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
CU COOPERATIVE SYSTEMS, INC. EMPLOYEE RETIREMENT SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 033

1c Effective date of plan 01/01/1993

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

9692 HAVEN AVENUE
RANCHO CUCAMONGA, CA 91730-5891

9692 HAVEN AVENUE
RANCHO CUCAMONGA, CA 91730-5891

2b Employer Identification Number (EIN)
95-3732627

2c Sponsor's telephone number
800-782-9042

2d Business code (see instructions)
522300

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

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
CU COOPERATIVE SYSTEMS, INC.

9692 HAVEN AVENUE
RANCHO CUCAMONGA, CA 91730-5891

3b Administrator's EIN
95-3732627

3c Administrator's telephone number
800-782-9042

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**	921
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**	556
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	193
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	749
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	5
f	Total. Add lines **6d** and **6e**	**6f**	754
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	754
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	46
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:
2E 2F 2G 2J 2K 2T 3D 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)		**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 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
CU COOPERATIVE SYSTEMS, INC. EMPLOYEE RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 033

C Plan sponsor's name as shown on line 2a of Form 5500
CU COOPERATIVE SYSTEMS, INC.

D Employer Identification Number (EIN)
95-3732627

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).. . . . . [X] 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

FID.INV.INST.OPS.CO.

04-2647786

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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?
64 65 37 60	RECORDKEEPER	18900	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ABF LG CAP VAL INV - BOSTON FINANCI 04-2526037	0.40%

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

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

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
INVS CHARTER INST - INVESCO AIM INV 98-0557567	0.35%

Part I Service Provider Information (continued)

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

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MAINSTAY LGCP GR R1 - BOSTON FINANC 04-2526037	0.35%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PERKINS MID CP VAL S - JANUS SERVIC 43-1804048	0.50%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIMCO TOT RETURN ADM - BOSTON FINAN 04-2526037	0.25%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ROYCE VALUE PLUS SER - BOSTON FINAN 04-2526037	0.45%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
WFA DISCOVERY INV - BOSTON FINANCIA 04-2526037	0.55%

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

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
CU COOPERATIVE SYSTEMS, INC. EMPLOYEE RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 033

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
CU COOPERATIVE SYSTEMS, INC.

D Employer Identification Number (EIN)
95-3732627

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: FID MGD INC PORT

b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
04-3022712-024	C	2066199

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

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

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

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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
CU COOPERATIVE SYSTEMS, INC. EMPLOYEE RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 033

C Plan sponsor's name as shown on line 2a of Form 5500
CU COOPERATIVE SYSTEMS, INC.

D Employer Identification Number (EIN)
95-3732627

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)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	710365	876128
(9) Value of interest in common/collective trusts	1c(9)	1657781	2066199
(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)	12933790	18556057
(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	15301936	21498384
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	15301936	21498384

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)	1851562	
	(B) Participants	2a(1)(B)	1788153	
	(C) Others (including rollovers)	2a(1)(C)	239569	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		3879284
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	39917	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		39917
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	337080	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		337080
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		

			(a) Amount	(b) Total
2b	**(5)** Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		
	(6) Net investment gain (loss) from common/collective trusts	2b(6)		75038
	(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)		1790144
c	Other income	2c		
d	Total income. Add all **income** amounts in column (b) and enter total	2d		6121463
	Expenses			
e	Benefit payment and payments to provide benefits:			
	(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1189747	
	(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)		1189747
f	Corrective distributions (see instructions)	2f		
g	Certain deemed distributions of participant loans (see instructions)	2g		957
h	Interest expense	2h		
i	Administrative expenses: **(1)** Professional fees	2i(1)		
	(2) Contract administrator fees	2i(2)		
	(3) Investment advisory and management fees	2i(3)		
	(4) Other	2i(4)	19519	
	(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		19519
j	Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1210223
	Net Income and Reconciliation			
k	Net income (loss). Subtract line **2j** from line **2d**	2k		4911240
l	Transfers of assets:			
	(1) To this plan	2l(1)		1285208
	(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: HOLTHOUSE CARLIN & VAN TRIGT LLP **(2)** EIN: 95-4345526

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		1000000
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		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X	

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

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

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

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
CU COOPERATIVE SYSTEMS, INC. EMPLOYEE RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 033

C Plan sponsor's name as shown on line 2a of Form 5500
CU COOPERATIVE SYSTEMS, INC.

D Employer Identification Number (EIN)
95-3732627

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): 04-6568107

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

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

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 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: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

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

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

CU COOPERATIVE SYSTEMS, INC.
EMPLOYEE RETIREMENT SAVINGS PLAN

FINANCIAL STATEMENTS,
SUPPLEMENTAL SCHEDULE
AND
INDEPENDENT AUDITORS' REPORT
DECEMBER 31, 2010

CU COOPERATIVE SYSTEMS, INC.
EMPLOYEE RETIREMENT SAVINGS PLAN

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All other schedules have been omitted as not applicable.

HCVT CERTIFIED PUBLIC ACCOUNTANTS

HOLTHOUSE CARLIN & VAN TRIGT LLP

Independent Auditors' Report

To the Plan Committee of the
CU Cooperative Systems, Inc. Employee Retirement Savings Plan:

We were engaged to audit the accompanying financial statements and supplemental schedule of the CU Cooperative Systems, Inc. Employee Retirement Savings Plan (the "Plan") as of December 31, 2010 and 2009 and for the year ended December 31, 2010, as listed in the accompanying index. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 7, which was certified by Fidelity Management Trust Company, the Trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. The Plan Administrator has informed us that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained certifications from the Trustee as of December 31, 2010 and 2009, 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 financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Holthouse Carlin & Van Trigt LLP

Westlake Village, California
September 22, 2011

CU COOPERATIVE SYSTEMS, INC.
EMPLOYEE RETIREMENT SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS
DECEMBER 31, 2010 AND 2009

	2010	2009
Assets:		
Participant-directed investments, at fair value	$ 20,622,256	$ 14,591,571
Receivables:		
Company contributions	12,284	102,213
Participants' contributions	11,781	46,586
Total receivables	24,065	148,799
Notes receivable:		
Participant loans	876,128	710,365
Total assets	21,522,449	15,450,735
Liabilities	-	-
Net assets available for plan benefits at fair value	21,522,449	15,450,735
Adjustments from fair value to contract value for fully benefit-responsive investment contracts	(16,800)	30,827
Net assets available for plan benefits	$ 21,505,649	$ 15,481,562

See notes to financial statements.

CU COOPERATIVE SYSTEMS, INC.
EMPLOYEE RETIREMENT SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2010

Additions:		
Company contributions	$	1,775,032
Participants' contributions		1,738,828
Participants' rollover contributions		239,569
Interest income on participant loans		39,917
Net appreciation of investments		2,155,757
Total additions		5,949,103
Deductions:		
Benefits paid to participants		1,190,705
Administrative expenses		19,519
Total deductions		1,210,224
Net increase prior to transfer of assets		4,738,879
Transfer of assets into the Plan (Note 1)		1,285,208
Net increase after transfer of assets		6,024,087
Net assets available for plan benefits:		
Beginning of year		15,481,562
End of year	$	21,505,649

See notes to financial statements.

NOTE 1. PLAN DESCRIPTION

The following description of the CU Cooperative Systems, Inc. Employee Retirement Savings Plan (the "Plan") provides only general information. Participants and other interested parties should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all eligible employees who are employed by CU Cooperative Systems, Inc. and related employers, Service Centers Corporation and Lending Call Center Services, LLC (collectively, the "Company" or the "Plan Sponsor"). The Company is responsible for administering the Plan. Fidelity Management Trust Company (the "Trustee") is responsible for receiving Plan contributions from the Company, investing and safeguarding the Plan's assets held for investment, as well as maintaining the individual participant account balances. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Effective November 1, 2009, the Plan was amended to include Lending Call Center Services, LLC as a related employer and to allow employees of the Lending Call Center Services, LLC to participate in the Plan. At that time, outstanding loans of the Lending Call Center Services, LLC employees were transferred into the Plan directly from the CUNA Mutual 401(k) Plan which was the Plan those employees participated in up to November 1, 2009. Also on November 1, 2009, the Company sponsored the Lending Call Center Services, LLC 401(k) Plan which then accepted the Plan assets for those employees that had been participating in the CUNA Mutual 401(k) Plan. The Lending Call Center Services, LLC 401(k) Plan held the plan assets from the CUNA Mutual 401(k) Plan for the employees of Lending Call Center Services, LLC until the assets were transferred on February 28, 2010 to the Plan. In February 2010, the assets of the Lending Call Center Services, LLC 401(k) Plan in the amount of $1,285,208 merged into this Plan.

Contributions

Each year, participants may contribute up to 60% of pretax annual compensation, as defined by the Plan and subject to Internal Revenue Code ("IRC") limitations. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans.

The Plan provides for safe harbor matching contributions equal to 100 percent of the first four percent of deferred compensation. The Plan also provides for safe harbor non-elective contributions equal to three percent of a participant's eligible compensation. For the year ended December 31, 2010, the Company made safe harbor matching and safe harbor non-elective contributions of $1,775,032, net of $100,717 in forfeitures.

The Plan also provides for additional discretionary profit sharing contributions at the discretion of the Company's board of directors. Participants must be employed on the last day of the Plan year and completed at least 501 hours of service during the Plan year to be eligible for Company profit sharing contributions. The Company did not make a discretionary profit sharing contribution for the year ended December 31, 2010.

NOTE 1. PLAN DESCRIPTION (Continued)

Participant Accounts

Each participant's account is credited with the participant's contribution, allocations of the Company contributions, and allocations of Plan earnings, and charged with any withdrawals or distributions requested by the participant, investment losses and allocation of administrative expenses, if any. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their contributions, in the Company's contributions, and any earnings thereon. Participants employed by Lending Call Center Services, LLC who received employer matching contributions from CUNA with participants in the CUNA 401(k) Plan prior to November 1, 2009 vest in those matching contributions at 20 percent after one year of service and an additional 20 percent each year thereafter until 100 percent vested upon five years of service.

Forfeitures

Forfeitures of Company contributions will be used to pay Plan expenses or to reduce future Company contributions. During the year ended December 31, 2010, forfeitures of $100,717 were used to reduce Company safe harbor matching and safe harbor non-elective contributions. As of December 31, 2010, forfeitures of $6,393 are available for future use.

Payment of Benefits

On termination of service for death, disability, retirement or for other reasons, a participant or their beneficiaries, as applicable, may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account or installment payments, in accordance with the Plan.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting, in accordance with accounting principles generally accepted in the United States of America, primarily from data provided by the Trustee.

Estimates

The preparation of 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 certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates and assumptions.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Administrative Expenses

All administrative expenses incidental to the administration of the Plan, including fees of the administrative agent and independent auditors not paid by the Company, are paid by the Plan.

Each investment option has certain management fees which reduce the overall return on Plan investments. The net appreciation of investments is reflected net of these fees.

Investment Valuation and Income Recognition

The Plan's investments are reported at fair value. Accounting principles generally accepted in the United States of America require that the amount representing the difference between the market value of a fully benefit-responsive contract and the contract value be presented on the face of the statement of net assets available for plan benefits.

Investments are valued daily. Interest income is recorded on an accrual basis. Dividend income is included in net appreciation of investments.

Concentration of Risk

The Plan's investments have exposure to risk to the extent that its investments are subject to market and interest rate fluctuations that may materially affect the value of the investment balances.

Benefits Payable to Participants

Benefits are recorded when paid.

Fair Value

The Plan accounts for its financial instruments using a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The fair value measurement hierarchy is based on three levels of inputs, of which the first two are considered observable and the last unobservable. The three levels of the fair value hierarchy are the following:

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

- Level 2 – Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are inactive; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

- Level 3 – Unobservable inputs and significant to the fair value measurement.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fair Value (Continued)

A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2010 and 2009.

Mutual Funds – This category consists of publicly traded funds of registered investment companies. The net asset value of the mutual fund's shares is quoted on the exchange where the fund is actively traded and therefore classified as Level 1 within the valuation hierarchy.

Fidelity Management Income Portfolio – The fair value of underlying assets other than wrap contracts, which included investments in money market funds and various debt and fixed income securities, is determined using a combination of readily available most recent market bid prices in the principal markets where such funds and securities are traded, pricing services that use valuation matrices incorporating dealer supplies valuations and valuation models, valuation inputs such as structure of the issue, cash flow assumptions, and the value of underlying assets and guarantees. The fair value of the wrap contracts is determined using a discounted cash flow model using market data and considers recent fee bids as determined by recognized dealers. The fair value of the Fidelity Management Income Portfolio held in a common collective trust equals the total of the fair value of the underlying assets plus the total wrap contract rebid value and is classified as Level 2 within the valuation hierarchy.

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

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2010 and 2009:

	Assets at Fair Value as of December 31, 2010			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Blend funds	$ 3,213,127	$ -	$ -	$ 3,213,127
Value funds	1,245,486	-	-	1,245,486
Growth funds	5,654,321	-	-	5,654,321
Target date funds	5,950,941	-	-	5,950,941
Fixed income fund	2,492,182	-	-	2,492,182
Total mutual funds	18,556,057	-	-	18,556,057
Common collective trust	-	2,066,199	-	2,066,199
Total assets at fair value	$ 18,556,057	$ 2,066,199	$ -	$ 20,622,256

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fair Value (Continued)

	Assets at Fair Value as of December 31, 2009			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Blend funds	$ 2,302,223	$ -	$ -	$ 2,302,223
Value funds	854,690	-	-	854,690
Growth funds	4,187,741	-	-	4,187,741
Target date funds	3,729,407	-	-	3,729,407
Fixed income fund	1,859,729	-	-	1,859,729
Total mutual funds	12,933,790	-	-	12,933,790
Common collective trust	-	1,657,781	-	1,657,781
Total assets at fair value	$ 12,933,790	$ 1,657,781	$ -	$ 14,591,571

Reclassifications and New Accounting Pronouncement

Participant loans as of 2009 have been classified as notes receivable to conform to the 2010 presentation which is in accordance with the FASB ASU *Reporting Loans to Participants by Defined Contribution Plans* issued September 16, 2010.

NOTE 3. INVESTMENTS

Investment options are selected by the Plan Sponsor and are participant-directed. The participants have several investments they can choose from. See the attached Schedule of Assets (Held at End of Year) for a detailed listing of investments.

The following presents investments at December 31, 2010 that represent five percent or more of the Plan's net assets.

Fidelity Managed Income Portfolio	$ 2,049,399	*
MainStay Large Cap Growth Fund	$ 1,828,278	
Invesco Charter I Fund	$ 1,429,141	
Fidelity Contrafund	$ 1,758,560	
Fidelity Government Income Fund	$ 1,144,873	
Fidelity Diversified International Fund	$ 1,439,304	
Fidelity U.S. Bond Index Fund	$ 1,317,001	
Fidelity Freedom 2020 Fund	$ 1,106,497	

* Amount represents contract value.

For the year ended December 31, 2010 net appreciation of investments on registered investment companies (mutual funds) was $2,128,346 and net appreciation of the Fidelity Managed Income Portfolio held in a common collective trust was $27,411.

NOTE 4. FEDERAL INCOME TAX STATUS

The Company adopted a Fidelity prototype plan document which is the subject of a favorable tax opinion letter dated March 31, 2008. The Company routinely self reviews the administration of the Plan and self-corrects any compliance issues in accordance with the Employee Plan Compliance Resolution System.

The Company has identified certain operational errors and has taken the necessary steps to correct these errors. Contributions of $51,447 to correct the operational errors were recognized as a receivable from the Plan Sponsor as of December 31, 2008 and 2009 and remitted to the Plan on January 25, 2010. Accordingly, the Company believes that the Plan as amended currently is designed and being operated in compliance with the applicable requirements of the IRC and, therefore, believes the Plan is tax-exempt.

NOTE 5. PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are managed by the Trustee of the Plan and therefore these transactions qualify as party-in-interest transactions for which exemptions exist. The Trustee received $19,519 for loan administration and transaction fees that were paid by participants through the Plan.

NOTE 6. PLAN TERMINATION

The Company has the right under the Plan to amend the Plan, to discontinue its contributions at any time and to terminate the Plan. In the event of Plan termination, participants will become fully vested in their Company contributions.

NOTE 7. FINANCIAL DATA CERTIFIED BY THE TRUSTEE

The Plan Administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the following information was certified by the Trustee and was not subjected to any auditing procedures performed by the independent public accountants:

a. Participant-directed investments and participant loans as shown in the accompanying statements of net assets available for plan benefits of $20,622,256 and $876,128, respectively, less the adjustment from fair market value to contract value of $16,800 as of December 31, 2010, and $14,591,571 and $710,365, respectively, plus the adjustment from fair market value to contract value of $30,827 as of December 31, 2009.

b. Net appreciation of investments of $2,155,757 and interest income on participant loans of $39,917 as shown in the accompanying statement of changes in net assets available for plan benefits for the year ended December 31, 2010.

c. Total assets as of December 31, 2010 as shown in the accompanying Schedule of Assets (Held at End of Year).

NOTE 8. PARTICIPANT LOANS

Participants in the Plan may borrow from their vested account balance within specified guidelines, as defined in the Plan. The loans are stated at the unpaid principal amount, secured by the balance in the participant's account and bear interest at rates that ranged from 3.25 percent to 7.25 percent at December 31, 2010. Principal and interest is paid ratably through payroll deductions.

NOTE 9. RECONCILIATION TO FORM 5500

The following is a reconciliation of net assets available for plan benefits per financial statements to the Form 5500 for the years ended December 31, 2010 and 2009:

	2010	2009
Net assets available for plan benefits per the financial statements	$ 21,505,649	$ 15,481,562
Company contributions receivable	(12,284)	(102,213)
Participants contributions receivable	(11,781)	(46,586)
Adjustment to contract value	16,800	(30,827)
Net assets available for plan benefits per the Form 5500	$ 21,498,384	$ 15,301,936

The following is a reconciliation of the net increase prior to transfer of assets per the financial statements to the net income per Form 5500 for the year ended December 31, 2010:

Net increase per financial statements	$ 4,738,879
Company contributions receivable	89,929
Participants contributions receivable	34,805
Change in adjustment to contract value	47,627
Net income per Form 5500	$ 4,911,240

NOTE 10. SUBSEQUENT EVENTS

Effective January 1, 2011, the Plan was amended and Company discontinued non-elective safe harbor contributions.

The Company has evaluated subsequent events that have occurred from December 31, 2010 through September 22, 2011, which is the date that the financial statements were available to be issued, and determined that there were no other subsequent events or transactions that required recognition or disclosure in the financial statement.

CU COOPERATIVE SYSTEMS, INC.
EMPLOYEE RETIREMENT SAVINGS PLAN

EIN# 95-3732627, PLAN #033
SCHEDULE H, LINE 4i, SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2010

	Identity of issuer or similar party	Description of investment		Current value
*	Fidelity Managed Income Portfolio	Common Collective Trust	$	2,066,199
*	PIMCO Total Return Admin Fund	Mutual fund		30,308
*	American Beacon Large Cap Value Fund	Mutual fund		523,097
*	Wells Fargo Advantage Discovery Fund	Mutual fund		68,191
*	MainStay Large Cap Growth Fund	Mutual fund		1,828,278
*	Invesco Charter I Fund	Mutual fund		1,429,141
*	Allianz NFJ Small Cap Value Fund	Mutual fund		715,534
*	Royce Value Plus Fund	Mutual fund		145,862
*	Fidelity Contrafund	Mutual fund		1,758,560
*	Fidelity Government Income Fund	Mutual fund		1,144,873
*	Fidelity Real Estate Investment Fund	Mutual fund		508,602
*	Fidelity International Discovery Fund	Mutual fund		76,520
*	Fidelity Low-Priced Stock Fund	Mutual fund		6,855
*	Fidelity Worldwide Fund	Mutual fund		414,126
*	Fidelity Diversified International Fund	Mutual fund		1,439,304
*	Spartan Extended Market Index Fund	Mutual fund		175,513
*	Fidelity Spartan International Index Fund	Mutual fund		5,168
*	Spartan 500 Index Fund	Mutual fund		1,018,183
*	Fidelity U.S. Bond Index Fund	Mutual fund		1,317,001
*	Fidelity Freedom Income Fund	Asset allocation mutual fund		137,610
*	Fidelity Freedom 2000 Fund	Asset allocation mutual fund		164,641
*	Fidelity Freedom 2005 Fund	Asset allocation mutual fund		84,965
*	Fidelity Freedom 2010 Fund	Asset allocation mutual fund		551,416
*	Fidelity Freedom 2015 Fund	Asset allocation mutual fund		336,502
*	Fidelity Freedom 2020 Fund	Asset allocation mutual fund		1,106,497
*	Fidelity Freedom 2025 Fund	Asset allocation mutual fund		602,515
*	Fidelity Freedom 2030 Fund	Asset allocation mutual fund		992,957
*	Fidelity Freedom 2035 Fund	Asset allocation mutual fund		927,822
*	Fidelity Freedom 2040 Fund	Asset allocation mutual fund		728,776
*	Fidelity Freedom 2045 Fund	Asset allocation mutual fund		150,379
*	Fidelity Freedom 2050 Fund	Asset allocation mutual fund		166,861
	Total participant-directed investments			20,622,256
*	Participant Loans	Interest from 3.25% to 7.25%		876,128
			$	21,498,384

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

See notes to financial statements and accompanying independent auditors' report.

CU COOPERATIVE SYSTEMS, INC.
EMPLOYEE RETIREMENT SAVINGS PLAN

FINANCIAL STATEMENTS,
SUPPLEMENTAL SCHEDULE
AND
INDEPENDENT AUDITORS' REPORT
DECEMBER 31, 2010

CU COOPERATIVE SYSTEMS, INC.
EMPLOYEE RETIREMENT SAVINGS PLAN

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All other schedules have been omitted as not applicable.

HCVT CERTIFIED PUBLIC ACCOUNTANTS

HOLTHOUSE CARLIN & VAN TRIGT LLP

Independent Auditors' Report

To the Plan Committee of the
CU Cooperative Systems, Inc. Employee Retirement Savings Plan:

We were engaged to audit the accompanying financial statements and supplemental schedule of the CU Cooperative Systems, Inc. Employee Retirement Savings Plan (the "Plan") as of December 31, 2010 and 2009 and for the year ended December 31, 2010, as listed in the accompanying index. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 7, which was certified by Fidelity Management Trust Company, the Trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. The Plan Administrator has informed us that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained certifications from the Trustee as of December 31, 2010 and 2009, 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 financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Holthouse Carlin & Van Trigt LLP

Westlake Village, California
September 22, 2011

CU COOPERATIVE SYSTEMS, INC.
EMPLOYEE RETIREMENT SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS
DECEMBER 31, 2010 AND 2009

	2010	2009
Assets:		
Participant-directed investments, at fair value	$ 20,622,256	$ 14,591,571
Receivables:		
Company contributions	12,284	102,213
Participants' contributions	11,781	46,586
Total receivables	24,065	148,799
Notes receivable:		
Participant loans	876,128	710,365
Total assets	21,522,449	15,450,735
Liabilities	-	-
Net assets available for plan benefits at fair value	21,522,449	15,450,735
Adjustments from fair value to contract value for fully benefit-responsive investment contracts	(16,800)	30,827
Net assets available for plan benefits	$ 21,505,649	$ 15,481,562

See notes to financial statements.

CU COOPERATIVE SYSTEMS, INC.
EMPLOYEE RETIREMENT SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2010

Additions:		
Company contributions	$	1,775,032
Participants' contributions		1,738,828
Participants' rollover contributions		239,569
Interest income on participant loans		39,917
Net appreciation of investments		2,155,757
Total additions		5,949,103
Deductions:		
Benefits paid to participants		1,190,705
Administrative expenses		19,519
Total deductions		1,210,224
Net increase prior to transfer of assets		4,738,879
Transfer of assets into the Plan (Note 1)		1,285,208
Net increase after transfer of assets		6,024,087
Net assets available for plan benefits:		
Beginning of year		15,481,562
End of year	$	21,505,649

See notes to financial statements.

NOTE 1. PLAN DESCRIPTION

The following description of the CU Cooperative Systems, Inc. Employee Retirement Savings Plan (the "Plan") provides only general information. Participants and other interested parties should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all eligible employees who are employed by CU Cooperative Systems, Inc. and related employers, Service Centers Corporation and Lending Call Center Services, LLC (collectively, the "Company" or the "Plan Sponsor"). The Company is responsible for administering the Plan. Fidelity Management Trust Company (the "Trustee") is responsible for receiving Plan contributions from the Company, investing and safeguarding the Plan's assets held for investment, as well as maintaining the individual participant account balances. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Effective November 1, 2009, the Plan was amended to include Lending Call Center Services, LLC as a related employer and to allow employees of the Lending Call Center Services, LLC to participate in the Plan. At that time, outstanding loans of the Lending Call Center Services, LLC employees were transferred into the Plan directly from the CUNA Mutual 401(k) Plan which was the Plan those employees participated in up to November 1, 2009. Also on November 1, 2009, the Company sponsored the Lending Call Center Services, LLC 401(k) Plan which then accepted the Plan assets for those employees that had been participating in the CUNA Mutual 401(k) Plan. The Lending Call Center Services, LLC 401(k) Plan held the plan assets from the CUNA Mutual 401(k) Plan for the employees of Lending Call Center Services, LLC until the assets were transferred on February 28, 2010 to the Plan. In February 2010, the assets of the Lending Call Center Services, LLC 401(k) Plan in the amount of $1,285,208 merged into this Plan.

Contributions

Each year, participants may contribute up to 60% of pretax annual compensation, as defined by the Plan and subject to Internal Revenue Code ("IRC") limitations. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans.

The Plan provides for safe harbor matching contributions equal to 100 percent of the first four percent of deferred compensation. The Plan also provides for safe harbor non-elective contributions equal to three percent of a participant's eligible compensation. For the year ended December 31, 2010, the Company made safe harbor matching and safe harbor non-elective contributions of $1,775,032, net of $100,717 in forfeitures.

The Plan also provides for additional discretionary profit sharing contributions at the discretion of the Company's board of directors. Participants must be employed on the last day of the Plan year and completed at least 501 hours of service during the Plan year to be eligible for Company profit sharing contributions. The Company did not make a discretionary profit sharing contribution for the year ended December 31, 2010.

NOTE 1. PLAN DESCRIPTION (Continued)

Participant Accounts

Each participant's account is credited with the participant's contribution, allocations of the Company contributions, and allocations of Plan earnings, and charged with any withdrawals or distributions requested by the participant, investment losses and allocation of administrative expenses, if any. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their contributions, in the Company's contributions, and any earnings thereon. Participants employed by Lending Call Center Services, LLC who received employer matching contributions from CUNA with participants in the CUNA 401(k) Plan prior to November 1, 2009 vest in those matching contributions at 20 percent after one year of service and an additional 20 percent each year thereafter until 100 percent vested upon five years of service.

Forfeitures

Forfeitures of Company contributions will be used to pay Plan expenses or to reduce future Company contributions. During the year ended December 31, 2010, forfeitures of $100,717 were used to reduce Company safe harbor matching and safe harbor non-elective contributions. As of December 31, 2010, forfeitures of $6,393 are available for future use.

Payment of Benefits

On termination of service for death, disability, retirement or for other reasons, a participant or their beneficiaries, as applicable, may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account or installment payments, in accordance with the Plan.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting, in accordance with accounting principles generally accepted in the United States of America, primarily from data provided by the Trustee.

Estimates

The preparation of 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 certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates and assumptions.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Administrative Expenses

All administrative expenses incidental to the administration of the Plan, including fees of the administrative agent and independent auditors not paid by the Company, are paid by the Plan.

Each investment option has certain management fees which reduce the overall return on Plan investments. The net appreciation of investments is reflected net of these fees.

Investment Valuation and Income Recognition

The Plan's investments are reported at fair value. Accounting principles generally accepted in the United States of America require that the amount representing the difference between the market value of a fully benefit-responsive contract and the contract value be presented on the face of the statement of net assets available for plan benefits.

Investments are valued daily. Interest income is recorded on an accrual basis. Dividend income is included in net appreciation of investments.

Concentration of Risk

The Plan's investments have exposure to risk to the extent that its investments are subject to market and interest rate fluctuations that may materially affect the value of the investment balances.

Benefits Payable to Participants

Benefits are recorded when paid.

Fair Value

The Plan accounts for its financial instruments using a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The fair value measurement hierarchy is based on three levels of inputs, of which the first two are considered observable and the last unobservable. The three levels of the fair value hierarchy are the following:

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

- Level 2 – Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are inactive; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

- Level 3 – Unobservable inputs and significant to the fair value measurement.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fair Value (Continued)

A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2010 and 2009.

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

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Total mutual funds	18,556,057	-	-	18,556,057
Common collective trust	-	2,066,199	-	2,066,199
Total assets at fair value	$ 18,556,057	$ 2,066,199	$ -	$ 20,622,256

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fair Value (Continued)

	Assets at Fair Value as of December 31, 2009			
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Blend funds	$ 2,302,223	$ -	$ -	$ 2,302,223
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Total assets at fair value	$ 12,933,790	$ 1,657,781	$ -	$ 14,591,571

Reclassifications and New Accounting Pronouncement

Participant loans as of 2009 have been classified as notes receivable to conform to the 2010 presentation which is in accordance with the FASB ASU *Reporting Loans to Participants by Defined Contribution Plans* issued September 16, 2010.

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Fidelity Diversified International Fund	$ 1,439,304	
Fidelity U.S. Bond Index Fund	$ 1,317,001	
Fidelity Freedom 2020 Fund	$ 1,106,497	

* Amount represents contract value.

For the year ended December 31, 2010 net appreciation of investments on registered investment companies (mutual funds) was $2,128,346 and net appreciation of the Fidelity Managed Income Portfolio held in a common collective trust was $27,411.

NOTE 4. FEDERAL INCOME TAX STATUS

The Company adopted a Fidelity prototype plan document which is the subject of a favorable tax opinion letter dated March 31, 2008. The Company routinely self reviews the administration of the Plan and self-corrects any compliance issues in accordance with the Employee Plan Compliance Resolution System.

The Company has identified certain operational errors and has taken the necessary steps to correct these errors. Contributions of $51,447 to correct the operational errors were recognized as a receivable from the Plan Sponsor as of December 31, 2008 and 2009 and remitted to the Plan on January 25, 2010. Accordingly, the Company believes that the Plan as amended currently is designed and being operated in compliance with the applicable requirements of the IRC and, therefore, believes the Plan is tax-exempt.

NOTE 5. PARTY-IN-INTEREST TRANSACTIONS

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NOTE 6. PLAN TERMINATION

The Company has the right under the Plan to amend the Plan, to discontinue its contributions at any time and to terminate the Plan. In the event of Plan termination, participants will become fully vested in their Company contributions.

NOTE 7. FINANCIAL DATA CERTIFIED BY THE TRUSTEE

The Plan Administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the following information was certified by the Trustee and was not subjected to any auditing procedures performed by the independent public accountants:

a. Participant-directed investments and participant loans as shown in the accompanying statements of net assets available for plan benefits of $20,622,256 and $876,128, respectively, less the adjustment from fair market value to contract value of $16,800 as of December 31, 2010, and $14,591,571 and $710,365, respectively, plus the adjustment from fair market value to contract value of $30,827 as of December 31, 2009.

b. Net appreciation of investments of $2,155,757 and interest income on participant loans of $39,917 as shown in the accompanying statement of changes in net assets available for plan benefits for the year ended December 31, 2010.

c. Total assets as of December 31, 2010 as shown in the accompanying Schedule of Assets (Held at End of Year).

NOTE 8. PARTICIPANT LOANS

Participants in the Plan may borrow from their vested account balance within specified guidelines, as defined in the Plan. The loans are stated at the unpaid principal amount, secured by the balance in the participant's account and bear interest at rates that ranged from 3.25 percent to 7.25 percent at December 31, 2010. Principal and interest is paid ratably through payroll deductions.

NOTE 9. RECONCILIATION TO FORM 5500

The following is a reconciliation of net assets available for plan benefits per financial statements to the Form 5500 for the years ended December 31, 2010 and 2009:

	2010	2009
Net assets available for plan benefits per the financial statements	$ 21,505,649	$ 15,481,562
Company contributions receivable	(12,284)	(102,213)
Participants contributions receivable	(11,781)	(46,586)
Adjustment to contract value	16,800	(30,827)
Net assets available for plan benefits per the Form 5500	$ 21,498,384	$ 15,301,936

The following is a reconciliation of the net increase prior to transfer of assets per the financial statements to the net income per Form 5500 for the year ended December 31, 2010:

Net increase per financial statements	$ 4,738,879
Company contributions receivable	89,929
Participants contributions receivable	34,805
Change in adjustment to contract value	47,627
Net income per Form 5500	$ 4,911,240

NOTE 10. SUBSEQUENT EVENTS

Effective January 1, 2011, the Plan was amended and Company discontinued non-elective safe harbor contributions.

The Company has evaluated subsequent events that have occurred from December 31, 2010 through September 22, 2011, which is the date that the financial statements were available to be issued, and determined that there were no other subsequent events or transactions that required recognition or disclosure in the financial statement.

CU COOPERATIVE SYSTEMS, INC.
EMPLOYEE RETIREMENT SAVINGS PLAN

EIN# 95-3732627, PLAN #033
SCHEDULE H, LINE 4i, SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2010

	Identity of issuer or similar party	Description of investment		Current value
*	Fidelity Managed Income Portfolio	Common Collective Trust	$	2,066,199
*	PIMCO Total Return Admin Fund	Mutual fund		30,308
*	American Beacon Large Cap Value Fund	Mutual fund		523,097
*	Wells Fargo Advantage Discovery Fund	Mutual fund		68,191
*	MainStay Large Cap Growth Fund	Mutual fund		1,828,278
*	Invesco Charter I Fund	Mutual fund		1,429,141
*	Allianz NFJ Small Cap Value Fund	Mutual fund		715,534
*	Royce Value Plus Fund	Mutual fund		145,862
*	Fidelity Contrafund	Mutual fund		1,758,560
*	Fidelity Government Income Fund	Mutual fund		1,144,873
*	Fidelity Real Estate Investment Fund	Mutual fund		508,602
*	Fidelity International Discovery Fund	Mutual fund		76,520
*	Fidelity Low-Priced Stock Fund	Mutual fund		6,855
*	Fidelity Worldwide Fund	Mutual fund		414,126
*	Fidelity Diversified International Fund	Mutual fund		1,439,304
*	Spartan Extended Market Index Fund	Mutual fund		175,513
*	Fidelity Spartan International Index Fund	Mutual fund		5,168
*	Spartan 500 Index Fund	Mutual fund		1,018,183
*	Fidelity U.S. Bond Index Fund	Mutual fund		1,317,001
*	Fidelity Freedom Income Fund	Asset allocation mutual fund		137,610
*	Fidelity Freedom 2000 Fund	Asset allocation mutual fund		164,641
*	Fidelity Freedom 2005 Fund	Asset allocation mutual fund		84,965
*	Fidelity Freedom 2010 Fund	Asset allocation mutual fund		551,416
*	Fidelity Freedom 2015 Fund	Asset allocation mutual fund		336,502
*	Fidelity Freedom 2020 Fund	Asset allocation mutual fund		1,106,497
*	Fidelity Freedom 2025 Fund	Asset allocation mutual fund		602,515
*	Fidelity Freedom 2030 Fund	Asset allocation mutual fund		992,957
*	Fidelity Freedom 2035 Fund	Asset allocation mutual fund		927,822
*	Fidelity Freedom 2040 Fund	Asset allocation mutual fund		728,776
*	Fidelity Freedom 2045 Fund	Asset allocation mutual fund		150,379
*	Fidelity Freedom 2050 Fund	Asset allocation mutual fund		166,861
	Total participant-directed investments			20,622,256
*	Participant Loans	Interest from 3.25% to 7.25%		876,128
			$	21,498,384

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

See notes to financial statements and accompanying independent auditors' report.

SCHEDULE H, LINE 4i, SCHEDULE OF ASSETS (HELD AT END OF YEAR) *
AS OF DECEMBER 31, 2010

* See attached financial statements with auditor's report.