NETWORKS INC	2,000	267,065	260,320
	FIRST SOLAR INC	500	67,095	65,070
	FLUOR CORP	1,000	66,124	66,260
	FORD MOTOR COMPANY	76,800	861,125	1,289,472
	FREEPORT MCMORAN COPPER & GOLD INC	300	35,706	36,027

LUXOTTICA GROUP PENSION PLAN
Form 5500 E.I.N. 11-3491054 Plan No. 002

Schedule H, Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)
December 31, 2010

(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
	Common Stock			
	FRONTIER COMMUNICATIONS CO	4,700	45,069	45,731
	GENERAL MILLS INC	45,500	1,639,438	1,619,345
	GENZYME CORP GENERAL DIVISION COM	500	35,252	35,600
	GOLDMAN SACHS GROUP INC	15,050	2,325,515	2,530,808
	GOODRICH CORPORATION	5,700	394,879	501,999
	GOOGLE INC-CL A	600	318,112	356,382
	GRAINGER W W INC	1,500	167,477	207,165
	HCP INC REIT	2,800	93,807	103,012
	HALLIBURTON CO	4,700	169,673	191,901
	HARRIS CORP	1,700	82,484	77,010
	HASBRO INC	18,600	769,739	877,548
	HEINZ H J CO	20,300	928,338	1,004,038
	THE HERSHEY COMPANY	9,100	426,934	429,065
	HEWLETT-PACKARD CO	4,500	229,687	189,450
	HONEYWELL INTL INC	59,450	2,333,691	3,160,362
	HORMEL FOODS CORP	1,000	51,610	51,260
	HOSPIRA INC	22,900	1,192,013	1,275,301
	HOST HOTELS & RESORTS INC REIT	2,900	51,717	51,823
	HUNTINGTON BANCSHARES INC	2,100	14,665	14,427
	INTEL CORP	1,600	29,068	33,648
	INTERNATIONAL BUSINESS MACHS CORP	18,200	2,071,088	2,671,032
	INTERNATIONAL FLAVORS & FRAGRANCES INC	9,800	441,247	544,782
	INTERPUBLIC GROUP COMPANIES INC	9,500	101,323	100,890
	INTUITIVE SURGICAL INC	4,700	1,477,176	1,211,425
	INTUIT SOFTWARE	6,400	302,314	315,520
	JDS UNIPHASE CORP	13,800	146,028	199,824
	JOHNSON & JOHNSON	7,400	437,782	457,690
	JOHNSON CONTROLS INC	51,550	1,150,290	1,969,210
	JUNIPER NETWORKS INC	500	17,401	18,460
	KELLOGG CO	800	42,515	40,864
	KEYCORP NEW	1,900	16,737	16,815
	KIMCO REALTY CORP REIT	1,400	25,203	25,256
	KRAFT FOODS INC - A	9,600	305,390	302,496
	LABORATORY CORP OF AMERICA HLDG	900	69,751	79,128
	LAUDER ESTEE COS INC CL A	15,600	941,843	1,258,920
	LENNAR CORP CLASS A	800	14,723	15,000
	LILLY ELI & CO	5,600	194,937	196,224
	LIMITED BRANDS INC	19,500	462,544	599,235
	LINEAR TECHNOLOGY CORP	3,500	112,198	121,065
	LORILLARD INC	800	65,008	65,648
	LOWES COMPANIES INC	101,150	2,259,545	2,536,842
	MACY'S INC	2,800	69,994	70,840
	MARATHON OIL CORP	64,400	2,239,366	2,384,732
	MARRIOTT INTERNATIONAL INC CL A	7,100	261,992	294,934
	MASTERCARD INC CL A	100	21,205	22,411
	MATTEL INC	22,500	488,286	572,175
	MC CORMICK & CO INC NON-VOTING	9,300	371,690	432,729
	MC DONALDS CORP	27,500	1,965,594	2,110,900
	MC GRAW HILL COMPANIES INC	900	26,471	32,769
	MEAD JOHNSON NUTRITION CO	12,300	607,331	765,675
	MEDCO HEALTH SOLUTIONS INC	800	45,417	49,016
	MERCK & CO INC	111,213	3,976,670	4,008,116
	METLIFE INC.	42,900	1,769,508	1,906,476

LUXOTTICA GROUP PENSION PLAN
Form 5500 E.I.N. 11-3491054 Plan No. 002

Schedule H, Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)
December 31, 2010

(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
	Common Stock			
	METROPCS COMMUNICATIONS INC	7,300	91,987	92,199
	MICROSOFT CORP	164,950	4,449,729	4,603,755
	MICROCHIP TECHNOLOGY INC	4,700	159,202	160,787
	MOLSON COORS BREWING COMPANY	29,700	1,269,665	1,490,643
	MONSANTO CO	26,200	1,607,401	1,824,568
	MURPHY OIL CORP	300	21,093	22,365
	MYLAN INC	21,200	379,977	447,956
	NATIONAL OILWELL VARCO INC	300	19,529	20,175
	NETAPP INC	29,400	839,548	1,615,824
	NETFLIX INC	1,300	238,264	228,410
	NEWFIELD EXPLORATION CO	1,600	115,318	115,376
	NEWMONT MINING CORP	41,950	1,926,812	2,576,989
	NIKE INC CLASS B	1,300	91,977	111,046
	NORFOLK SOUTHERN CORP	1,600	96,889	100,512
	NOVELLUS SYSTEMS INC	800	21,395	25,856
	O REILLY AUTOMOTIVE INC	7,700	398,513	465,234
	OCCIDENTAL PETROLEUM CORP	37,700	2,661,812	3,698,370
	ORACLE CORP	8,300	164,020	259,790
	OWENS ILL INC NEW	41,050	1,242,616	1,260,235
	PPG INDUSTRIES INC	3,200	229,821	269,024
	PACCAR INC	2,400	136,715	137,616
	PARKER HANNIFIN CORP	1,100	94,476	94,930
	PATTERSON COS INC	2,000	56,974	61,260
	PEPSICO INC	70,719	4,619,328	4,620,072
	PERKINELMER INC	700	18,168	18,074
	PFIZER INC	224,500	3,547,880	3,930,995
	PHILIP MORRIS INTERNAT-W/I	2,800	163,069	163,884
	PIONEER NAT RES CO	13,700	855,420	1,189,434
	PLUM CREEK TIMBER CO INC	3,800	137,391	142,310
	POLO RALPH LAUREN CORP CL A	200	16,514	22,184
	PRAXAIR INC	3,100	286,487	295,957
	PRECISION CASTPARTS CORP	4,900	538,855	682,129
	PRICELINE.COM INC	1,700	378,256	679,235
	PROCTER & GAMBLE CO	18,800	1,157,674	1,209,404
	PUBLIC STORAGE REITS	5,400	516,984	547,668
	QUALCOMM INC	36,750	1,442,966	1,818,758
	QWEST COMMUNICATIONS	30,800	236,699	234,388
	RAYTHEON COMPANY	1,800	82,185	83,412
	RED HAT INC	900	38,975	41,085
	REPUBLIC SVCS INC	1,400	41,330	41,804
	REYNOLDS AMERICAN INC	3,200	104,293	104,384
	ROCKWELL AUTOMATION INC	7,500	364,160	537,825
	ROCKWELL COLLINS INC	1,800	90,603	104,868
	ROPER INDS INC NEW	3,400	237,209	259,862
	ROSS STORES INC	2,200	120,630	139,150
	SAIC INC	1,400	22,231	22,204
	SALESFORCE.COM	10,300	904,204	1,359,600
	SANDISK CORP	9,400	392,067	468,684
	SANOFI-AVENTIS SPONSORED ADR	88,350	2,986,272	2,847,521
	SARA LEE CORP	3,400	59,709	59,534
	SCHWAB CHARLES CORP NEW	57,500	865,847	983,825
	SCRIPPS NETWORKS INTERAC CL A	1,200	49,283	62,100
	SHERWIN-WILLIAMS CO	2,400	171,149	201,000

LUXOTTICA GROUP PENSION PLAN
Form 5500 E.I.N. 11-3491054 Plan No. 002

Schedule H, Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)
December 31, 2010

(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
	Common Stock			
	SIGMA ALDRICH CORP	1,800	115,994	119,808
	SIMON PROPERTY GROUP INC	1,000	90,243	99,490
	SNAP ON INC	300	17,159	16,974
	SOUTHERN CO	4,300	164,972	164,389
	SOUTHWEST AIRLINES CO	3,900	50,919	50,622
	SPECTRA ENERGY CORP	3,700	93,319	92,463
	STANLEY BLACK & DECKER INC	2,300	123,997	153,801
	STARBUCKS CORP	2,300	43,515	73,899
	STARWOOD HOTELS & RESORTS WORLDWIDE INC	19,800	928,879	1,203,444
	STERICYCLE INC	2,700	192,264	218,484
	STRYKER CORP	20,900	1,042,336	1,122,330
	TJX COMPANIES INC NEW	1,800	60,461	79,902
	TARGET CORP	4,100	245,890	246,533
	TENET HEALTHCARE CORP	5,000	33,513	33,450
	TEXAS INSTRUMENTS INC	58,700	1,523,023	1,907,750
	TEXTRON INC	16,900	271,225	399,516
	3M COMPANY	4,200	347,708	362,460
	TIME WARNER INC-WHEN ISSUED	31,250	950,714	1,005,313
	TIME WARNER CABLE-W/I	2,900	191,296	191,487
	TITANIUM METALS CORP	1,100	18,817	18,898
	US BANCORP DEL COM NEW	87,800	2,034,289	2,367,966
	UNION PACIFIC CORP	1,600	143,000	148,256
	UNITED PARCEL SERVICE CL B	700	47,573	50,806
	UNITED STS STL CORP NEW	400	23,394	23,368
	UNITED TECHNOLOGIES CORP	14,000	980,232	1,102,080
	URBAN OUTFITTERS INC	800	27,970	28,648
	V-F CORP	400	30,044	34,472
	VARIAN MEDICAL SYSTEMS INC	17,100	910,367	1,184,688
	VENTAS INC	7,600	371,270	398,848
	VERISIGN INC	7,400	243,253	241,758
	VERIZON COMMUNICATIONS INC	13,400	476,304	479,452
	VIACOM INC CLASS B WI	88,900	3,173,483	3,521,329
	VISA INC CLASS A SHARES	800	66,638	56,304
	VODAFONE GROUP PLC SPONSORED ADR NEW	117,000	2,986,222	3,093,480
	VORNADO REALTY TRUST	800	67,062	66,664
	WASTE MANAGEMENT INC	2,500	91,887	92,175
	WATERS CORP	6,000	376,126	466,260
	WATSON PHARMACEUTICAL	2,300	96,323	118,795
	WELLPOINT INC	17,050	891,670	969,463
	WELLS FARGO & COMPANY	125,000	3,036,337	3,873,750
	WHOLE FOODS MKT INC	7,900	280,535	399,661
	WINDSTREAM CORP W/I	25,200	287,654	351,288
	WISCONSIN ENERGY CORP	1,200	71,063	70,632
	WYNDHAM WORLDWIDE CORP - W/I	4,300	95,843	128,828
	WYNN RESORTS LTD	5,300	477,286	550,352
	XILINX INC	5,100	138,560	147,798
	YUM! BRANDS INC	15,500	739,573	760,275
	ZIMMER HOLDINGS INC	2,100	122,043	112,728
			146,734,277	172,217,143
	Registered investment companies			
	PIMCO FDS TOTAL RETURN BD FUND INSTL CLASS	12,227,024	128,510,698	132,663,207
	ISHARES TR RUSSELL 2000 INDEX FDETF	581,820	34,886,579	45,521,597
			163,397,277	178,184,804

LUXOTTICA GROUP PENSION PLAN
Form 5500 E.I.N. 11-3491054 Plan No. 002

Schedule H, Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)
December 31, 2010

	(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
		Money market funds			
*		BLACKROCK LIQUIDITY FUNDS	1,986,667	1,986,667	1,986,667
		MERRILL LYNCH INSTITUTIONAL MONEY MARKET	1,551,734	1,551,734	1,551,734
				3,538,401	3,538,401
		Collective trust			
		ARTIO INTERNATIONAL EQUITY II GROUP TRUST FUND	450,477	67,175,520	65,463,322
		Partnership			
		CHL MEDICAL PARTNERS LP 1 UNIT = 1%	0.422	165,494	38,107
		CHL MEDICAL PARTNERS II LP 1 UNIT = 1%	0.166	216,591	93,292
				382,085	131,399
				$ 381,227,560	$ 419,535,069

* Represents a party-in-interest.

Note - The information in this schedule was certified by the trustee of the Plan as complete and accurate.

LUXOTTICA GROUP PENSION PLAN
Form 5500 E.I.N. 11-3491054 Plan No. 002

Schedule H, Line 4j - SCHEDULE OF REPORTABLE TRANSACTIONS

For the year ended December 31, 2010

(a) Identity of Party Involved	(b) Description of Assets	(c) Purchase Price	(d) Selling Price	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain (Loss)
Category (iii) - A series of transactions with respect to securities of the same issue that amount in the aggregate to more than 5 percent of the beginning value of the total plan assets:						
Merrill Lynch	Institutional Money Market					
	Purchases - 85	$ 34,690,359	$ -	$ 34,690,359	$ 34,690,359	$ -
	Sales - 55	-	57,398,467	57,398,467	57,398,467	-

There were no Category (i), (ii), or (iv) reportable transactions during the year.

Plan Sponsor: Luxottica U.S. Holdings Corp.
Plan Name: Luxottica Group Pension Plan
EIN: 11-3491054 PN : 002

Schedule SB, line 25 - Change in Method

(1) The funding interest rate has been changed from the full yield curve with a two-month lookback in 2009 to the segment interest rates with a four-month lookback in 2010.

Plan Sponsor: Luxottica U.S. Holdings Corp.
Plan Name: Luxottica Group Pension Plan
EIN: 11-3491054 PN : 002

Schedule SB, line 22 – Description of Weighted Average Retirement Age

	(1)	(2)	(3)	(4)	(5)	(6)
	Retirement		Cumulative		Retirement	
Age	qx	px	px	= (1) * (3)	Age	= (4) * (5)
55	0.050000	0.950000	1.000000	0.050000	55.0	2.750
56	0.050000	0.950000	0.950000	0.047500	56.0	2.660
57	0.050000	0.950000	0.902500	0.045125	57.0	2.572
58	0.050000	0.950000	0.857375	0.042869	58.0	2.486
59	0.100000	0.900000	0.814506	0.081451	59.0	4.806
60	0.100000	0.900000	0.733056	0.073306	60.0	4.398
61	0.100000	0.900000	0.659750	0.065975	61.0	4.024
62	0.150000	0.850000	0.593775	0.089066	62.0	5.522
63	0.150000	0.850000	0.504709	0.075706	63.0	4.769
64	0.250000	0.750000	0.429002	0.107251	64.0	6.864
65	0.250000	0.750000	0.321752	0.080438	65.0	5.228
66	0.250000	0.750000	0.241314	0.060328	66.0	3.982
67	0.500000	0.500000	0.180985	0.090493	67.0	6.063
68	0.500000	0.500000	0.090493	0.045246	68.0	3.077
69	1.000000	0.000000	0.045246	0.045246	69.0	3.122
Totals:						62.324
Total of Column (6) / Total of Column (4), Rounded to nearest age:						62.000

Plan Sponsor: Luxottica U.S. Holdings Corp.
Plan Name: Luxottica Group Pension Plan
EIN: 11-3491054 PN : 002

Schedule SB, line 32 - Schedule of Amortization Bases

Date Established	Period Remaining	Current Year Present Value Factor	Balance		Annual Payment
			Original	Remaining	
01/01/2009	6	5.26553	$18,677,078	$17,514,969	$3,326,345
01/01/2010	7	5.94205	$7,810,799	$7,810,799	$1,314,495
Total				$25,325,768	$4,640,840

Plan Sponsor: Luxottica U.S. Holdings Corp.
Plan Name: Luxottica Group Pension Plan
EIN: 11-3491054 PN : 002

Schedule SB, Line 24 – Change in Actuarial Assumptions

(1) The Compensation Increase Rates of 4.50%/3.50%/1.50% for 2010 will increase by .5% in each successive year until the final rates of 6.00%/5.00%/4.00% are reached.

(2) The interest crediting rate changed from 4.25% in 2009 to 4.01% in 2010.

Plan Sponsor: Luxottica U.S. Holdings Corp.
Plan Name: Luxottica Group Pension Plan
EIN: 11-3491054 PN : 002

Schedule SB, line 26 - Schedule of Active Participant Data

Years of Service as of 01/01/2010

Age		Under 1	01-04	05-09	10-14	15-19	20-24	25-29	30-34	35-39	40+	Total
	Count	11	2,268	92	-	-	-	-	-	-	-	2,371
Under 25	Salary	-	18,761	29,315	-	-	-	-	-	-	-	19,116
	Account	-	937	5,174	-	-	-	-	-	-	-	1,098
	Count	18	2,323	809	74	-	-	-	-	-	-	3,224
25-29	Salary	-	26,519	32,261	43,711	-	-	-	-	-	-	28,237
	Account	-	2,116	10,345	22,258	-	-	-	-	-	-	4,638
	Count	8	1,462	731	412	27	-	-	-	-	-	2,640
30-34	Salary	-	35,153	39,021	42,123	49,787	-	-	-	-	-	37,368
	Account	-	3,243	14,577	26,774	43,279	-	-	-	-	-	10,455
	Count	6	1,132	516	440	169	24	-	-	-	-	2,287
35-39	Salary	-	39,622	44,992	48,116	52,383	54,763	-	-	-	-	43,486
	Account	-	3,579	18,004	34,906	52,132	73,925	-	-	-	-	17,178
	Count	2	1,022	400	353	174	123	6	-	-	-	2,080
40-44	Salary	-	43,389	46,201	51,999	63,090	56,954	-	-	-	-	47,878
	Account	-	4,023	18,208	39,369	63,546	79,549	-	-	-	-	22,460
	Count	7	1,011	264	280	183	184	30	2	-	-	1,961
45-49	Salary	-	44,107	42,050	58,902	67,661	69,598	68,179	-	-	-	50,824
	Account	-	4,304	16,786	42,393	67,270	100,042	100,827	-	-	-	27,921
	Count	5	869	246	239	148	153	19	4	1	-	1,684
50-54	Salary	-	42,897	44,471	48,332	60,963	80,520	-	-	-	-	49,139
	Account	-	4,269	16,531	37,090	67,085	118,581	-	-	-	-	28,086
	Count	3	653	181	214	87	88	16	2	-	-	1,244
55-59	Salary	-	40,385	40,991	46,080	52,874	71,187	-	-	-	-	45,510
	Account	-	4,182	16,274	35,653	63,625	102,637	-	-	-	-	25,045
	Count	2	338	111	126	55	48	6	4	-	-	690
60-64	Salary	-	36,665	38,451	43,813	40,594	57,099	-	-	-	-	40,112
	Account	-	3,909	15,093	32,189	52,178	81,721	-	-	-	-	21,495
	Count	2	126	45	27	22	13	4	-	-	-	239
65-69	Salary	-	35,806	29,701	33,904	28,782	-	-	-	-	-	33,397
	Account	-	3,930	12,452	28,724	35,440	-	-	-	-	-	15,620
	Count	2	68	16	15	8	4	1	-	-	-	114
70 & Up	Salary	-	29,674	-	-	-	-	-	-	-	-	28,068
	Account	-	3,314	-	-	-	-	-	-	-	-	11,935
	Count	66	11,272	3,411	2,180	873	637	82	12	1	-	18,534
Totals	Salary	6,172	32,994	39,436	48,094	57,613	67,497	-	-	-	-	38,413
	Account	890	2,908	14,647	34,593	60,546	97,413	-	-	-	-	15,339

Plan Sponsor: Luxottica U.S. Holdings Corp.
Plan Name: Luxottica Group Pension Plan
EIN: 11-3491054 PN : 002

Schedule SB, Part V – Summary of Plan Provisions

The following summary describes principal plan provisions assumed in calculating the cost of your pension plan.

General Information

(1) Original Effective Date: November 11, 1952

(2) Effective Date of Last Amendment: January 1, 2009

(3) Plan Year: January 1 to December 31

(4) Employer Fiscal Year: January 1 to December 31

(5) Employer ID Number: 11-3491054

(6) Plan Administrator's ID Number: 36-4300417

(7) Plan Number: 002

(8) Plan Administrator: Luxottica Group ERISA Plans Compliance & Investment Committee

Eligibility

All employees of the Employer are eligible to participate in the Plan on the first day of the month following completion of one year of service, but after attainment of age 21. As of January 1, 1998, employees of Avant-Garde Optics, Inc. were eligible to participate in the Plan. As of June 25, 1999, employees of Ray-Ban Sun Optics, Inc. and REVCO, Inc., divisions of Bausch & Lomb, were eligible to participate in the Plan. As of January 1, 2002, employees of SunGlass Hut, Inc. were eligible to participate in the Plan. As of January 1, 2007, employees of Cole National Group, Inc. were eligible to participate in the Plan. Employees of Cole National Group, Inc. must have met the age condition and had worked 1,000 or more hours in 2006 in order to enter on January 1, 2007.

Service

Service shall equal total years of service with the Employer. A year of service is credited for each year in which an employee works 1,000 hours. A break in service occurs at the start of any plan year in which the employee works 500 hours or less for the Employer in such year. Service will not be interrupted by:

Schedule SB, Part V – Summary of Plan Provisions (Cont.)

(1) A leave of absence granted by the Employer,

(2) A period of service in the Armed Forces of the United States under which employment rights are granted,

(3) A period of disability during which the participant is being paid directly or indirectly by the Employer,

(4) Transfer of employment from one participating Employer to another.

An employee will be given credit for his pre-break service if either of the following occurs:

(1) The employee had a vested interest in his Accrued Benefit at the time of his break in service, or

(2) The employee's period of absence was less than his pre-break service or five years, whichever is greater.

Creditable service means the total number of plan years during which an employee worked at least 1,000 hours of service.

Normal Retirement Date

Normal Retirement Date is the first day of the month coincident with or next following attainment of age 65 and the fifth anniversary of participation in the Plan. Effective January 1, 2008, the fifth anniversary of participation is replaced with the third anniversary.

Normal Retirement Benefit

The benefit to be paid in a lump sum amount, which is equal to the value of the employee’s cash balance. The cash balance account increases with the interest adjustment and contributions.

The interest adjustment equals the greater of 1) one percent over the twelve-month average of the 90-day U.S. Treasury Bill established on the first business day of each month from the previous calendar year or 2) 3.5% per annum, and is applied at the end of each calendar-year quarter to the retirement account balance. Effective January 1, 2009, the 3.50% in item 2 was increased to 4.01%.

Schedule SB, Part V – Summary of Plan Provisions (Cont.)

For employees hired before January 1, 2006, the contribution is equal to a percentage of compensation based on the participant's years of vesting service as of the last day of the latest Plan Year, as shown in the table below.

Vesting Service	Percent of Pay
Less than 5	5.50%
5 but less than 15	7.25%
15 or more	10.00%

For employees hired (or rehired) after January 1, 2006 or employed by Cole National Group, Inc., the contribution is equal to a percentage of compensation based on the participant's years of vesting service as of the last day of the latest Plan Year, as shown in the table below.

Vesting Service	Percent of Pay
Less than 5	4.00%
5 but less than 10	5.00%
10 but less than 15	6.00%
15 but less than 20	8.00%
20 or more	10.00%

For Cole National Group, Inc. employees, only vesting service earned after January 1, 2007 is considered for purposes of determining the Percent of Pay credit.

For all Participants who have both attained age 50 on January 1, 1995, and whose years of age and Vesting Service as of January 1, 1995 totaled 65 or more, an additional percentage applies.

However, the distributable lump sum amount cannot be less than the present value of the participant's 1994 accrued benefit.

Schedule SB, Part V – Summary of Plan Provisions (Cont.)

Delayed Retirement

A participant may continue in the employment of the Employer after his Normal Retirement Date. In such event he will receive at actual retirement or death the greater of 1) the cash balance as of the Delayed Retirement date based on interest and contributions at that date or 2) the cash balance as of the participant's first eligible payment date with interest.

Compensation

Compensation equals total cash remuneration (excluding any deferred compensation) plus differentials and commissions.

Accrued Benefit

The Accrued Benefit at any time prior to a participant's Normal Retirement Date is an amount equal to the vested portion of his cash balance account.

Early Retirement Benefits

Upon the completion of 10 years of service and the attainment of age 55, a participant may elect to retire. He may receive a monthly benefit for life equal the actuarial equivalent of his cash balance account as of his Early Retirement Date.

Death Benefit

In the event of a vested participant's death, the benefit payable to the spouse or domestic partner, if living, will be a monthly benefit payable for the life of the surviving spouse or domestic partner, actuarially equivalent to the participant's cash balance as of his date of death, or the spouse or domestic partner may receive a one-time payment equal to the participant's cash balance account. If no surviving spouse or domestic partner exists, a single lump sum payment equal to the participant's cash balance account will be payable to the participant's estate.

Schedule SB, Part V – Summary of Plan Provisions (Cont.)

Severance Benefits

Upon the termination of employment after 3 or more years of service, a participant shall be vested in his Accrued Benefit which will be payable at Normal Retirement Date. The percentage vested shall be:

Years of Vesting Service	Vested Percentage
Less than 3 years	0%
3 or more	100%

In the event that the participant had met the Service requirement for early retirement at the date of termination, he may elect to receive his vested interest at age 55. Employees who do not work on or after January 1, 2008 are subject to a 5 year vesting schedule.

Optional Methods of Settlement

All Optional Methods of Settlement are actuarially equivalent to the normal form of annuity. If a married participant does not elect the normal form of annuity or does not elect one of the Optional Methods of Settlement described below, then the participant's retirement benefit shall automatically be paid under option [1] below. The options are:

(1) A benefit to be paid during the participant's lifetime with one-half the reduced benefit to be continued to his spouse or domestic partner for her lifetime after his death.

(2) A benefit to be paid during the participant's lifetime with three-quarters the reduced benefit to be continued to his spouse or domestic partner for her lifetime after his death.

(3) A reduced benefit to be paid during the participant's lifetime with the same reduced benefit to be continued to his spouse or domestic partner for her lifetime after his death.

(4) A reduced benefit to be paid for 120 months certain and thereafter for life.

(5) A lump sum settlement if retirement eligible. If not eligible for retirement, lump sums are only payable if less than $3,500.

Schedule SB, Part V – Summary of Plan Provisions (Cont.)

Lump sums are based on the applicable mortality table and interest rates for the November preceding the Valuation Date. All other Optional Forms of Settlement are actuarially equivalent to the normal form of payment based on the 1971 Group Annuity Mortality Tables blended for 85% males and 15% females and the PBGC lump sum rate published on January 1 of the plan year containing the distribution.

Amendment or Termination of Plan

The Employer reserves the right to amend or terminate the Plan at any time. Generally, the Pension Benefit Guaranty Corporation reserves the right to terminate the Plan if the Employer fails to meet the minimum funding standards, or is unable to pay benefits when due.

If the Plan is terminated, the plan assets will be distributed among the plan participants based upon a priority allocation procedure and the Employer shall be liable for any unfunded vested benefits to the extent required by law.

The above description is a summary only; for additional details, reference should be made to the formal plan document.

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

2010

This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

▶ **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

Luxottica Group Pension Plan

B Three-digit plan number (PN) ▶ 002

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

Luxottica U.S. Holdings Corp.

D Employer Identification Number (EIN)

11-3491054

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 2010

2	Assets:			
	a Market value		**2a**	372,623,302
	b Actuarial value		**2b**	380,104,622
3	Funding target/participant count breakdown		(1) Number of participants	(2) Funding Target
	a For retired participants and beneficiaries receiving payment	**3a**	3,664	66,531,120
	b For terminated vested participants	**3b**	17,685	147,749,300
	c For active participants:			
	(1) Non-vested benefits	**3c(1)**		11,322,050
	(2) Vested benefits	**3c(2)**		196,493,675
	(3) Total active	**3c(3)**	18,534	207,815,725
	d Total	**3d**	39,883	422,096,145
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**	6.71 %
6	Target normal cost		**6**	25,985,132

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

UAO

Signature of actuary

09/21/2011

Date

Lori A. DeVore

Type or print name of actuary

11-05257

Most recent enrollment number

Aon Consulting Inc.

Firm name

(614)436-8100

Telephone number (including area code)

445 Hutchinson Ave., Suite 900

Columbus OH 43235-8619

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)	10,391	22,229,279
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	10,391	10,068,883
9	Amount remaining (Item 7 minus item 8)	0	12,160,396
10	Interest on item 9 using prior year's actual return of 21.63 %		2,630,294
11	Prior year's excess contributions to be added to prefunding balance:		
	a Excess contributions (Item 38 from prior year)		25,255,826
	b Interest on (a) using prior year's effective rate of 8.16 %		3,413,100
	c Total available at beginning of current plan year to add to prefunding balance		28,668,926
	d Portion of (c) to be added to prefunding balance		0
12	Reduction in balances due to elections or deemed elections	0	14,572,599
13	Balance at beginning of current year (item 9 + item 10 + item 11d - item 12)	0	218,091

Part III Funding percentages

14	Funding target attainment percentage	14	90.00 %
15	Adjusted funding target attainment percentage	15	90.00 %
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	95.06 %
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
04/14/2010	6,304,614				
07/14/2010	6,307,812				
10/15/2010	6,307,812				
01/13/2011	6,307,812				
09/06/2011	33,500,000				
			Totals ► 18(b)	58,728,050	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	54,214,582

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:	
5.03 %	6.73 %	6.82 %	☐ N/A, full yield curve used

b Applicable month (enter code)	**21b**	4
22 Weighted average retirement age	**22**	62

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment	☒ Yes	☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment	☒ Yes	☐ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment	☒ Yes	☐ No

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

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contribution for all prior years	**28**	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a)	**29**	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**	25,985,132

32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	25,325,768	4,640,840
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	**33**	0
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b - item 33)	**34**	30,625,972

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

36 Additional cash requirement (item 34 minus item 35)	**36**	30,625,972
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c)	**37**	54,214,582
38 Interest-adjusted excess contributions for current year (see instructions)	**38**	23,588,610
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 SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

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A Name of plan

Luxottica Group Pension Plan

B Three-digit plan number (PN) ▶ 002

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

Luxottica U.S. Holdings Corp.

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11-3491054

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09/21/2011

Date

Lori A. DeVore

Type or print name of actuary

11-05257

Most recent enrollment number

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Firm name

(614)436-8100

Telephone number (including area code)

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5.03 %	6.73 %	6.82 %	☐ N/A, full yield curve used

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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

LUXOTTICA GROUP PENSION PLAN
Form 5500 E.I.N. 11-3491054 Plan No. 002

Schedule H, Line 4j - SCHEDULE OF REPORTABLE TRANSACTIONS

For the year ended December 31, 2010

(a) Identity of Party Involved	(b) Description of Assets	(c) Purchase Price	(d) Selling Price	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain (Loss)
Category (iii) - A series of transactions with respect to securities of the same issue that amount in the aggregate to more than 5 percent of the beginning value of the total plan assets:						
Merrill Lynch	Institutional Money Market					
	Purchases - 85	$ 34,690,359	$ -	$ 34,690,359	$ 34,690,359	$ -
	Sales - 55	-	57,398,467	57,398,467	57,398,467	-

There were no Category (i), (ii), or (iv) reportable transactions during the year.

LUXOTTICA GROUP PENSION PLAN
Form 5500 E.I.N. 11-3491054 Plan No. 002

Schedule H, Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2010

(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
	Common stock	Shares		
	ACCENTURE PLC CLASS A	27,950	$ 1,049,865	$ 1,355,295
	COVIDIEN PLC	43,050	1,685,714	1,965,663
	INGERSOLL-RAND PLC	1,300	53,764	61,217
	ACE LIMITED	14,200	756,927	883,950
	TYCO INTERNATIONAL LTD	1,300	48,753	53,872
	AFLAC INC	38,100	1,891,760	2,149,983
	AT&T INC	8,700	249,538	255,606
	ABBOTT LABORATORIES INC	23,800	1,155,041	1,140,258
	ADVANCED MICRO DEVICES INC	1,500	10,804	12,270
	AGILENT TECHNOLOGIES (IPO)	4,600	147,674	190,578
	AIR PRODUCTS & CHEMICALS INC	900	78,946	81,855
	AIRGAS INC	1,200	77,911	74,952
	AKAMAI TECHNOLOGIES	23,100	972,250	1,086,855
	ALLEGHENY TECHNOLOGIES INC	1,400	67,740	77,252
	ALTERA CORP	6,400	211,441	227,712
	ALTRIA GROUP INC	66,600	1,425,686	1,639,692
	AMAZON COM INC	500	54,248	90,000
	AMERICAN EXPRESS CO	6,600	259,743	283,272
	AMERICAN TOWER CORP CL A	5,200	232,260	268,528
	AMERISOURCEBERGEN CORP	1,400	47,976	47,768
	AMERIPRISE FINANCIAL INC-W/I	700	27,867	40,285
	ANADARKO PETROLEUM CORP	700	40,349	53,312
*	AON CORP	39,200	1,526,005	1,803,592
	APACHE CORPORATION	11,850	1,050,174	1,412,875
	APARTMENT INVT & MGMT CO CL A REIT	4,200	82,286	108,528
	APPLE INC	13,300	2,348,997	4,290,048
	AUTODESK INC	400	12,031	15,280
	AUTOMATIC DATA PROCESSING INC	500	20,625	23,140
	AUTOZONE INC	3,800	777,019	1,035,842
	AVALONBAY COMMUNITIES INC REIT	5,600	581,959	630,280
	AVERY DENNISON CORP	400	16,936	16,936
	BB&T CORP	71,100	1,719,476	1,869,219
	BCE INC	67,400	1,646,285	2,390,004
	BALL CORPORATION	3,400	223,589	231,370
	BARD C R INC	2,400	189,632	220,248
	BECTON DICKINSON & CO	2,600	182,050	219,752
	BIOGEN IDEC INC	4,700	250,820	315,135
	BLACKROCK INC	8,950	1,527,988	1,705,691
	BOEING CO	15,500	977,917	1,011,530
	BOSTON PPTYS INC REIT	1,600	135,172	137,760
	BRISTOL MYERS SQUIBB CO	36,000	886,373	953,280
	BROADCOM CORP	4,900	186,294	213,395
	BROWN FORMAN CORP CLASS B	7,800	473,433	543,036
	CB RICHARD ELLIS GROUP INC	6,200	110,272	126,976
	CF INDUSTRIES HOLDINGS INC	200	24,366	27,030
	C.H.ROBINSON WORLDWIDE INC	2,200	159,539	176,418
	CIGNA CORP	800	27,318	29,328
	CSX CORP	700	43,968	45,227
	CVS CAREMARK CORPORATION	19,950	658,409	693,661
	CABLEVISION NY GROUP CLASS A	2,900	98,108	98,136

LUXOTTICA GROUP PENSION PLAN
Form 5500 E.I.N. 11-3491054 Plan No. 002

Schedule H, Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)
December 31, 2010

(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
	Common Stock			
	CAMERON INTL CORP	400	17,170	20,292
	CAMPBELL SOUP CO	11,900	421,771	413,525
	CARNIVAL CORP	2,100	96,539	96,831
	CATERPILLAR INC	8,850	543,045	828,891
	CENTURYLINK INC	2,900	134,740	133,893
	CEPHALON INC CON	1,300	77,060	80,236
	CHESAPEAKE ENERGY CORP	2,300	59,643	59,593
	CHEVRON CORPORATION	32,800	2,361,550	2,993,000
	CISCO SYSTEMS INC	4,800	109,211	97,104
	CITRIX SYSTEMS INC	13,000	495,029	889,330
	CLIFFS NATURAL RESOURCES INC	12,200	603,303	951,722
	CLOROX CO	600	39,258	37,968
	COCA COLA CO	59,600	3,254,969	3,919,892
	COCA COLA ENTERPRISES	13,800	338,119	345,414
	COGNIZANT TECHNOLOGY SOLUTIONS	27,500	1,100,831	2,015,475
	COLGATE-PALMOLIVE CO	2,300	172,377	184,851
	COMCAST CORPORATION CL A	33,300	731,884	731,601
	CONOCOPHILLIPS	55,050	2,908,195	3,748,905
	CORNING INC	6,300	112,844	121,716
	CUMMINS INC	7,300	668,380	803,073
	DARDEN RESTAURANTS INC W I	11,900	503,481	552,636
	DAVITA INC	9,100	569,387	632,359
	DEERE & CO	8,000	553,459	664,400
	DENBURY RES INC COM NEW	19,700	312,891	376,073
	DISNEY WALT CO	11,800	440,434	442,618
	DISCOVERY COMMUNICATIONS CL A	2,700	101,285	112,590
	DIRECTV CLASS A	40,100	1,527,100	1,601,193
	DOMINION RESOURCES INC VA	3,500	149,927	149,520
	DOVER CORP	3,400	148,423	198,730
	DR PEPPER SNAPPLE GROUP INC	11,100	357,387	390,276
	DUPONT E I DE NEMOURS & CO	9,200	419,428	458,896
	EMC CORP	8,200	160,871	187,780
	EOG RES INC	900	85,666	82,269
	EASTMAN CHEM CO	400	33,286	33,632
	EATON CORP	800	81,175	81,208
	ECOLAB INC	4,400	217,061	221,848
	EL PASO CORPORATION	18,100	240,992	249,056
	EMERSON ELECTRIC CO	10,100	497,969	577,417
	EQUIFAX INC	1,700	52,041	60,520
	EQUITY RESIDENTIAL SH BEN INT REIT	15,800	711,689	820,810
	EXPEDIA INC	800	20,977	20,072
	EXPEDITORS INTERNATIONAL WASHINGTON INC	4,600	239,069	251,160
	EXPRESS SCRIPTS INC	25,600	1,074,856	1,383,680
	FLIR SYSTEM INC	400	11,320	11,900
	FMC TECHNOLOGIES INC	1,300	88,633	115,583
	FMC CORPORATION NEW	3,200	233,822	255,648
	FAMILY DOLLAR STORES INC	2,600	129,059	129,246
	FASTENAL CO	7,900	396,707	473,289
	F5 NETWORKS INC	2,000	267,065	260,320
	FIRST SOLAR INC	500	67,095	65,070
	FLUOR CORP	1,000	66,124	66,260
	FORD MOTOR COMPANY	76,800	861,125	1,289,472
	FREEPORT MCMORAN COPPER & GOLD INC	300	35,706	36,027

LUXOTTICA GROUP PENSION PLAN
Form 5500 E.I.N. 11-3491054 Plan No. 002

Schedule H, Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)
December 31, 2010

(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
	Common Stock			
	FRONTIER COMMUNICATIONS CO	4,700	45,069	45,731
	GENERAL MILLS INC	45,500	1,639,438	1,619,345
	GENZYME CORP GENERAL DIVISION COM	500	35,252	35,600
	GOLDMAN SACHS GROUP INC	15,050	2,325,515	2,530,808
	GOODRICH CORPORATION	5,700	394,879	501,999
	GOOGLE INC-CL A	600	318,112	356,382
	GRAINGER W W INC	1,500	167,477	207,165
	HCP INC REIT	2,800	93,807	103,012
	HALLIBURTON CO	4,700	169,673	191,901
	HARRIS CORP	1,700	82,484	77,010
	HASBRO INC	18,600	769,739	877,548
	HEINZ H J CO	20,300	928,338	1,004,038
	THE HERSHEY COMPANY	9,100	426,934	429,065
	HEWLETT-PACKARD CO	4,500	229,687	189,450
	HONEYWELL INTL INC	59,450	2,333,691	3,160,362
	HORMEL FOODS CORP	1,000	51,610	51,260
	HOSPIRA INC	22,900	1,192,013	1,275,301
	HOST HOTELS & RESORTS INC REIT	2,900	51,717	51,823
	HUNTINGTON BANCSHARES INC	2,100	14,665	14,427
	INTEL CORP	1,600	29,068	33,648
	INTERNATIONAL BUSINESS MACHS CORP	18,200	2,071,088	2,671,032
	INTERNATIONAL FLAVORS & FRAGRANCES INC	9,800	441,247	544,782
	INTERPUBLIC GROUP COMPANIES INC	9,500	101,323	100,890
	INTUITIVE SURGICAL INC	4,700	1,477,176	1,211,425
	INTUIT SOFTWARE	6,400	302,314	315,520
	JDS UNIPHASE CORP	13,800	146,028	199,824
	JOHNSON & JOHNSON	7,400	437,782	457,690
	JOHNSON CONTROLS INC	51,550	1,150,290	1,969,210
	JUNIPER NETWORKS INC	500	17,401	18,460
	KELLOGG CO	800	42,515	40,864
	KEYCORP NEW	1,900	16,737	16,815
	KIMCO REALTY CORP REIT	1,400	25,203	25,256
	KRAFT FOODS INC - A	9,600	305,390	302,496
	LABORATORY CORP OF AMERICA HLDG	900	69,751	79,128
	LAUDER ESTEE COS INC CL A	15,600	941,843	1,258,920
	LENNAR CORP CLASS A	800	14,723	15,000
	LILLY ELI & CO	5,600	194,937	196,224
	LIMITED BRANDS INC	19,500	462,544	599,235
	LINEAR TECHNOLOGY CORP	3,500	112,198	121,065
	LORILLARD INC	800	65,008	65,648
	LOWES COMPANIES INC	101,150	2,259,545	2,536,842
	MACY'S INC	2,800	69,994	70,840
	MARATHON OIL CORP	64,400	2,239,366	2,384,732
	MARRIOTT INTERNATIONAL INC CL A	7,100	261,992	294,934
	MASTERCARD INC CL A	100	21,205	22,411
	MATTEL INC	22,500	488,286	572,175
	MC CORMICK & CO INC NON-VOTING	9,300	371,690	432,729
	MC DONALDS CORP	27,500	1,965,594	2,110,900
	MC GRAW HILL COMPANIES INC	900	26,471	32,769
	MEAD JOHNSON NUTRITION CO	12,300	607,331	765,675
	MEDCO HEALTH SOLUTIONS INC	800	45,417	49,016
	MERCK & CO INC	111,213	3,976,670	4,008,116
	METLIFE INC.	42,900	1,769,508	1,906,476

LUXOTTICA GROUP PENSION PLAN
Form 5500 E.I.N. 11-3491054 Plan No. 002

Schedule H, Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)
December 31, 2010

(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
	Common Stock			
	METROPCS COMMUNICATIONS INC	7,300	91,987	92,199
	MICROSOFT CORP	164,950	4,449,729	4,603,755
	MICROCHIP TECHNOLOGY INC	4,700	159,202	160,787
	MOLSON COORS BREWING COMPANY	29,700	1,269,665	1,490,643
	MONSANTO CO	26,200	1,607,401	1,824,568
	MURPHY OIL CORP	300	21,093	22,365
	MYLAN INC	21,200	379,977	447,956
	NATIONAL OILWELL VARCO INC	300	19,529	20,175
	NETAPP INC	29,400	839,548	1,615,824
	NETFLIX INC	1,300	238,264	228,410
	NEWFIELD EXPLORATION CO	1,600	115,318	115,376
	NEWMONT MINING CORP	41,950	1,926,812	2,576,989
	NIKE INC CLASS B	1,300	91,977	111,046
	NORFOLK SOUTHERN CORP	1,600	96,889	100,512
	NOVELLUS SYSTEMS INC	800	21,395	25,856
	O REILLY AUTOMOTIVE INC	7,700	398,513	465,234
	OCCIDENTAL PETROLEUM CORP	37,700	2,661,812	3,698,370
	ORACLE CORP	8,300	164,020	259,790
	OWENS ILL INC NEW	41,050	1,242,616	1,260,235
	PPG INDUSTRIES INC	3,200	229,821	269,024
	PACCAR INC	2,400	136,715	137,616
	PARKER HANNIFIN CORP	1,100	94,476	94,930
	PATTERSON COS INC	2,000	56,974	61,260
	PEPSICO INC	70,719	4,619,328	4,620,072
	PERKINELMER INC	700	18,168	18,074
	PFIZER INC	224,500	3,547,880	3,930,995
	PHILIP MORRIS INTERNAT-W/I	2,800	163,069	163,884
	PIONEER NAT RES CO	13,700	855,420	1,189,434
	PLUM CREEK TIMBER CO INC	3,800	137,391	142,310
	POLO RALPH LAUREN CORP CL A	200	16,514	22,184
	PRAXAIR INC	3,100	286,487	295,957
	PRECISION CASTPARTS CORP	4,900	538,855	682,129
	PRICELINE.COM INC	1,700	378,256	679,235
	PROCTER & GAMBLE CO	18,800	1,157,674	1,209,404
	PUBLIC STORAGE REITS	5,400	516,984	547,668
	QUALCOMM INC	36,750	1,442,966	1,818,758
	QWEST COMMUNICATIONS	30,800	236,699	234,388
	RAYTHEON COMPANY	1,800	82,185	83,412
	RED HAT INC	900	38,975	41,085
	REPUBLIC SVCS INC	1,400	41,330	41,804
	REYNOLDS AMERICAN INC	3,200	104,293	104,384
	ROCKWELL AUTOMATION INC	7,500	364,160	537,825
	ROCKWELL COLLINS INC	1,800	90,603	104,868
	ROPER INDS INC NEW	3,400	237,209	259,862
	ROSS STORES INC	2,200	120,630	139,150
	SAIC INC	1,400	22,231	22,204
	SALESFORCE.COM	10,300	904,204	1,359,600
	SANDISK CORP	9,400	392,067	468,684
	SANOFI-AVENTIS SPONSORED ADR	88,350	2,986,272	2,847,521
	SARA LEE CORP	3,400	59,709	59,534
	SCHWAB CHARLES CORP NEW	57,500	865,847	983,825
	SCRIPPS NETWORKS INTERAC CL A	1,200	49,283	62,100
	SHERWIN-WILLIAMS CO	2,400	171,149	201,000

LUXOTTICA GROUP PENSION PLAN
Form 5500 E.I.N. 11-3491054 Plan No. 002

Schedule H, Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)
December 31, 2010

(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
	Common Stock			
	SIGMA ALDRICH CORP	1,800	115,994	119,808
	SIMON PROPERTY GROUP INC	1,000	90,243	99,490
	SNAP ON INC	300	17,159	16,974
	SOUTHERN CO	4,300	164,972	164,389
	SOUTHWEST AIRLINES CO	3,900	50,919	50,622
	SPECTRA ENERGY CORP	3,700	93,319	92,463
	STANLEY BLACK & DECKER INC	2,300	123,997	153,801
	STARBUCKS CORP	2,300	43,515	73,899
	STARWOOD HOTELS & RESORTS WORLDWIDE INC	19,800	928,879	1,203,444
	STERICYCLE INC	2,700	192,264	218,484
	STRYKER CORP	20,900	1,042,336	1,122,330
	TJX COMPANIES INC NEW	1,800	60,461	79,902
	TARGET CORP	4,100	245,890	246,533
	TENET HEALTHCARE CORP	5,000	33,513	33,450
	TEXAS INSTRUMENTS INC	58,700	1,523,023	1,907,750
	TEXTRON INC	16,900	271,225	399,516
	3M COMPANY	4,200	347,708	362,460
	TIME WARNER INC-WHEN ISSUED	31,250	950,714	1,005,313
	TIME WARNER CABLE-W/I	2,900	191,296	191,487
	TITANIUM METALS CORP	1,100	18,817	18,898
	US BANCORP DEL COM NEW	87,800	2,034,289	2,367,966
	UNION PACIFIC CORP	1,600	143,000	148,256
	UNITED PARCEL SERVICE CL B	700	47,573	50,806
	UNITED STS STL CORP NEW	400	23,394	23,368
	UNITED TECHNOLOGIES CORP	14,000	980,232	1,102,080
	URBAN OUTFITTERS INC	800	27,970	28,648
	V-F CORP	400	30,044	34,472
	VARIAN MEDICAL SYSTEMS INC	17,100	910,367	1,184,688
	VENTAS INC	7,600	371,270	398,848
	VERISIGN INC	7,400	243,253	241,758
	VERIZON COMMUNICATIONS INC	13,400	476,304	479,452
	VIACOM INC CLASS B WI	88,900	3,173,483	3,521,329
	VISA INC CLASS A SHARES	800	66,638	56,304
	VODAFONE GROUP PLC SPONSORED ADR NEW	117,000	2,986,222	3,093,480
	VORNADO REALTY TRUST	800	67,062	66,664
	WASTE MANAGEMENT INC	2,500	91,887	92,175
	WATERS CORP	6,000	376,126	466,260
	WATSON PHARMACEUTICAL	2,300	96,323	118,795
	WELLPOINT INC	17,050	891,670	969,463
	WELLS FARGO & COMPANY	125,000	3,036,337	3,873,750
	WHOLE FOODS MKT INC	7,900	280,535	399,661
	WINDSTREAM CORP W/I	25,200	287,654	351,288
	WISCONSIN ENERGY CORP	1,200	71,063	70,632
	WYNDHAM WORLDWIDE CORP - W/I	4,300	95,843	128,828
	WYNN RESORTS LTD	5,300	477,286	550,352
	XILINX INC	5,100	138,560	147,798
	YUM! BRANDS INC	15,500	739,573	760,275
	ZIMMER HOLDINGS INC	2,100	122,043	112,728
			146,734,277	172,217,143
	Registered investment companies			
	PIMCO FDS TOTAL RETURN BD FUND INSTL CLASS	12,227,024	128,510,698	132,663,207
	ISHARES TR RUSSELL 2000 INDEX FDETF	581,820	34,886,579	45,521,597
			163,397,277	178,184,804

LUXOTTICA GROUP PENSION PLAN
Form 5500 E.I.N. 11-3491054 Plan No. 002

Schedule H, Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)
December 31, 2010

	(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
		Money market funds			
*		BLACKROCK LIQUIDITY FUNDS	1,986,667	1,986,667	1,986,667
		MERRILL LYNCH INSTITUTIONAL MONEY MARKET	1,551,734	1,551,734	1,551,734
				3,538,401	3,538,401
		Collective trust			
		ARTIO INTERNATIONAL EQUITY II GROUP TRUST FUND	450,477	67,175,520	65,463,322
		Partnership			
		CHL MEDICAL PARTNERS LP 1 UNIT = 1%	0.422	165,494	38,107
		CHL MEDICAL PARTNERS II LP 1 UNIT = 1%	0.166	216,591	93,292
				382,085	131,399
				$ 381,227,560	$ 419,535,069

* Represents a party-in-interest.

Note - The information in this schedule was certified by the trustee of the Plan as complete and accurate.